

BY-LAWS

JOHNSON CITY SENIOR CENTER FOUNDATION, INC.

ARTICLE I: NAME

The name of this Corporation, as prescribed in its Charter of Incorporation issued by the State of Tennessee, is the **Johnson City Senior Center Foundation, Inc.**

ARTICLE II: PURPOSE

The purpose of this Corporation is stated in its Charter of Incorporation, located in the Administrative Offices at 510 Bert Street, Johnson City, Tennessee 37601.

ARTICLE III: MEMBERS

This Corporation shall have no members other than its Board of Directors. Hereinafter, the Board of Directors will be referred to as Members. The Members shall be selected from those residing in the service area. For the purposes of these bylaws, the service area is defined as Washington, Sullivan, Carter and Unicoi Counties.

ARTICLE IV: OFFICES

The principal office of this Corporation in the State of Tennessee shall be located within the city limits of Johnson City. The Corporation may have, in addition to its principal office, such other offices as the Board of Directors may, from time to time, determine.

ARTICLE V: MEETINGS

Section 5.1 Annual Meeting. An annual meeting of the Members of this Corporation shall be held at 510 Bert Street, Johnson City, Tennessee on the first Thursday in October, without other advertisement, call and notice other than contained in these Bylaws, except as required by the Open Meetings Act of Tennessee.

Section 5.2 Notice of Regular Meetings. Regular meetings of the Board of Directors shall be held at 510 Bert Street, Johnson City, Tennessee without advertisement or call other than these Bylaws, except as required by the Open Meetings Act of Tennessee, at such time as the Board may designate by resolution. The usual date for Board of Directors meetings shall be on the first Thursday of every month.

Section 5.3 Special Meetings. Special Meetings of the Board of Directors may be called by the President, or one-third (1/3) of the members.

Section 5.4 Notice of Special Meetings. Notice of any special meetings of the Board of Directors shall be given at least two (2) business days prior thereto by personal notice or by mailing notice at least three (3) days prior to the last known address of each Member. The purpose of the meeting shall be stated in the notice.

Section 5.5 Quorum. At any meeting of the Board of Directors, fifty percent (50%) of the Members, plus one additional Member shall constitute a quorum for the transaction of business, and a simple majority of the Members present at a meeting at which a quorum is present shall be the act of the Board.

ARTICLE VI: BOARD OF DIRECTORS

Section 6.1 Duties and Powers. Subject to such exceptions and under such regulations as are prescribed in these Bylaws and the Foundation's Charter, the affairs and business of this Corporation shall be conducted and managed by its Board of Directors.

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Section 6.2 Number, Election, and Term of Office. The Board of Directors shall consist of no less than twelve (12) nor more than twenty-five (25) members. All Members-at-Large shall be appointed to three (3) year terms. A Member-at-Large may serve no more than two (2) consecutive terms in the same capacity. In addition to the members of the Board of Directors, the Johnson City Senior Services Director (or equivalent), and the City Manager (or his or her designee) are ex-officio members of the Board and thus are not necessary for a quorum. All Members, except ex-officio members, shall have full right to vote on such matters that may come before the Board of Directors. All members of the Board of Directors, with the exception of the ex officio members, shall be appointed by the Board of Commissioners of the City of Johnson City.

Terms of service are to commence on January 1st of each year, with the exception of unexpired terms. Upon the resignation of any member of the Board of Directors, the Board shall make reasonable attempts to fill the vacancy. Any Board Member filling an unexpired term shall be deemed to have served since the beginning of the term which he or she is filling.

Members who have completed a term of office shall continue to serve until a replacement is appointed.

Section 6.3 Compensation. No Member shall accept or set on behalf of himself or herself or any other person, any financial advantage or gain of other than nominal value offered as a result of the Member's Foundation affiliation. The Member shall not receive compensation for serving as member, but shall be reimbursed for any preapproved expenses incurred in carrying out the purpose of the Corporation.

Section 6.4 Removal. Any Member elected or appointed by the Board of Directors may be removed by said Board, with cause, at any regular or special meeting at which a quorum is present by affirmative vote of those present at such meeting, whenever in its judgment, the best interest of the Corporation would be served thereby. Members are automatically removed from office if three consecutive Board meetings are missed, without prior notice.

Section 6.5. A vacancy because of death, resignation, removal or otherwise, may be filled by appointment from the Board for the unexpired portion of the term.

ARTICLE VII: OFFICERS

Section 7.1 Number of Officers. The officers of this Corporation shall be a President, President-Elect, Immediate Past President, Treasurer, and a Secretary.

Section 7.2 Election of Officers. The nomination and election of officers and Members shall be held at the regular October meeting of the Foundation Board of Directors. To qualify for nomination as a Foundation officer, each nominee shall have been a member in good standing of the Johnson City Senior Center Foundation Board of Directors for at least one year before assuming the office for which nominated. No elected officer shall serve more than two (2) consecutive one-year (1 year) terms in the same position.

Section 7.3 Duties of the President. The President shall be the Chief Executive Officer of this Corporation and shall supervise all the business affairs of this Corporation, subject to the control of the Board. He or she shall preside at all meetings of the Board and the Executive Committee. He or

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she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board.

Section 7.4 Duties of the President-Elect. In the absence of the President or in the event of his or her inability or refusal to act, the President-Elect shall perform the duties of the President. The President-Elect shall perform such other duties as may, from time to time, be assigned to him or her by the President or by the Board. In the event of a vacancy in the office of President, the President-Elect shall advance to the position of President for the balance of the absence or term. In addition to the duties, the President-Elect shall serve the next regular term as President.

Section 7.5 Duties of the Treasurer. The Treasurer shall report on all funds and securities of this Corporation to the Board of Directors on a regular basis. The Treasurer shall report all financial transactions for the period and year to date and the balances in cash and in securities of the Corporation to the Board of Directors on a regular basis. The Treasurer shall serve as Chair of the Finance Committee and, as such, he or she will make recommendations to the Board concerning budget requests and the ongoing management of the Foundation funds.

Section 7.6 Duties of the Secretary. The Secretary shall keep the minutes of the meeting of the Board of Directors and Executive Committee; coordinate with staff to give all notices in accordance with these Bylaws as required by law; keep a register of the addresses of each Directors; and in general, perform all duties incident to the office of Secretary and other duties as, from time to time, may be assigned to him or her by the Board of Directors.

ARTICLE VIII: COMMITTEES

Section 8.1 Executive. The Executive Committee shall consist of the President, President-Elect, Treasurer, Secretary, and Past President. The President shall be the chairperson of the Executive Committee. The usual date of the Executive Committee meeting is the last Thursday of the month.

Section 8.2 Finance. The Finance Committee shall consist of a minimum of three Members. The Treasurer shall be the chairperson of the Finance Committee. The duties shall consist of setting budgets, analyzing and reviewing financial activities and statements of the Board. They will also communicate and work with assigned city staff, the chairs of all fundraising committees, subcommittees or any other members designated by the Executive Board. Meetings shall be held on a quarterly basis.

Section 8.3 Fund raising. The fundraising committee shall consist of a minimum of 3 Members. The committee shall be responsible for developing and planning fundraising opportunities. The Chair shall regularly report to the Executive Committee for approval of fundraising activities. The committee will meet as necessary.

ARTICLE IX: BOOKS AND RECORDS

This Corporation, in coordination with City staff, shall keep correct, proper and complete books and records of accounts.

ARTICLE X: FISCAL YEAR

The fiscal year of this Corporation shall begin on the first day of July and end on the last day of June in each year.

ARTICLE XI: DEPOSITS AND PAYMENTS

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Section 11.1 Payment. All checks, drafts or order for payment of money, notes, or other evidences of indebtedness issued in the name of this Corporation shall be processed through the Executive Committee, bearing the signature of at least two members of said Committee for checks in excess of two hundred dollars (\$200.00) and then through the City of Johnson City finance department as proscribed by city procedure. All such checks shall be immediately reported to the Treasurer of the Foundation. Nothing herein shall be construed in compliance with City purchasing procedures.

Section 11.2 Deposits. All funds of this Corporation shall be deposited with the City of Johnson City to be handled in compliance with city accounting procedures.

ARTICLE XII: PARLIMENTARY AUTHORITY

The Board shall conduct business under Robert's Rules of Order, newly revised.

ARTICLE XIII: AMENDMENTS

Amendments of these Bylaws can be made by an affirmative vote of three-fourths (3/4) of the Board of Directors, and ratification by the Board of Commissioners of the City of Johnson City.