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**THE BY-LAWS OF  
THE NATIONAL SENIOR CORPS ASSOCIATION**

**ARTICLE I**

The name of this organization shall be the National Senior Corps Association, from here on in referred to as Association.

**ARTICLE II**

**Purpose and Goals**

Section 1: This Association shall provide an opportunity for advocacy, communication, and education for and by Directors and/or staff of Senior Corps Programs. There must be a majority of the Board of Directors supporting an issue in order for the Association to take an official position. This will be accomplished through national forums or other means deemed appropriate by the Board of Trustees and/or Senior Corps project staff requests.

Section 2: The goals of this Association may include any subject in the general interest of our Senior Corps Programs, its volunteers, and recipients.

Section 3: The Association shall be a vehicle for communication between the Senior Corps Directors and staff, organizations and agencies serving them and also the State, Area and National Offices of the Corporation for National and Community Service (CNCS).

Section 5: This Association shall not be conducted or operated for profit in accordance with Internal Revenue Code Section 501(c)(3).

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2 | **ARTICLE III**  
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4 | **Membership**  
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6 | Section 1: Types of Membership

7 | **Section 1A.** Professional membership shall be open to all Directors  
8 | and project staff of the Senior Corps Programs and other professionals  
9 | in the field of and/or with an interest in aging populations.

10 | Professional members have one vote. Only active Senior Corps  
11 | project directors may hold Board positions with the exception of up to  
12 | three (3) At-Large professional members in those appointed positions.  
13 | In the event of a member's resignation, termination or death,  
14 | membership shall automatically be transferred to the incoming  
15 | member's replacement for the remainder of the membership year.

16 |  
17 | **Section 1B:** Associate membership shall be open to Senior Corps  
18 | staff, any other interested persons/groups, (i.e. sponsor staff, advisory  
19 | council members, etc.). Associate members shall receive all pertinent  
20 | communications but shall not have voting privileges or be eligible to  
21 | hold office.

22 |  
23 | **Section 1C:** Organizational/Business Membership shall be open to all  
24 | organizations and businesses, which wish to promote and support the  
25 | purposes of the Association. They shall receive all communications  
26 | pertinent to members, but shall not have voting privileges or be  
27 | eligible to hold office.

28 |  
29 | **Section 1D:** Volunteer Membership shall be open to all Senior Corps  
30 | volunteers who promote and support the goals and purposes of the  
31 | Association. They shall receive all communications pertinent to  
32 | members, but shall not have voting privileges or be eligible to hold  
33 | office.

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35 |  
36 | Section 2: Membership Year

37 |  
38 | The 12-month membership period shall be July 1 – June 30 of each  
39 | calendar year.  
40 |  
41 |

1 Section 3: Dues

2  
3 Dues shall be paid annually for all membership classes, the amount to  
4 be determined by the Board of Directors in accordance with the expenses of the  
5 Association.

6  
7 **Section 3A:** Dues shall be payable by July 1<sup>st</sup> after a minimum of 45  
8 days notice from the Association Board of Directors.

9  
10 **Section 3B:** Annual membership dues for professional and associate  
11 members shall be set by the Association's Board of Directors.

12  
13 **ARTICLE IV**

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15 **Board of Directors**

16  
17 Section 1: The Board of Directors shall consist of President, Vice-President,  
18 Secretary, Treasurer and immediate past President, plus cluster  
19 representative from SCP, FGP and RSVP **representing** each cluster  
20 and up to three members at large for a maximum capacity of 23. All  
21 board members must be paid professional members of the  
22 Association. **All board members except members at large must be**  
23 **active Senior Corps project directors.** Board members are expected to  
24 attend all board meetings, both face to face and conference call. Two  
25 consecutive unexcused absences will result in replacement by the  
26 board.

27  
28 Section 2: The Board of Directors officers shall be selected by the nominating  
29 committee and elected by a vote of the professional membership **with**  
30 **the exception of At-Large members who will be appointed by the**  
31 **President after a majority vote of the elected Board.** In addition to the  
32 slate of selected national board members presented by the nominating  
33 committee, a one-month period, from the date of notification of the  
34 slate to the membership, shall be open for additional nominations  
35 from the professional membership.

36  
37 Section 2A: No member shall hold more than one (1) office at a time.

38  
39 Section 3: Each Cluster Program Representative shall be elected by the  
40 professional membership in that Cluster. Elections shall be held at  
41 Cluster, Regional, or National meetings, or by mail/e-mail/fax if said

1 meetings are not conducted.

2  
3 Section 4: Terms of officers and cluster representatives shall be for a 2-year  
4 period beginning July 1. Each Cluster shall elect one representative  
5 each year for a three year term, to facilitate continuity and alternating  
6 terms of the Board. Elections for cluster representatives shall be  
7 conducted in June of each calendar year.

8  
9 Section 4A: The President and Secretary shall be elected in even  
10 numbered years, and the Vice-President and Treasurer shall be elected  
11 in odd numbered years.

12  
13 Section 5: Officers of the Board of Directors shall not be reelected to the same  
14 office for more than two consecutive terms. No board member may  
15 serve more than three (3) terms in any capacity.

16 |  
17 Section 6: The President will be responsible to fill any vacancies of the Board of  
18 Directors and shall appoint an individual, who is a current  
19 professional member, to complete the remainder of the term, within  
20 30 days of the vacancy. The President will be responsible for  
21 maintaining the correct program configuration, as per these by-laws

## 22 ARTICLE V

### 23 Elections

24  
25  
26  
27 Section 1: The nominating committee, chaired by a board member will convene  
28 in March either in person, conference call, video conference or e-mail.

29  
30 Section 2: The nominating committee shall consist of the Immediate Past  
31 President and three additional professional members appointed by the  
32 President.

33 Section 3: Sequentially numbered ballots will be distributed to all paid  
34 Professional members through USPS, e-mail or other acceptable  
35 means of survey no later than April 15, with a return date of May 15.  
36

37  
38 Section 4: Ballots received after the cut-off date will be invalid.

39  
40 Section 5: Ballots will be tabulated by two (2) designated members of the  
41 Nominating Committee. Ballots will be validated by an authorized  
42 outside party i.e. notary public.

1  
2 Section 6: Elections will be decided upon a simple majority of ballots returned.  
3

4 |  
5 **ARTICLE V**

6  
7 **Duties of the Officers and Board of Directors**

8  
9 Section 1: The President shall preside at all meetings of the membership and  
10 Board of Directors. The President shall have duties and powers  
11 normally pertinent to the Office of President. The President shall  
12 serve as the official spokesperson for the Association.  
13

14 Section 2: The Vice-President shall assume duties of the President whenever  
15 necessary and shall assist the President as delegated. The Vice-  
16 President will have the responsibility to oversee the work of  
17 committees. The Vice President shall coordinate and direct duties as  
18 assigned by the President.  
19

20 Section 3: The Secretary shall be responsible for recording minutes of all  
21 membership and Board of Directors meetings, for the reading of these  
22 minutes of meetings, for recording the Association correspondence,  
23 for maintaining all historical records, and fulfilling other duties as  
24 assigned by the President.  
25

26 Section 4: The Treasurer shall be entrusted with the custody of the funds, be  
27 responsible for the deposit and disbursement of funds at the request of  
28 the President and the Secretary, for maintaining a record of all receipts  
29 and disbursements according to accounting principles. The treasurer  
30 shall prepare an annual financial report at the end of each calendar  
31 year, and provide reports as needed to conduct board business.  
32

33 Section 5: The immediate past president shall serve on the Nominating  
34 committee.  
35

36 Section 6: The Cluster Representatives shall represent the views of the  
37 professional membership of their respective projects at Board of  
38 Directors meetings. They shall be responsible for dissemination of  
39 information and polling of project membership views to present to the  
40 Board of Directors.  
41

1 Section 7: In the event that Board members, or officers, fail to fulfill the above  
2 duties, an expulsion from the Board by a motion from an Executive  
3 member and a two-thirds majority vote of the Board may result.  
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## 5 **ARTICLE VI**

### 6 **Meetings**

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9 Section 1: The Board of Directors shall meet at least once a year.

10  
11 Section 2: The officers may attend additional meetings when it will be beneficial  
12 to represent membership of this Association.

13  
14 Section 3: The meetings of the Board of Directors shall be open to all paid  
15 members. Members attending the board meeting shall have the  
16 opportunity to make public comment when designated by the  
17 President.  
18

19 Section 4: Meeting announcements will be made to all members at least 60 days  
20 prior to the scheduled meeting. Announcements may be made through  
21 any or all of the following approaches:

- 22 • United States Postal Service
  - 23 • E-mail
  - 24 • Fax
  - 25 • Posting on website
- 26

27 Section 5: The membership may meet at such times to coincide with CNCS  
28 sponsored meetings and conferences.

29  
30 Section 6: Board members who are unable to attend scheduled meetings may  
31 give their proxy vote to another board member, in writing, no later  
32 than three (3) business days prior to the start of the meeting. The  
33 President and Secretary must also be notified, in writing, which board  
34 member is holding said proxy.  
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## ARTICLE VII

### Committees

Section 1: Standing Committees shall consist of: Executive, Legislative, Finance, Membership, Nominations, Resource Development, RSVP, FGP and SCP.

Section 1A: The Executive Committee shall consist of the President, Vice President, Treasurer, Secretary, Immediate Past President, SCP Liaison, FGP Liaison and RSVP Liaison. The purpose of the Executive Committee shall be:

- a. To coordinate efforts of the Board and Committees;
- b. To inform the Board of any proposed changes in policy between Board and/or Annual meetings;
- c. Conduct business of the Association between board meetings.

Section 1B: The Legislative Committee shall consist of the President, Vice President, Immediate Past President, and at least one RSVP, FGP and SCP Representative. The purpose of the Legislative Committee shall be:

- a. Receive and disperse legislative information pertinent to Senior Corps Programs.
- b. Develop and maintain working relationships with Congressional Committees that review and approve funding for all Senior Corps programs
- c. Develop and maintain relationships with CNCS
- d. Appoint liaison to maintain regular contact with Washington Representative, and report back to the Board and members as appropriate.

Section 1C: The Finance Committee shall consist of the Treasurer and three (3) members at large appointed by the President. The purpose of the Finance Committee shall be:

- a. To present a written financial report to the Board for action and approval at Board meetings;
- b. To prepare and submit a draft budget for approval at least 30 days prior to the annual meeting;
- c. To assist, when needed, in fundraising strategies for the Association;
- d. To ensure that fiscal matters are responsibly maintained and

- 1 oversee the Treasurer;  
2 e. To ensure that an audit is conducted annually according to  
3 current IRS 501(c)3 policies.  
4

5 Section 1D: The Resource Development Committee shall consist of  
6 the Vice-President, at least one RSVP, FGP and SCP Representative,  
7 and one other board member. The purpose of the Resource  
8 Development Committee shall be:

- 9 a. To actively pursue and prepare grant proposals to benefit  
10 Association members  
11 b. To actively pursue other financial support for the Association  
12 as deemed appropriate for Association business  
13

14 Section 1E: Nominating Committee: The nominating committee shall  
15 be chaired by a board member and consist of the Immediate Past  
16 President plus three (3) professional members chosen by the  
17 President. The purpose of the nominating committee shall be

- 18 a. To put forth a slate of officers for election as per these by-  
19 laws  
20 b. To present said slate of officers to the Board of Directors of  
21 the Association  
22 c. To certify a true and accurate accounting of ballots cast  
23 d. To notify winners of the election process as per the time-line  
24 in the Association procedures manual  
25

26 Section 1F: Membership Committee shall consist of the liaison for  
27 each Senior Corps program, 1 at large member and the following  
28 compliment from the general membership: up to 3 representatives  
29 from SCP, FGP and RSVP. The purpose of the membership  
30 committee shall be:

- 31 a. To promote the Association to all Senior Corps project  
32 directors  
33 b. To conduct surveys regarding membership needs from the  
34 Association  
35 c. To design marketing strategies for membership campaigns  
36 for board acceptance and implementation  
37 d. To arrange a membership directory and distribute to all paid  
38 members of the Association  
39 e. To encourage membership in the Association of sponsor  
40 agencies, vendors and other such interested parties  
41

1 Section 1G: RSVP Committee shall consist of the five (5) RSVP  
2 Association Board members, 1 At Large Board member and the  
3 following compliment from the general membership: 1 FGP and 1  
4 SCP Director. The Chairperson of the RSVP Committee shall be the  
5 liaison representing RSVP to the Executive Committee. The purpose  
6 of the RSVP committee shall be:

- 7 a. To review and prioritize RSVP goals annually
- 8 b. To define issues of importance for the RSVP program and  
9 report findings to the Association Board for consideration and  
10 action, when appropriate
- 11 c. To maintain ongoing communication with RSVP projects  
12 nationwide
- 13 d. To conduct surveys, collect data, offer training workshops,  
14 assist in marketing endeavors, encourage membership in the  
15 Association
- 16 e. Assist the Legislative and Resource development as  
17 appropriate
- 18 f. Other activities as directed by the President, Board and/or  
19 needs of Association members

20  
21 Section 1H: SCP (Senior Companion Program) Committee shall  
22 consist of the five (5) SCP Association Board members, 1 At Large  
23 Board member and the following compliment from the general  
24 membership: 1 RSVP and 1 FGP Director. The Chairperson of the  
25 SCP Committee shall be the liaison representing SCP to the Executive  
26 Committee . The purpose of the SCP committee shall be:

- 27 a. To review and prioritize SCP goals annually
- 28 b. To define issues of importance for the SCP program and  
29 report findings to the Association Board for consideration and  
30 action, when appropriate
- 31 c. To maintain ongoing communication with SCP projects  
32 nationwide
- 33 d. To conduct surveys, collect data, offer training workshops,  
34 assist in marketing endeavors, encourage membership in the  
35 Association
- 36 e. Assist the Legislative and Resource Development  
37 committees as appropriate
- 38 f. Other activities as directed by the President, Board and/or  
39 needs of Association members

40  
41 Section 1I: The FGP (Foster Grandparent Program) Committee shall

1 consist of the five (5) FGP Board Members, 1 At Large Board  
2 member and the following compliment from the general membership:  
3 1 RSVP, and 1 SCP Director. The Chairperson of the FGP Committee  
4 shall be the liaison representing FGP to the Executive Committee. The  
5 purpose of the FGP committee shall be:

- 6 a. To review and prioritize FGP goals annually
- 7 b. To define issues of importance for the FGP program and  
8 report findings to the Association Board for consideration and  
9 action, when appropriate
- 10 c. To maintain ongoing communication with FGP projects  
11 nationwide
- 12 d. To conduct surveys, collect data, offer training workshops,  
13 assist in marketing endeavors, encourage membership in the  
14 Association
- 15 e. Assist the Legislative and Resource development committees  
16 as appropriate
- 17 f. Other activities as directed by the President, Board and/or  
18 needs of Association members

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20  
21 Section 2: All other committees shall consist of those members who volunteer or  
22 are assigned by the President.

23  
24 Section 3: Ad Hoc Committees shall be appointed by the President to accomplish  
25 specific tasks within a designated time frame.

## 26 27 ARTICLE VIII

### 28 29 Property, Funds and Accounts

30  
31 Section 1: The Board of Directors shall accept grants or gifts of money,  
32 securities, or other real, tangible or intangible property on behalf of  
33 the Association on such terms as approved by the Board of Directors  
34 for the purposes of pursuing the goals of the Association. The Finance  
35 Committee shall invest in secured accounts and or disburse funds as  
36 directed by the Board.

37 Section 2: All checks, drafts, requests for money and notes of the Association, all  
38 accounts established for the Association, and all written contracts for  
39 the Association will be authorized in writing by the President and be  
40 signed by the Treasurer

41 Section 3: Association expenditures up to and including \$3000.00 must be

- 1 approved by the Executive Committee  
2 | Section 4: Association expenditures exceeding \$5000.00 must have prior Board  
3 approval before disbursement  
4 Section 5: There shall be no financial commitment suggested or promised to any  
5 individual, program, agency or organization on the part of the  
6 Association without prior approval of the Board.  
7

## 8 **ARTICLE IX**

### 9 **Records and Reports**

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11  
12 Section 1: The Association shall maintain adequate and correct records, accounts  
13 and reports of business conducted as well as properties in both  
14 electronic and hard copy.  
15 Section 1A: Financial records will be kept with the current Treasurer  
16 Section 1B: Association meeting records, reports and by-laws will be  
17 kept with the current Secretary  
18 Section 1C: Nomination and Election records will be kept with the  
19 current Immediate Past President  
20 Section 2: Newly elected officers shall receive both electronic and hard copies of  
21 all materials no later than 60 days of election result announcement to  
22 the membership  
23 Section 3: The current President shall keep electronic and/or hard copies of ALL  
24 Association records as a back-up  
25 Section 4: The original or copy of these by-laws and the Articles of  
26 Incorporation, as amended from time to time, certified by the Board of  
27 Directors, shall be open to inspection by any paid member at all  
28 reasonable times upon written request.  
29 Section 5: Records will be kept on file as per current IRS 501(c)3 regulations.  
30

## 31 **ARTICLE X**

### 32 **Miscellaneous**

- 33  
34  
35 Section 1: Use of the Association seal, letterhead or logo shall be for the express  
36 purpose of conducting Association business  
37 Section 2: Association letterhead, seal or logo shall NOT be used for political  
38 endorsement, candidate endorsement, or unilateral contact of  
39 agencies/corporations/organizations without specific consent of the  
40 Board.  
41 Section 3: Board members shall not receive any compensation above and beyond

1 agreed upon reimbursements from the Association treasury for duties  
2 performed on behalf of the Association

3  
4 **ARTICLE XI**

5  
6 **Dissolution**

7  
8 In the event of dissolution, any remaining assets will be distributed, according to  
9 current IRS 501(c)3 regulations. Any assets not so disposed of shall become the  
10 property of the Court of Common Pleas of the county in which the current  
11 Treasurer resides. Disbursement of assets shall be conducted under the direction of  
12 the Court, with the understanding that recipients shall have a similar purpose to  
13 that of the Association.

14  
15 **ARTICLE XII**

16  
17 **By-Laws**

18  
19 Section 1: These By-Laws may be amended by two-thirds of professional  
20 members voting with a simple majority of the 2/3 in the affirmative.

21  
22 The By-Laws shall become effective upon their acceptance by a  
23 majority of professional members and upon receipt by the Secretary of  
24 a duly signed notice of acceptance.

25  
26  
27  
28 Section 2: These by-laws will be reviewed every three (3) years, or as directed  
29 by the members and/or Board of Directors.

30  
31 **ARTICLE XIII**

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33 **Interim Board of Directors**

34  
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36 Section 1: An interim slate of officers and Board Members shall be appointed by  
37 the Transition Team to hold office and exercise the privileges and powers  
38 designated to them by these by-laws until such time as the Association is

39 incorporated as per Nevada State law.

**Deleted:** designated by the Internal Revenue Service (IRS) as a not-for-profit organization

40  
41 Section 2: At such time that the designation incorporation status is obtained , new

**Deleted:** of 501(c)3

1 officers and board members shall be elected as per these by-laws.