

Bylaws

Friends of the Newbury Council on Aging, Inc.

ARTICLE I: Name

The name of this nonprofit corporation shall be Friends of the Newbury Council on Aging, Inc.

ARTICLE II: Purpose

The Friends of the Newbury Council on Aging shall provide funds and support for programs and services whose primary activities are by and for the senior population of the town of Newbury, in accordance with the goals and policies of the Council on Aging Board.

ARTICLE III: Membership

Membership in this corporation shall be open to all, by application only, in such form and pursuant to such procedures as the Board of Directors shall from time to time determine.

ARTICLE IV: Meetings of Members

- A. The Annual Meeting of the members of the corporation shall be held at the June Board meeting or on such other date and at the place and hour fixed by the directors and stated in the written notice of the meeting. The purpose of the annual meeting shall be the election of the Directors, and such purposes as shall be determined as provided by law or in these bylaws.
- B. Special Meetings of the members may be called upon request of fifteen listed members or by the President or by vote of the Board of Directors. Notice of Special Meetings duly called shall be given by the Secretary, with reasonable advance notice, and specify the date, time, place and all lawful purposes in the notice of such meeting.
- C. Notice of meetings of the members may be given by any or several of the following means: hand delivery, U.S. Mail, by telephone, or by publication in the newsletter of the Newbury Council on Aging to the list of members maintained by the Secretary.

ARTICLE V: Board of Directors

- A. At the first meeting of members following the adoption of these bylaws, the number of Directors shall be fixed at not less than five and no more than eleven, and the members shall elect the number so fixed. The Director of the Newbury Council on Aging and Chair of the Board of Directors of the Newbury Council on Aging shall be ex-officio members of this Board of Directors. Succeeding boards shall be filled as provided in this article.

- B. The business of the corporation shall be managed by a Board of Directors which shall have and may exercise all powers of the corporation except as otherwise provided by the Articles of Organization or these bylaws. The event of a vacancy on the board of directors, the remaining directors, except as otherwise provided by law, may exercise the powers of the full board until the vacancy is filled.
- C. Except as otherwise provided by law or in these bylaws, directors shall be elected for a two year term on a staggered basis. The directors shall be divided into two classes: Class A and Class B. Such classes shall be nearly equal in number as possible and elected in alternating years. Directors may be re-elected for successive terms without limit. Directors shall hold office until their successors are chosen and qualified, or their earlier death, resignation or removal. Any director may resign by delivering a written resignation to the president or secretary. Such resignation shall be effective upon receipt unless specified to be affected at some other time. Individuals nominated to fill vacancies may be appointed to the Board at any regular meeting or Special Meeting of the directors held for that purpose.
- D. The term of any director elected to fill a vacancy shall be for the class and unexpired term of the vacancy being filled. With or without assigning cause, the Board of Directors may by two-thirds vote of the directors present remove from office any director or any officer, which vacancy shall be filled as provided.
- E. Regular meetings of the directors may be held at such times and places as the Board may determine. Notice shall be given to each director personally, or by e-mail, telephone or facsimile sent to his or her business or home address at least 24 hours prior to the meeting or by mail at least 48 hours prior. Special Meetings of the directors may be held at any time and any place designated when called by the President or by the clerk or by two or more directors with reasonable notice given. A majority of the directors then in office shall constitute a quorum at any meeting of the Board of Directors. Less than a quorum may adjourn any meeting from time to time without further notice. At any meeting of the Board of Directors at which a quorum is present, action may be taken by vote of a majority of those directors present.
- F. Any action required to be taken at any meeting of the directors may be taken without a meeting if 2/3 of the directors consent in writing or by giving telephone consent. Telephone consents are to be transcribed and signed by the consenting director within 60 days of the action made by telephone consent.
- G. The Board of Directors may create such committees and rules for their governance as necessary, appoint from the members persons to any such committees and may delegate thereto some or all of its powers. Standing committees shall be the Nominating Committee, Bylaws Committee, and Fundraising Committee.

ARTICLE VI: Officers

- A. The officers of the corporation shall be a President, Vice President, Secretary/Clerk and Treasurer. All officers shall be elected by the Board of Directors. The officers shall be elected annually by the directors at or promptly following the annual meeting of members of the corporation. Not more than two offices may be held by the same person. All officers shall serve a 2 year term and may be reelected.

- B. The President shall preside at all meetings of the directors. It shall be his/her duty and she/he shall have the power to see that all orders and resolutions of the directors are carried into effect. In the absence or disability of the president, those duties and powers shall be carried out by the Vice President.
- C. The Secretary of the corporation shall also serve as the Clerk, as required under the law of the Commonwealth of Massachusetts and shall record or cause to be recorded and maintain all proceedings and votes of the directors at the meetings.
- D. The Treasurer shall keep or cause to be kept accurate accounts of receipts and disbursements and shall deposit or cause to be deposited all moneys and other valuable effects in the name and to the credit of the corporation. The treasurer shall disburse or cause to be disbursed all checks on the funds of the corporation as ordered by the directors, except as herein after provided.

ARTICLE VII: Inspection of Records

Books, accounts, documents and legal records of the corporation shall be open to inspection by any director, at all times, during the usual hours of business. The original or attested copies of the Articles of Incorporation, Bylaws and records of all meetings of the directors shall be kept by the Secretary, in the Commonwealth of Massachusetts, in a secure location agreed upon by the Directors.

ARTICLE VIII: Fiscal year

The fiscal year of the corporation shall be from the first day of July through the last day of June in each year.

ARTICLE IX: Miscellaneous

- A. Execution of Instruments: Unless otherwise determined by the board of directors, all deeds, leases, contracts, assignments, instruments of transfer, proxies and other instruments, acceptances, promissory notes, bills of exchange, and bank checks and other orders for payment of money shall be signed by the treasurer and president if requiring payment of \$1000 or more. It shall be financial policy of this organization that any single expenditure greater than \$500 be approved by a majority of the directors, which approval may be oral or in writing and ratified at the next meeting of the Board of Directors.
- B. Evidence of Authority: A certificate by the Secretary/Clerk as to any matter relative to the articles of organization, bylaws, records of the proceedings of the directors, or any committee thereof, or as to any action taken by any person or persons as an officer or agent of the corporation shall, as to all persons who rely in good faith, be conclusive evidence of the matter so certified.
- C. Amendments: These Bylaws may be amended or repealed in whole or in part by the vote of 2/3 of the directors then in office, provided that written notice of the proposed amendment

is stated in the notice of the meeting, and except with respect to any provision thereof which by law the articles of organization or these bylaws requires action by the members.

- D. Parliamentary Procedures Guide: *Robert's Rules of Order* Shall be used as a guide for all matters of procedure not specifically covered by these bylaws, or special rules or procedures adopted by the directors of the corporation.
- E. Dissolution: in the event of the termination, dissolution, or winding up of this corporation in any manner or for any reason whatsoever, its remaining assets, if any, shall be distributed in accordance with the provisions set forth in the Articles of the Organization.

END

Amended 11/8/2008, 11/20/2024.