

# SENIOR COLLEGE AT BRIDGTON BYLAWS

## Article I – Name

Section 1. The name shall be Senior College at Bridgton, hereinafter called Senior College.

## Article II – Mission

Section 1. The mission of Senior College is to promote and present meaningful educational experiences for persons fifty years of age and older.

## Article III – Organizational Entity

Section 1. Senior College is a non-profit organization Charter 20080541ND under the laws of the State of Maine and under Section 501(c)(3) of the Internal Revenue Code.

Section 2. Senior College is a voluntary, self-governing entity associated with the Maine Senior College Network and other entities by agreement of the Board of Directors.

Section 3. Membership is open to all persons age fifty and over who pay a membership fee, set by the Board of Directors for each academic year. The academic year shall be September 1<sup>st</sup> through August 31<sup>st</sup>.

## Article IV – Board of Directors

Section 1. The primary responsibility of the Board of Directors, hereinafter called the Board, shall be to establish policy governing the operation of the Senior College. The Board shall be responsible for securing facilities for operations, for management of financial resources, for public relations and educational programming of the Senior College.

Section 2. The Board shall consist of a minimum of five, maximum of eleven, Directors. The Board positions shall be divided into three groups, with one group being elected each year for a three year term.

Section 3. At the March Board Meeting, the Chairman shall appoint a Nominating Committee for the purpose of developing a slate of candidates to fill all expiring Board positions, as well as any unfilled positions that may exist. Elections will be held at the June Annual Meeting. New Directors will assume office at that time.

Section 4. In case of a vacancy on the board, caused by any reason, the Board may appoint a new Director to fill that unexpired term.

Section 5. Any Director, with reasonable cause, may be removed from office by a two-thirds vote of the Board. Removal may be for one or more of the following reasons:

- the inability of a Director to fulfill his/her duties
- for actions by a Director which adversely and seriously affect the Senior College

- demonstrated inability to attend three consecutive meetings, without reasonable cause for absences
- other.

## Article V – Officers

- Section 1. The officers of the Board shall be a Chairman, a Vice-Chairman, a Secretary, and a Treasurer. The Officers shall be elected from the Directors on the Board and shall serve a two year terms.
- Section 2. The Chairman shall preside at all meetings of the board, authorize calls for any special meetings, appoint all committees, execute all documents authorized by the Board, serve as ex-officio voting member of all committees, and generally perform all duties associated with that office.
- Section 3. The Vice-Chairman shall have such powers and duties as the Board and/or the Chairman shall designate, including auditing the Treasurer's records after the close of the Fiscal Year, June 30th. In the absence or disability of the Chairman, or of a vacancy in that office, the Vice-Chairman shall assume and perform the duties and functions of that office.
- Section 4. The Secretary shall keep a true and accurate record of all meetings of the Board, shall issue notice of all regular, special and annual meetings, shall attend to correspondence as directed by the Board and shall perform ~~such~~ other duties as are generally associated with that office.
- Section 5. The Treasurer shall be the disbursing officer of the Board and shall perform duties generally associated with that office. The Treasurer shall sign all checks, and in his/her absence, the Chairman shall have the authority to sign checks. Among such duties, the Treasurer shall prepare an Annual Report to the Membership, with status reports to the Board at each Board Meeting and file all relevant tax returns, federal or state. All monies shall be kept in accounts approved by the Board.
- Section 6. The Registered Agent receives all official notification from the State of Maine, is responsible for filing the Annual Corporate Report and confirms that all appropriate tax returns are filed by the Treasurer.
- Section 7. In the absence or disability of the Vice-Chairman, Secretary or Treasurer, his/her duties shall be performed by such other members of the Board as the Board may designate.

## Article VI – Meetings

- Section 1. The Board shall hold four meetings through the year – August, November, March and June, the date and hour to be determined by the Board. These meetings are open to the general membership.
- Section 2. Other Board meetings for specific purposes may be called by the Chairman, or by three or more Directors upon written application to the Secretary.

- Section 3. The Annual Meeting of the Senior College shall be held each June with the date, hour and place of the meeting to be determined by the Board. The purpose of the meeting shall be to receive reports, to adopt By-Law changes, to elect Directors to the Board and to respond to questions regarding Senior College business. Only Directors and current members of the Senior College are eligible to vote at the Annual Meeting.
- Section 4. A quorum for the transaction of business at any meeting shall be the presence of simple majority of seated Directors; one of those present must be an Officer.
- Section 5. Written notice of each meeting shall be sent by the Secretary at least seven (7) days prior to the meeting, stating the place, day and hour of the meeting, and the purpose for which the meeting is called.
- Section 6. All meetings shall be governed by Robert's Rules of Order, latest edition.

### Article VII – Committees

- Section 1. Standing Committees shall include Curriculum and Operations. The Chairman shall appoint ad hoc committees for specific purposes as the business of the Board may require. All committees shall make progress reports to the Board at each of its meetings. Committees shall be allowed to operate under the specific charter of that committee as designated by the Board.
- Section 2. Committee Chairs shall maintain a record of their operations, contacts and comments to pass to their successor.

### Article VIII – Conflict of Interest

- Section 1. Any member of the Board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item.

### Article IX – Fiscal Policies

- Section 1. The Fiscal Year of the Senior College shall be July 1<sup>st</sup> – June 30th.

### Article X – Non-Discrimination

- Section 1. Participation in Senior College will not be denied or abridged because of religious, racial, social, economic, or political status, or because of a physical condition or sexual orientation.

### Article XI – Amendments

- Section 1. These Bylaws may be amended or changed by a majority vote of those present at the Annual Meeting, or a special meeting, providing such changes have been submitted for consideration, in writing, at least two weeks prior to the meeting. Such changes shall take effect immediately upon their formal approval.

## Article XII – Indemnification

- Section 1. The officers and members of the Board of Directors, past and present, shall be indemnified by the Senior College and saved harmless from any and all personal liability to which they may be subjected by reason of their acts or failure to act, done in good faith, in administering the business of the Senior College in a manner reasonably to be in the best interests of the membership, and in the event the Senior College fails to provide for their defense, shall be reimbursed by the Senior College for all reasonable expenses incurred in their defense

## Article XIII – Dissolution

- Section 1. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## Article XIV – Review

- Section 1. The Chairman shall appoint a committee every three years to review these Bylaws.