

Article IV

Officers

The principal officers at NBSC shall be the President, First Vice President, Second Vice President, Secretary and Treasurer.

The terms of office will be for a period of one (1) year and/or until their successors are elected.

Article V Duties of Corporate Officers

A. President

1. The President is the Chief Executive Officer of NBSC. Subject to the direction of the Board of Directors, he/she has general charge of the business affairs, the property, and the operation of the NBSC.

2. The President shall provide overall supervision and direction to the "Operations Manager" of the Senior Center who, under contract, is responsible for the day-to-day operation of the NBSC including such limited contracts for service personnel as may be authorized by the Board of Directors from time to time. The Operations Manager may delegate responsibility and authority to the Assistant Operations Manager as required.

3. The President shall also serve as the Chairman of the Executive Committee established by the Board of Directors. Refer to Article IX.

B. First Vice-President

The First Vice-President shall preside at meetings of the Board of Directors in the temporary absence of the President and shall assume such other duties as requested by the President.

C. Second Vice-President

The Second Vice-President shall preside at the meeting of the Board of Directors in the temporary absence of the President and the First Vice-President and shall assume such other duties as requested by the President.

D. Secretary

The Secretary shall keep an accurate list of the Board of Directors, and the Executive Committee; shall keep records of all actions of NBSC; shall be responsible for minutes of the meetings of the annual, semiannual, and any special meeting of the regular membership; and, shall also be in charge of all correspondence of the NBSC or the Board of Directors under the guidance of the President.

He/she shall:

3 1. Give notice, where appropriate, to the regular membership or members of the Board of Directors of NBSC of all meetings.

2. Keep all records and minutes pertaining to the Board of Directors. He/she will be responsible for maintaining the attendance record of the members of the Board of Directors, and names of those absent from a meeting shall be recorded in the minutes of said meeting.

3. Retain copies of all pertinent incoming correspondence and signed copies of all outgoing correspondence. All records and documents are available for an on-sight inspection by regular members requesting them at reasonable times, following policy established by the Board of Directors.

4. Decisions by the Board of Directors, made at its regular meetings, that affect financial policies and procedures shall be reflected as such in the minutes and promptly added to Financial Policies and Procedures (Attachment B).

5. Decisions by the Board of Directors, made at the regular meetings, that affect policy and rules shall be reflected as such in the minutes and promptly added to Standing Policies and Rules.

6. Transfer all records, correspondence files, etc. to his/her successor. If deemed necessary, an Assistant Secretary, a member of the Board of Directors, may be nominated and appointed, with the approval of the Board of Directors.

E. Treasurer

1. It shall be the function of the Treasurer to account for all receipts and expenditures of the NBSC and make a list of all persons, such as regular members, who voluntarily contribute to the Center.

2. The Treasurer shall also maintain records of all purchased or donated equipment having a unit or

group value of two hundred dollars (\$200) or more and an expected life of at least one (1) year.

3. The Treasurer shall be responsible for the “cost and value records” of the assets of the NBSC. The NBSC, through its Board of Directors, may accept any grants, bequests, or other monies or items of value from any source to be expended for the purposes within the purview of Article II of these By-Laws. In most cases, these contributions will be deposited in the General Fund.

4. When special circumstances warrant, the Treasurer may segregate “donor special-contributions” in special accounts. No action shall be taken that would jeopardize the eligibility of contributions by donors under any applicable sections of the current Internal Revenue Code.

5. Checks will be signed by the Treasurer and co-signed by any other officer or Board Member designated by the Board of Directors to do so. In the absence of the Treasurer, the President shall sign necessary checks, and any other Officer or Board Member designated by the Board to do so shall co-sign them.

6. It shall be the responsibility of the Treasurer to ensure that two (2) Executive Committee signatures are obtained for all “emergency” contracts.

4 7. The Treasurer shall ensure conduct of an Annual Review of the accounts of the NBSC by an independent auditor, in accordance with generally accepted accounting practices. The selection of said auditor shall be with the approval of the Board of Directors.

F. Assistant Treasurer

1. If deemed needed, an Assistant Treasurer, a member of the Board of Directors, may be nominated by the Treasurer and approved by the Board of Directors. There may be more than one Assistant Treasurer.

2. The Assistant Treasurer serves at the direction of the Treasurer and reports directly to him/her, assisting in the routine business of the NBSC. Specific duties of the Assistant Treasurer may vary, based upon the assignments made by the Treasurer. Some of these duties are:

- a. Count monies collected by the Center.
- b. Prepare and make bank deposits as requested by the Treasurer, Operations Manager or other elected Officer of the NBSC.
- c. Assist in the maintenance of Treasury records.
- d. Maintain the confidentiality of all transactions and divulge specific data only when directed by the Treasurer or the Board of Directors.
- e. Attend financial meetings and when requested, any meeting dealing with the financial matters of the NBSC.

Article VI Vacancies

A. President – Should the President resign or be unable to continue in office for any reason, the First Vice-President shall succeed to the office of the President for the unexpired term.

B. Other Officers – Should the First Vice-President, Second Vice-President, Secretary, or Treasurer resign or be unable to continue in office, the Board of Directors shall elect one of its members to succeed to the vacated position for the unexpired term.

Article VII Board of Directors

A. The Board of Directors shall be responsible for approval for all policies and their execution.

B. The Board of Directors shall consist of a maximum of thirty (30) persons who are elected to serve by a majority vote of those on the Board at the time of their nomination.

1. The term of office of any Board Director shall be a period of three (3) years, after which time reelection to the Board will be confirmed, predicated on contributions to the Board and the NBSC as a whole.

2. Re-election of 33% of the Board membership shall be conducted by secret ballot in September of each year.

3. A favorable majority vote (51% or greater) of those present at the September Board meeting is required for retention as a member of the Board of Directors.

5 C. A Director may be impeached from the Board of Directors pursuant to Article VIII of these By-Laws.

D. General vacancies on the Board of Directors shall normally be filled by nominations from the Nominating Committee and election by the Board of Directors. All nominees to the Board of Directors shall be NBSC

members for at least six (6) months. E. The members of the Board of Directors shall be notified at least five (5) days in advance of any special meeting of the Board of Directors by the Secretary, upon the President's instruction, or upon a request from the Executive Committee, or upon the request of ten (10) or more members of the Board of Directors. For such a meeting, the notice shall indicate date, time, location, as well as specific subject necessitating the special meeting. F. A quorum for all meetings of the Board of Directors shall be a majority of the current membership of the Board of Directors. G. Unexcused absences from any three (3) regular meetings of the Board of Directors by any Board Member during any twelve- (12) month period shall be referred to the Executive Committee for recommended action. 1. Jury duty, death, sickness in the immediate family, or hospitalization are acceptable excuses that require no Board action. 2. The Board of Directors may excuse any other type of absence by majority vote. H. All members of the Board of Directors shall exercise a duty of loyalty. This includes supporting, and not opposing directly or indirectly, the policies and positions duly adopted by the Board of Directors, as well as promoting the activities and programs of the NBSC both internally to the Center and throughout the community.