

BYLAWS OF
THE LOUDOUN COUNTY SENIOR CENTER AT CASCADES
ADVISORY BOARD

ARTICLE I: **NAME**

The name of this organization is the Advisory Board to the Loudoun County Senior Center at Cascades (hereinafter referred to as “Advisory Board”).

ARTICLE II: **PURPOSE**

The purpose of this organization is to act on behalf of the Loudoun County Senior Center at Cascades (hereinafter referred to as the “Senior Center”) by providing advice, making recommendations, and assisting the Senior Center manager and staff in planning, developing, and implementing programs. The Advisory Board will act as an advocate for seniors, assist in publicizing all Senior Center activities including, but not limited to, acquiring financial and/or in-kind donations for activities and programs. All of the foregoing purposes are subject to limitations on the purposes of the Advisory Board as set forth in the Articles of Incorporation.

ARTICLE III: **BOARD MEMBERS**

Members of the Advisory Board must be Loudoun County residents. The minimum number of board members shall be 10 and the maximum number shall be 20. Board members will be selected to represent the various programs of the Senior Center and the diversity of the Center’s members. Each board member is expected to participate in activities and programs at the Senior Center and to submit updates on activities and programs to the entire Advisory Board. Each board member is also expected to be active on at least one (1) Advisory Board committee.

Board members shall be appointed for terms and in the manner set forth in the Articles of Incorporation, specifically, existing board members shall elect succeeding board members for a term of two years and they may serve no more

than two, two -year terms. Once off the board for one year, board members may be considered for reelection for another two-year term. Efforts should be made to stagger incoming board members so no more than half go off the board at one time. During any fiscal year, failure of a board member to attend three (3) board meetings or failure to participate in at least two (2) activities of any committee they are a member of, without a valid reason and advance notice, may be cause for removal from the Advisory Board.

All board members shall comply with the Conflict of Interest Policy.

ARTICLE IV: NON-VOTING MEMBERS

The Senior Center Manager, or his/her designated representative, shall participate at the Advisory Board Meetings as a non-voting member.

The duties of the Senior Center Manager shall be to prepare the monthly agenda in collaboration with the Advisory Board president, present statistics, and report on Center activities and future plans.

Any member of the Senior Center can attend Advisory Board meetings as a non-voting member.

Board Members may include representatives from senior communities, related organizations or other individuals who bring a professional level of knowledge and understanding of aging issues to the Advisory Board. Such members will be welcome to contribute their ideas and also help with committee work, but will not have voting privileges at Advisory Board and Committee meetings.

ARTICLE V: OFFICERS

The Advisory Board shall have the following officers: President, Vice-President, Treasurer and Secretary. Said officers shall be elected every two years in June. The newly elected officers will assume official duties July 1st of each year. The term of office for each officer will be one two-year term in duration. An officer may serve two, two-year consecutive terms. If needed, the Advisory Board

may extend an officer's term while the Board seeks to fill the position as soon as possible. Notwithstanding this limitation on consecutive terms of office, the initial partial term of officers elected to serve from the date of incorporation to the first regular election of officers in June of the year of incorporation ("Initial Officers"), shall not be considered a term of office for purposes of this consecutive term limit, and Initial officers shall be permitted to serve for this initial period and two (2) consecutive terms immediately thereafter.

An officer wishing to resign from office shall so notify the President, in writing, at least thirty (30) days prior to the effective date of the resignation.

Officers shall attend the meetings of the Advisory Board. Any anticipated absence(s) shall be reported to the Secretary, or to the President of the Advisory Board prior to the meeting. Failure of an officer to attend three (3) meetings per fiscal year without a valid reason and advance notice will be cause for removal from office.

Expenditures not exceeding \$200 can be approved by just three (3) of the four (4) Officers.

ARTICLE VI – DUTIES OF OFFICERS

President: The duties of the President shall be to preside at all meetings of the Advisory Board; shall direct the business affairs of the Advisory Board; and shall appoint all committees necessary to properly administer the Advisory Board.

Vice President: The Vice President shall perform the duties designated by the President. In the absence of the President, the Vice President shall perform the duties of the President, including presiding at all meetings when the President is absent.

Treasurer: The Treasurer shall keep full and accurate financial records for the Advisory Board, including but not limited to accounts of receipts and disbursements, fundraising records; shall prepare and deliver a financial report at each meeting of the Advisory Board, and provide a written copy of such report to the Secretary.

The **Treasurer** shall maintain a checking account and a savings account in the name of the Advisory Board, and shall deposit all funds of the Advisory Board into such accounts. Checks drawn on the account shall require the signature of **one** of the following three authorized officers: President, Vice-President, and Treasurer.

The **Treasurer** shall be authorized to reimburse any necessary expenditure not to exceed the amount of fifty (\$50) dollars without prior Advisory Board approval and will inform the Advisory Board of the disbursement of money at the next Advisory Board meeting. The **Treasurer** shall cause the annual IRS Form 990 or 990N to be prepared, submitted to the Advisory Board for approval, and filed with the Internal Revenue Service. As well as file quarterly tax information and payment to the State of Virginia.

Secretary: The Secretary shall prepare meeting minutes and correspondence as necessary. Shall maintain all documents of the Advisory Board including, but not limited to, the Articles of Incorporation, and these Bylaws and all amendments to these Bylaws; shall maintain the minutes of past meetings of the Advisory Board and a record of board members' attendance at such meetings; and shall prepare all correspondence on behalf of the Advisory Board.

ARTICLE VII –FISCAL YEAR

The fiscal year for the Advisory Board will be from July 1 through June 30 of each year.

ARTICLE VIII—MEETINGS

Regular Advisory Board meetings will be held on the 3rd Thursday of each month at 10:00 a.m., or as necessary. The meetings will be held at the Loudoun County Senior Center at Cascades unless otherwise arranged. Special meetings may be called as necessary by the Presiding Officer. No meetings will be held in the months of July and August.

ARTICLE IX–QUORUM AND VOTING

A quorum for the transaction of Advisory Board business shall be a simple majority, one more than half of the Advisory Board members. Actions of the Advisory Board may be taken upon the affirmative vote of a simple majority of the

board members present at any meeting at which a quorum is present. An electronic vote may be called for by the President of the Advisory Board at any time.

ARTICLE X—COMMITTEES

The president may form committees as needed, and shall appoint the chair of each committee. Standing committees are as follows: Executive Committee, Governance Committee, Fund Development Committee, and Communications Committee.

The Executive Committee shall include all Officers of the Advisory Board, the committee chairs of key committees as designated by the President, and the Manager of the Senior Center. The Executive Committee shall frame issues and propose topics for Advisory Board meetings.

The Governance Committee will determine needed membership skills for members of the Advisory Board; identify, recruit and nominate candidates for the Advisory Board, with nominations to be presented at the meeting of the Board; monitor Advisory Board operations, and make recommendations regarding amendments to these Bylaws.

The Fund Development Committee will identify and partner with businesses, community leaders, other Senior Center members, and volunteers to raise funds to support the Senior Center. The **Curio Cabinet Team**, independently run, is a part of this committee.

The Communications Committee will promote Senior Center activities in public venues, including Senior Center newsletter articles, communicate the ideas and concerns of Senior Center participants to the Advisory Board as a whole, and plan strategies to advise community members of the services and programs available at the Center. The **Sunshine Team**, a part of this committee, will provide support for Senior Center participants who are ill or managing major life changes, and will recommend and plan appropriate methods of improving the spirits of participants in need.

ARTICLE XI—DISSOLUTION

In the event of the dissolution of the Advisory Board, all assets, after expenses, will be donated to the Senior Center, subject to the limitations relating to the corporation's tax exempt status set forth in Article VIII of the Articles of Incorporation.

ARTICLE XII—PARLIAMENTARY AUTHORITY

The Advisory Board will abide by, and conduct meetings according to, Robert's Rules of Order.

ARTICLE XIII AMENDMENT OF BYLAWS

The Bylaws of the Advisory Board may be amended by a simple majority of the board members, one more than half of the Advisory Board members. The amendment of Bylaws may be conducted at any regularly scheduled meeting, providing that notice of such amendment has been given at the previous regularly scheduled meeting.

ARTICLE XIV—ADOPTION

These Bylaws were adopted by a vote of two-thirds (2/3) of the present members of the Advisory Board.

Date of adoption: April 25, 2013

Amended December 4, 2014

Article X Amended October 22, 2015

Article IV Amended February 18, 2016

Article IX Amended April 19, 2016

Articles III, V, IX, X, XII Amended February 16, 2017

Articles Amended June 2, 2018