

BY-LAWS OF THE NATIONAL SENIOR CORPS ASSOCIATION

These Bylaws were reviewed and approved by the membership on January 8, 2010, and supersede previous Bylaws.

ARTICLE I - NAME

1. NAME

The name of this organization shall be the National Senior Corps Association, herein referred to as the Association.

ARTICLE II - PURPOSE AND GOALS

1. PURPOSE AND GOALS

The Association shall provide an opportunity for advocacy, communication, and education for and by Directors and/or staff of Senior Corps Programs.

2. VOTING

A majority of the Board of Directors must support an issue in order for the Association to take an official position. This will be accomplished through national forums, surveys, or other means deemed appropriate by the Board of Directors.

3. GOALS

The goals of the Association may include issues of interest to Senior Corps programs, sponsor agencies, volunteers, and service recipients.

4. COMMUNICATION

The Association shall be a vehicle for communication between Association members, staff, organizations, sponsors, other interested parties, and The Corporation for National and Community Service (CNCS).

5. ASSOCIATION OPERATIONS

The Association shall operate in Accordance with Internal Revenue Code Section 501(c)(3).

ARTICLE III - MEMBERSHIP

1. MEMBERSHIP CATEGORIES

- a. Professional Membership shall be open to SENIOR CORPS Directors, staff, and other professionals with an interest in the purpose and goals of the Association. Each professional member shall have one vote.
- b. Associate Membership shall be open to Senior Corps Directors, staff, and other interested persons who support the goals of NSCA. Associate members shall receive all pertinent communications but shall not have voting privileges or be eligible to hold office.
- c. Organizational/Business Membership shall be open to all organizations and businesses that promote and support the purposes of the Association. Organizational/Business Membership shall receive all communications pertinent to members, but shall not have voting privileges or be eligible to hold office.
- d. Volunteer Membership shall be open to all Senior Corps volunteers who promote and support the goals and purposes of the Association. Volunteer Membership shall receive all communications pertinent to members, but shall not have voting privileges or be eligible to hold office.

2. MEMBERSHIP YEAR

The annual membership year shall be July 1 – June 30.

3. DUES

NSCA Dues shall be paid annually. Annual NSCA Dues are payable by July 1st. Annual dues for all membership categories will be determined each year by the Board of Directors in accordance with the financial needs and expenses of the Association.

4. RESIGNATION

In the event of a member's resignation, termination or death, membership shall automatically be transferred to the incoming member's replacement for the remainder of the membership year.

ARTICLE IV - BOARD OF DIRECTORS

1. COMPOSITION

The Board shall be comprised of a maximum of *30 members*. Board members must be paid professional members of the Association. The Board of Directors, at a minimum, shall consist of President, Vice-President, Secretary, Treasurer and Immediate Past President, 3 members representing each cluster; one each from SCP, FGP and RSVP, and up to three At Large members. All board members except the three at large members must be Senior Corps Project Directors.

2. ATTENDANCE

Attendance at board meetings is mandatory both in person, electronic, and/or via conference call. Two unexcused absences may result in removal from the board.

3. NOMINATIONS

Candidates for The Board of Directors shall be proposed by the nominating committee and elected by a vote of the professional membership. For a one month period following the call for nominations, the professional membership may propose additional candidates. At-Large members shall be appointed by the President and approved by a simple majority of the elected Board.

4. LIMITATIONS

No member shall hold more than one (1) office at a time.

5. TERMS OF OFFICE

Board Members will be elected by the Professional Membership and serve a two year term. Officers of the Board of Directors shall not be reelected to the same office for more than two consecutive terms. No board member may serve more than three (3) consecutive terms in any capacity. In the event that new candidates are not available for an expiring Board member term, the current board member may continue until a new Board member can be appointed or elected. After a 1 year hiatus, former board members shall be eligible to return to serve on the Board.

6. VACANCIES

The President will be responsible to fill any vacancies of the Board of Directors and shall appoint an individual, who is a current professional member, to complete the remainder of the term. Filling an unexpired term will not count towards a member's term limit. The President will be responsible for maintaining the correct board configuration, as per these by-laws.

ARTICLE V - ELECTIONS

1. CALL FOR NOMINATIONS

The nominating committee will issue a call for nominations no later than November 15.

2. ELECTIONS

Elections for Board members shall be conducted in January of each calendar year. Professional members in each Cluster shall elect NSCA representatives for their cluster. In odd number years, paid members of the Pacific, Atlantic and North Central clusters will elect representatives,. In even numbered years, paid members of the Southern and South West clusters will elect representatives. Elected board members take office July 1 following their election. The professional membership will elect the President and Secretary in odd numbered years and the Vice-President and Treasurer in even-numbered years.

3. COMPOSITION

The composition of the nominating committee shall consist of the Immediate Past President, three additional board members appointed by the President, and one professional member from the general membership.

4. BALLOTS

Ballots will be distributed to all paid Professional members no later than January 10th.

Ballots must be returned within 30 days. Ballots received after February 10th will be invalid. Distribution of ballots will be electronic and overseen by the nominating committee. In the event a member does not have electronic access, and the committee is notified, a paper ballot will be provided.

5. RESULTS

Results of balloting and election validation will be the responsibility of the Nominating Committee Chairman. A simple majority of ballots returned will determine the winners.

ARTICLE VI - DUTIES OF OFFICERS AND BOARD OF DIRECTORS

1. PRESIDENT

The President shall preside at all meetings of the membership and Board of Directors. The President shall have duties and powers normally pertinent to the Office of President. The President shall serve as the official spokesperson for the Association.

2. VICE-PRESIDENT

The Vice-President shall assume duties of the President whenever necessary and shall assist the President as delegated. The Vice-President will have the responsibility of overseeing the work of committees. The Vice-President serves as Chair of the Legislative Committee.

3. SECRETARY

The Secretary shall be responsible for recording and disseminating the minutes of all membership and Board of Directors meetings, for the reading of these minutes of meetings, for recording the Association correspondence, for maintaining historical records, and fulfilling other duties as assigned by the President.

4. TREASURER

The Treasurer shall be entrusted with the custody of the funds. The Treasurer is responsible for the deposit and disbursement of funds at the request of the President and the Executive Committee, for maintaining a record of all receipts and disbursements according to accounting principles. The Treasurer shall prepare a proposed budget for each upcoming fiscal year and present it to the full board as well as an annual financial report at the end of each calendar year. The Treasurer shall also provide reports as needed to conduct board business, and prepare and submit any forms necessary to maintain tax exempt status and comply with all state and federal rules and regulations to ensure NSCA is in compliance with said rules and regulations.

5. IMMEDIATE PAST PRESIDENT

The Immediate Past President shall chair the Nominating Committee. The Immediate Past President will assist the President as requested by the President.

6. PROGRAM CHAIRS

The chairs of the FGP, SCP AND RSVP Committees shall represent the views of the professional membership of their respective programs on the Executive Committee and at Board of Directors meetings. They shall be responsible for the collection and dissemination of information from their program membership, and communicate same to the Board of Directors.

7. FAILURE TO FULFILL DUTIES

In the event that a Board member, or officer, fails to fulfill the above duties, termination from the Board by a motion from an Executive Committee member and a two-thirds majority vote of the Board may result.

ARTICLE VII - MEETINGS

1. BOARD MEETINGS

The Board of Directors shall meet in person at least once a year. The full Board and Executive Committee will meet at least six (6) times per year. Sub-committees will meet as needed, to be determined by the needs of the organization. Officers may attend additional meetings when it is deemed to be beneficial to the Association. In person meetings of the Board of Directors shall be open to all paid members. Members attending the board meeting shall have the opportunity to make public comment when designated by the President. Board meetings may be held to coincide with CNCS sponsored meetings or conferences.

2. MEETING ANNOUNCEMENTS

Announcements of in person meetings will be made to all members at least 30 days prior to a scheduled meeting. Announcements may be made through any or all of the following:

- United States Postal Service, E-mail, Fax, or website post.

3. PROXY

Board members who are unable to attend scheduled meetings may give their proxy vote to another board member, in writing, no later than three (3) business days prior to the start of the meeting. The President and Secretary must also be notified, in writing, as to which board member is holding said proxy.

ARTICLE VIII - COMMITTEES

1. STANDING COMMITTEES

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

2. EXECUTIVE COMMITTEE

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

- To coordinate efforts of the Board and Committees;
- To inform the Board of any proposed changes in policy between Board and/or annual meetings;
- To conduct business of the Association between board meetings.
- To authorize spending from the Association funds.

3. LEGISLATIVE COMMITTEE

The Legislative Committee shall, at minimum, 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:

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

4. FINANCE COMMITTEE

The Finance Committee shall, at minimum, consist of the Treasurer and three (3) professional members appointed by the President. The purpose of the Finance Committee shall be:

- To present a written financial report to the Board for action and approval at Board meetings;
- To prepare and submit a draft budget to the board for approval at least 30 days prior to the annual meeting;
- To assist, when needed, in fundraising strategies for the Association;
- To ensure that fiscal matters are responsibly maintained and oversee the Treasurer;
- To ensure that an audit is conducted annually according to current IRS 501(c)3 policies.
- To investigate issues arising from alleged policy and procedure irregularities and report same to the Executive Committee.

5. RESOURCE DEVELOPMENT COMMITTEE

The Resource Development Committee shall, at minimum, consist of an Executive Committee member, at least one RSVP, FGP and SCP Representative, and one other board member. The purpose of the Resource Development Committee shall be:

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

6. NOMINATING COMMITTEE

The Nominating Committee shall be chaired by the Immediate Past President and, at minimum, consist of three (3) Board members, and one professional member of the Association. The purpose of the nominating committee shall be:

- a. To put forth a slate of officers for election as per these by laws. To present said slate of officers to the Board of Directors of the Association.
- b. To certify a true and accurate accounting of ballots cast.
- c. To notify winners of the election process as per the time-line in the Association procedures manual
- d. To fill vacancies that may arise between elections: identify candidates, recommend to the Board for approval, and ensure that the required configurations of geographic and programmatic configurations are adhered to.

7. MEMBERSHIP COMMITTEE

The Membership Committee shall consist, at minimum, of the chairs of each Senior Corps Program Committees, 1 at large member, and the following compliment from the general membership: up to 3 representatives from SCP, FGP and RSVP. The purpose of the membership committee shall be:

- a. To promote the Association to all Senior Corps project directors.
- b. To conduct surveys regarding membership needs from the Association.
- c. To design marketing strategies for membership campaigns for board acceptance and implementation.
- d. To arrange a membership directory and distribute to all paid members of the Association.
- e. To develop strategies that encourage membership in the Association of sponsor agencies, vendors and other individuals or groups who are deemed beneficial to the Association.

8. RSVP COMMITTEE

The RSVP Committee shall, at minimum, consist of the five (5) RSVP Association Board members; The Chairperson of the RSVP Committee shall represent RSVP on the Executive and Membership Committees. The purpose of the RSVP committee shall be:

- a. To review and prioritize RSVP goals annually
- b. To define issues of importance for the RSVP program and report findings to the Association Board for consideration and action.
- c. To maintain ongoing communication with RSVP projects nationwide
- d. To conduct surveys, collect data, offer training workshops, assist in marketing endeavors, and encourage membership in the Association
- e. To assist the Legislative and Resource development committees as appropriate.
- f. Other activities as directed by the President, Board and/or needs of Association members.

9. SENIOR COMPANION PROGRAM (SCP) COMMITTEE

The Senior Companion Program Committee shall, at minimum, consist of the five (5) SCP Association Board members; The Chairperson of the SCP Committee shall represent SCP on the Executive and Membership Committees. The purpose of the SCP committee shall be:

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

10. THE FGP (FOSTER GRANDPARENT PROGRAM) COMMITTEE

The Chairperson of the FGP Committee shall represent FGP to the Executive and Membership Committees. The purpose of the FGP committee shall be:

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

11. OTHER COMMITTEES

Other Committees may be formed for specific ongoing needs of the Association. The President may assign members to serve on other committees as needed. These committees may include Strategic Planning, Communication, Website, Bylaws, Conferences and Meetings and Education and training.

12. AD HOC COMMITTEES

Ad Hoc Committees may be appointed by the President as needs arise to accomplish specific tasks within a designated time frame.

ARTICLE IX - ADVISORY COUNCIL

NSCA, in order to remain integral to the broad national service and aging community, established the NSCA Advisory Council. Organizations with an interest in supporting the work of senior volunteers will be considered as potential candidates for the NSCA Advisory Council. Service on the Advisory Council will include: offering advice, expertise and experience in the broader field of aging and service; providing perspectives from business, health care, education and/or the arts; exploring opportunities for collaboration and project development, and strategizing around common themes. NSCA will reciprocate, as appropriate. This may include membership in Advisory Council organizations, conference attendance and/or participation, and other collaborative activities deemed appropriate by the NSCA Executive Committee.

The NSCA Advisory Council shall consist of, at a minimum, eight (8) members. Recommendations for Advisory Council members will be made to the Executive Committee and voted on by the full board. The National Senior Corps Advisory Council will meet at least four times a year. At least two meetings will be face-to-face in Washington, D.C. during the regularly scheduled NSCA Board meetings. Other meetings will be held by conference call.

ARTICLE X - PROPERTY, FUNDS AND ACCOUNTS

1. FUNDS

The Board of Directors shall accept grants or donations of money, securities, or other real, tangible or intangible property on behalf of the Association on such terms as approved by the Board of Directors for the purposes of pursuing the goals of the Association. The Finance Committee shall invest in secured accounts and or disburse funds as directed by the Board.

2. AUTHORIZATION

All checks, drafts, requests for money and notes of the Association, all accounts established for the Association, and all written contracts for the Association will be authorized in writing by the President. Authorized signers for account expenditures shall be the President and/or Treasurer.

3. ASSOCIATION EXPENDITURES

Association expenditures above \$3000.00 must be approved by the Executive Committee.

4. LIMITATIONS

Association expenditures exceeding \$5000.00 must have prior Board approval before disbursement.

5. FINANCIAL COMMITMENTS

There shall be no financial commitment suggested or promised to any individual, program, agency or organization on the part of the Association without prior approval of the Board.

ARTICLE XI - RECORDS AND REPORTS

1. RECORDS

The Association shall maintain adequate and correct records, accounts and reports of business conducted as well as materials in both electronic and hard copy, according to the Records Retention Policy and Procedure.

- a. Financial records will be kept with the current Treasurer.
- b. Association meeting records, reports and by-laws will be kept with the current Secretary.
- c. Nomination and Election records will be kept with the current Immediate Past President.
- d. The current President shall keep electronic and/or hard copies of all Association records as a back-up.
- e. Records will be kept on file as per current IRS 501(c)3 regulations.

2. CONTINUITY

Newly elected officers shall receive both electronic and/or hard copies of pertinent Association materials within 30 days of the beginning of their term of service. Outgoing Officers and board members and Committee Chairs, must transfer all records to the Board at the end of their term of service. Board manuals will be provided to all incoming members of the Board within 30 days of their election.

3. TRANSPARENCY

The original or copy of these by-laws and the Articles of Incorporation, as amended from time to time, certified by the Board of Directors, shall be open to inspection by any paid member at all reasonable times upon written request.

ARTICLE XII - MISCELLANEOUS

1. SEAL AND LETTERHEAD

Use of the Association seal, letterhead or logo shall be for the express purpose of conducting Association business. Association letterhead, seal or logo shall NOT be used for political endorsement, candidate endorsement, or unilateral contact of agencies/corporations/organizations without specific consent of the Board.

2. COMPENSATION

Board members shall not receive any compensation above and beyond agreed upon reimbursements from the Association treasury for duties performed on behalf of the Association.

ARTICLE XIII - DISSOLUTION

1. DISSOLUTION

Upon 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 - BY-LAWS

1. AMENDMENTS TO BYLAWS

By-Laws shall be amended by a simple majority of votes cast. Fifty-one percent (51%) of the membership must vote.

2. BYLAWS REVIEW

By-laws will be reviewed every three (3) years, or as directed by the members and/or Board of Directors. Notification will be made to membership 30 days prior to a vote.