

# MARYLAND ASSOCIATION OF SENIOR CENTERS CONSTITUTION AND BYLAWS

## ARTICLE 1 - NAME, DEFINITION, TERRITORY OF OPERATIONS AND REGISTERED OFFICE

### Section 1 – Name

This organization, founded as the Maryland Association of Senior Centers in 1980, shall be known and distinguished as and shall be the Maryland Association of Seniors, Inc. (Hereinafter referred to as the “Association”).

### Section 2 – Definition of “Senior Centers”

As defined by the National Institute of Senior Centers in the Publication Senior Center Standards (1990) Fact Sheet October 2005:

“A senior center is a community focal point where older adults come together for services and activities that reflect their experience and skills, respond to their diverse needs and interests, enhance their dignity, support their independence, and encourage their involvement in and with the center and the community.

As part of a comprehensive community strategy to meet the needs of older adults, senior centers offer services and activities within the center and link participants with resources offered by other agencies. Center programs consist of a variety of individual and group services and activities that include but are not limited to:

- Health and wellness
- Arts and humanities programming
- Intergenerational activities
- Employment assistance
- Information and referral services
- Social and community action opportunities
- Transportation services
- Volunteer opportunities
- Educational opportunities
- Financial and benefits assistance
- Meal programs

The center also serves as a resource for the entire community for information on aging, support for family care givers, training professional and lay leaders and students, and for development of innovative approaches to addressing aging issues.”

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## **Section 3 – Territory of Operations**

The territory in which the Association shall operate is the State of Maryland within the United States of America.

## **Section 4 – Registered Office**

The Association may have offices at such places in the State of Maryland as the Board of Directors may designate from time to time.

## **Section 5 – Fiscal Year**

The Association's fiscal year shall be July 1<sup>st</sup> through June 30<sup>th</sup>.

## **ARTICLE II – STATEMENT OF PURPOSE**

### **Section 1 – The purpose of the Association shall be:**

- A. To foster the multi-purpose nature of senior centers and enhance senior programming.
- B. To promote community relations with aging affiliated businesses, organizations, state and national associations and impact on the visibility of senior centers statewide.
- C. To encourage the development and promotion of standards in the field of senior centers including the issues of personnel policies and program development.
- D. To encourage the development of new senior centers and expansion of existing centers throughout Maryland.
- E. To facilitate the exchange of information, ideas, and programs between senior centers, and other professionals who plan senior activities, through newsletters, workshops, and meetings and other electronic means.
- F. To operate for non-profit, charitable, scientific, educational liaison and advocacy purposes consistent with the current Internal Revenue Code approved as appropriate and pertinent to Association functions.
- G. To recognize excellence in senior center programming.
- H. To operate within the senior center standards as currently defined by the National Institute of Senior Centers.

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## ARTICLE III – MEMBERSHIP

### Section 1 – Membership Classification

Multipurpose senior centers, aging affiliated groups and organizations, as well as practitioners in the field of aging may join the Association. There shall be three categories of membership: Individual, Center, and Business.

**A) Individual Membership** – Individual Membership in the Association shall be open to anyone whose job involves direct programming or service delivery to older adults in the State of Maryland, including but not limited to, senior center programs and services, recreation and parks departments, community centers, academic institutions, area agencies on aging, or other aging agencies, so long as the individual meets the professional requirements of this organization.

Individual membership may also be held by (a) volunteers serving on Senior Center boards and commissions, (b) students who are currently enrolled in an undergraduate program in the aging field at a college or university, and (c) individuals with previous work experience in the aging field who are now retired.

Members may serve as officers, members-at-large, serve on committees as members and/or chairpersons, and shall have voting privilege and the privilege of attending workshops at discounted member rates.

Within this membership the following subcategories will apply for the collection of annual dues:  
Individual Membership (1 person)

Student Membership (must be enrolled in an                      Dues Waived  
undergraduate program at a college or university)

**B) Center Membership** – Center membership may be granted to all staff employed at a single senior center in Maryland. All staff listed on the membership application will be eligible to serve as officers, members-at-large, serve on committees as members and/or chairpersons, and shall have voting privilege and the privilege of attending workshops at discounted member rates.

Within this membership the following subcategories will apply for the collection of annual dues:  
Center Membership A (2-5 persons)  
Center Membership B (6+ persons)

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**C) Business Membership-** Business membership may be granted to non-profit or profit organizations, businesses and commercial firms which are associated or affiliated with senior centers and/or have exhibited bona fide interest in the senior center field but who do not directly offer senior programs and services. The organization/business must specify one representative. This one representative has one vote, the privilege to serve on committees as a member or as a chairperson, and the privilege of attending workshops at member rates. Please note: Administrative personnel with the Area Agencies on Aging and the MD Department of Aging wishing to receive membership benefits (such as voting privileges, ability to serve as an officer, and the ability to receive discounted training fees for more than one person) must apply for individual membership. Not –for- profit businesses as designated by the Internal Revenue Service will be offered a discounted membership rate.

## **Section 2 – Annual Dues**

Annual dues shall be set by the Board Directors.

## **Section 3 – Political Activities**

No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in or intervene in any political campaign on behalf of any candidates for public office.

## **Section 4 – Use of Earnings**

No part of the net earnings of the Association shall inure to the benefit of, or be distributive to its members, advisory council or other private person, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance to provide older adults with an opportunity to experience new activities, social, physical and psychological.

## **ARTICLE IV – OFFICERS**

### **Section 1 – General**

A. The officers of the Association shall be President, Vice President of Administration, Vice President of Services, Secretary, and Treasurer.

B. Officers of the Association shall be Active Members of MASC. The officers shall be elected by and from the membership annually.

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C. The opportunity to serve as Members-at-Large shall be open to all individual and center members of the Association. Business members can serve on and chair committees but not hold an officer position on the Board.

## **Section 2 – Duties of Officers**

A. President – The president shall act as the presiding officer of both the Association and the Board of Directors and shall be a member ex officio, with the right to vote, of all committees except the Nominating Committee. The President appoints all Standing Committee Chairpersons and all Ad Hoc, and Special Committees. The President shall represent the membership on all such matters which promote the welfare and increase the usefulness of the Association, and shall perform such other duties as are necessarily incident to the Office of the President of the Association.

B. Past President – The President will assume the office of Past President at the Annual Membership Meeting at the end of their term of office. The Past President shall chair the nominations/elections committee and appoint the nominating committee, report on election results at the Annual Meeting, consult with the President and Vice-Presidents to provide continuity, and shall also perform other duties as required.

C. Vice President of Administration- The Vice President of Administration shall be responsible for the following standing committees: Membership, Ways and Means, Legislation, Training, and shall perform other duties as required.

D. Vice President of Services–The Vice President of Services shall be responsible for the following standing committees: Public Relations, Newsletter, Awards, and Website and shall perform other duties as required.

E. Secretary – The Secretary shall keep an accurate record of all the business of the organization, notice of all Association meetings, and perform other duties as directed by the President and the Board of Directors.

F. Treasurer – The Treasurer shall deposit or withdraw funds of the Association in such depositories as may be designated by the Board of Directors. All checks for the Association shall bear the signature of both the President and the Treasurer and/or such other persons as are authorized by the Board of the Directors to sign for the President and the Treasurer in the absence or incapacity of those Officers. The Treasurer shall submit financial reports at the Board of Directors and Association meetings. The Treasurer shall serve as an Advisor to the Ways and Means Committee. The Treasurer shall insure that financial reports summarizing the profits or losses resulting from workshops, meetings and special events are presented to the Board within 60 days. The Treasurer shall have the authority to appoint an assistant treasurer with the approval of the Board of Directors. An audit for the fiscal year shall be conducted for the organization every two years, on the even numbered year. The audit must be performed by a person or persons not authorized to sign checks.

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## ARTICLE V – BOARD OF DIRECTORS

### Section 1 – Members

The members of the Board of Directors shall include the Officers of the Association, the immediate Past President of the Association and Chairperson from each of the Standing Committees. There shall be at least three (3) Members-at-Large on the Board of Directors to be elected to from the Individual and Center memberships. The National Institute of Senior Center's Delegate for the State of Maryland shall be invited to serve on the Board of Directors, without a vote unless the individual holds an office or serves as a Chairperson of a Standing Committee or as a Member-at-Large.

### Section 2 – Duties and Responsibilities

A. The Board of Directors shall conduct the business of the Association as provided herein. It shall act upon requests made by Special interest groups and committees and shall make periodic reports to the general membership.

B. The Board of Directors shall administer, supervise, and direct the affairs of the Association; carry out its policies or changes therein; actively pursue its objectives; be accountable in the disbursement of its funds; adopt such rules and regulations for the conduct of its business as shall be deemed advisable, and within the execution of the powers granted; appoint such special committees as it may consider necessary all within the limits of the Maryland Association of Senior Centers' Constitution and Bylaws. At each general membership meeting the Board of Directors shall present summary reports of business transacted. Further, the Board shall present its proposed plans and projects for review, comment and suggestions by the general membership.

C. The Board of Directors shall hold a minimum of six (6) meetings in each and every year. The President, or any five (5) members of the Board, may call meetings on ten (10) days notice at such times and places as may be designated.

D. A majority of the Board members serving shall constitute a quorum for purposes of voting.

E. The Board of Directors shall host at least two General Membership Meetings in each year. One of the General Membership meetings shall be the Annual Meeting that shall be conducted between April 1<sup>st</sup> and June 30<sup>th</sup>. The President, on thirty (30) days notice, calls meetings at such times and places as may be designated.

F. The Board of Directors shall approve fees for workshops and training.

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## Section 3 – Absence

Any members of the Board of Directors absent from a meeting shall send a communication to the President or Secretary stating the reason for the absence. In the event there are three (3) consecutive unexcused absences on the part of any member of the Board of Directors, that position may be declared vacant by the Board of Directors.

## ARTICLE VI – ELECTION OF OFFICERS/MEMBERS-AT-LARGE

### Section 1 – Election Procedures

A. In November, the Past President shall chair and appoint a nomination/election committee of three (3) members to seek qualified candidates to fill all elected positions, with special attention given to ensure representation of senior center personnel as well as to ensure statewide representation. In January, the Past President as chair of the nomination/election committee shall present their recommendations to the Board of Directors.

B. The list of nominees shall be distributed to all voting members by March 1<sup>st</sup>, eligible members wishing to run for office shall notify the Board of Directors by April 1<sup>st</sup>.

C. If the ballot is unopposed, the slate will be considered accepted. In the event that two or more candidates run for any office the following will occur:

1. Officers shall be elected by ballot mailed not less than thirty (30) days before the Annual Meeting.

2. The Membership Chairperson shall prepare and present to the nomination/election committee a certified list of all members eligible to vote. The nomination/election committee shall prepare and mail to each certified member an official ballot and one return envelope.

3. Each voting member shall mark the ballot, seal it in the envelope provided and mail back to the chairperson of the nomination/election committee by the specified date. The return envelope must contain the voter's name and address.

4. If electronic voting becomes available, voting will proceed in this manner.

D. The Officers of the Association shall be installed at the Annual Meeting.

### Section 2 – Term of Officers/Members-at-Large

The Officers and Members-at-Large shall hold office for one (1) year and until their successors are elected and assume office. The officers shall have the usual powers and duties of such officers as provided herein. An individual shall be limited to two (2) consecutive years as President.

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## **Section 3 – Vacancies**

The Board of Directors shall have the power to fill vacancies for unexpired terms.

## **ARTICLE VII – COMMITTEES**

### **Section 1 – Standing Committees**

The President shall appoint the Chairpersons of Standing Committees who shall have full voting privileges on the Board of Directors of the Association. Each Chairperson shall submit reports at the meeting of the Board of Directors and General Membership and shall also submit an annual report to the President, a copy of which shall be submitted to the next Chairperson.

### **Section 2 – Duties**

Membership Committee – This committee shall initiate ways and means of recruiting qualified individuals and organizations to apply for membership in the Association and forward them to the Board of Directors for approval. The Membership Committee shall keep a current list of all Association Members in good standing.

Public Relations Committee – This Committee shall be responsible for promoting Association activities through all means of available communication. It shall place special emphasis on impacting the visibility of senior centers statewide.

Legislative Committee - The Legislative Committee shall apprise the Board of Directors and the general membership of recent and pending local, state and national legislation that directly affects the senior center field.

Training Committee – This committee shall be responsible for planning, coordinating and evaluating training opportunities.

Ways and Means Committee – The Ways and means Committee shall be responsible for the raising of funds for the operation of the Association.

Newsletter Committee – The Newsletter Committee shall be responsible for publishing the Association newsletter on a quarterly basis.

Program Awards Committee – The Program Awards Committee shall be responsible for developing program award categories and definitions and for planning the annual awards recognition.

Nominations/Elections Committee – The Nominations/Elections Committee shall be responsible for notifying membership of upcoming elections, compiling a slate of officers, preparing ballots for election (if necessary), distributing ballots, counting ballots, informing candidates of results, and announcing winners at Annual Meeting.

Website Committee - The Website Committee shall be responsible for keeping the website up to date and report on use statistics.



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## **ARTICLE VIII – ORDER OF BUSINESS**

### **Section 1 – Roberts Rules of Order**

The rules contained in Robert Rules of Order-Revised, shall govern this Association in all cases to which they are applicable, and in which they are not inconsistent with the Bylaws of the Special Rules of Order of this organization.

## **ARTICLE IX – DISSOLUTION**

The Association shall use its funds only to accomplish the objectives and purposes specified in the constitution. Upon the dissolution of the Association, the Association shall, after paying or making provisions for the payment of all liabilities of the Association, dispose of all the assets of the Association, exclusively for the purposes of the organization in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall qualify as an exempt organization or organizations under Section 501 (C) (3) of the Internal Revenue Code of 1954.

## **ARTICLE X – AMENDMENTS**

Amendments to the Constitution and Bylaws shall be allowed under the following procedure.

1. Amendment is to be submitted in writing to the Board of Directors for review.
2. The Board of Directors shall submit the proposed change(s) by mail to all members at least thirty (30) days in advance of the general membership meeting at which the vote is to take place. The President will offer the membership the opportunity to discuss the proposed amendments before a vote is taken.
3. The amendment(s) will be considered adopted if approved by 2/3 of voting members at the Annual Meeting.

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4. Approved amendments will become effective on July 1.

Adopted	10/14/80	Amended: June 19, 2008	
Amended	2/14/83		Date
Amended	8/12/83		
Amended	10/12/84		
Amended	1/11/91	Accepted:	Jill Hall
Amended	6/09/97		President
Amended	6/07/99		
Amended	6/27/02		
Amended	7/25/03		
Amended	6/18/04		
Amended	6/16/06		

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