

BY-LAWS
Friends of Newtown Seniors

ARTICLE I

NAME

The name of the corporation shall be
Friends of Newtown Seniors LLC
hereinafter referred to as the Organization or “FONS”

ARTICLE II

ACTIVITIES

The nature of the activities to be conducted by the Organization are as follows:

Serving generally as an advocacy and action group for senior issues

1. Exerting all efforts on behalf of older Americans in Newtown to make available comprehensive programs of health, educational, social, and other services, in cooperation with local governments, and others, and in connection with all such activities,

2. To engage only in those charitable, scientific and educational activities as are granted tax-exempt status pursuant to Section 501(c)(3) of the Internal Revenue Code 1954, as amended, and no others.

ARTICLE III

MEMBERSHIP

SECTION 1:

A. All residents of Newtown CT over the age of 55 are automatically **Members** of FONS. Membership in FONS is open to anyone who lives, works or provides services to seniors in Newtown.

B. Membership allows the individual to attend any free function. There are no dues or fees for membership in FONS **SECTION 2:**

a. **Subscribing Members** of FONS are those that provide the postal, phone and/or email contact information requesting some or all communications from FONS. Email is the preferred form of communication. The Board may assess postage and handling charges to be applied to certain categories of membership.

b. Subscribing Members may designate themselves as:

i. **Newtown Senior Member**, a Subscribing Member over the age of 50 residing in the
Newtown area

ii. Supporting Member, a Subscribing Member that is responsible for the welfare, safety or care of a Newtown FONS Member(s).

1.Supporting Members may identify the Member(s) they have responsibility for

2.Subscribing Members may identify a person as their Supporting Member

iii. Postal Service Member a Subscribing Member that does not have or want to use email and other electronic communications

iv. FONS Volunteer a Subscribing Member interested in doing volunteer work in the Newtown area

1. **Active Members** are those Subscribing Members that have participated in one or more FONS events or activities in the past year.

ARTICLE IV

BOARD OF DIRECTORS

SECTION 1: GOVERNING BODY

The affairs of the Organization shall be managed by a Board of Directors of twelve to sixteen (12-16) members, hereinafter referred to as the Board, who shall serve without compensation.

SECTION 2: COMPOSITION AND ELECTION, AND CHARACTER OF THE BOARD

- a. Membership on the Board shall be open to all persons who live or work within Newtown, provided that any staff member of an agency or department of this municipality receiving funds from the agency may serve on the Board with the understanding that that member recuse him/herself from discussion and voting on issues affecting that agency or department. It is the intent of the Organizations' Board of Directors to operate without conflict of interest among Board members. Therefore, all Board members will be asked to sign a blanket conflict of interest statement so that such declaration might be known.
- b. The Friends of Newtown Seniors Board of Directors considers itself to be an activist governing body which is committed to actively searching for better ways to meet the needs of seniors in Newtown including the development of creative partnerships for management, training, information, education, service delivery and research.
- c. The term of a Director shall be two (2) years up to six (6) years. A Director elected to fill a vacancy may serve the full six (6) years. Following a Board member's initial six (6) years, the

Executive Committee may reappoint the Board member to a continuing series of two-year appointments based on the member's continued active participation in Board activities.

- d. Individuals proposed for membership on the Board shall be nominated by the Board of Directors. Members shall be elected by a majority of Directors representing not less than two-thirds of the directorships, whether at the Annual Meeting, as set forth in ARTICLE IV, Section 6, Item b, or at any other meeting of the Board at which a Director is to be elected.
- e. The Board shall elect its own President and slate of officers by majority vote of members present at the annual meeting or if an officer's term is terminated by resignation, death or removal for cause an election can be held at a properly constituted meeting attended by not less than two thirds of the directorships.
- f. Honorary Members: for those individuals designated to provide assistance and advise to the Board of Directors, with no obligation to attend meetings, and with nonvoting participation in meetings attended. (amended 2/9/2021)

NOTE: The following applied to the initial Board:

Eight (8) members of the initial Board shall be elected to one (1) year terms, and the remainder for (2) year terms.

SECTION 3: QUORUM AND VOTING

a. Directors representing not less than one-half the directorships shall constitute a quorum for the transaction of business at all meetings of the Board. No person may be elected to the Board or to any office except at a meeting at which Directors representing not less than two-thirds of the directorships of the organization are present.

b. Only Board members present at a meeting shall be permitted to cast a vote, there being no proxy or voting by alternates. Honary Members do not have a vote at meetings.

SECTION 4: REMOVAL FOR CAUSE

Authority to remove a Director shall be in the Board of Directors. A Director may be removed for unexcused absences from three (3) consecutive regular Board meetings, for conflict with applicable State and Federal laws or regulations, or for good cause, such as malfeasance, misfeasance, or nonfeasance. The affirmative vote of Directors representing not less than two-thirds of the Directorships shall be necessary for removal. No Director who is the subject of the vote shall be eligible to vote thereon.

SECTION 5: VACANCIES

a. Vacancies on the Board shall occur by death or resignation, or failure to achieve re-election, or unexcused absence from three (3) consecutive regular Board meetings or conflict with applicable State and Federal laws or regulations, and by removal by the Board for good cause as set forth herein.

b. Vacancies shall be filled for the unexpired term by majority vote of the Board in accordance with the rules of selection set forth in these By-Laws.

SECTION 6: BOARD MEETINGS

a. Meetings of the Board shall be held in not less than 4 months of the year, at such times and places as may be designated by the Board. A minimum of one meeting will be held during each quarter of the year.

b. One such meeting of the Board shall be held in October of each year and shall be designated as the Annual Election Meeting. At this meeting, Directors and Officers will be elected or appointed, and such other business as may properly come before the Board will be transacted.

c. Agenda, including the names of candidates for election or appointment if any, shall be sent to each Director not less than ten (10) nor more than twenty (20) days prior to the date of the meeting.

d. The President of the Board may, when deemed necessary, and upon the written request of not less than 25% of the Directors, call a special meeting of the Board for the purpose of transacting any business designated in the call. The call for a special meeting shall be delivered to each Director at least two days prior to the date of such special meeting. Such meeting shall be held at the place set forth in the call to meet. At such meetings, no business shall be considered other than as designated in the call.

e. Actions of the Board may be determined by a majority vote. At the discretion of the Executive

SECTION 7: COMMITTEES

a. The Board is authorized to establish an **Executive Committee** in the following manner:

1. Membership of the Executive Committee shall consist of five (7) members of the Board, four of whom shall be the President, Vice President, Secretary and the Treasurer of the Organization.

2. The Executive Committee shall have the power to (i) transact routine business between meetings of the full Board, (ii) take final action in extreme cases warranting immediate action, with subsequent notification at the next meeting of the Board, (iii) take final action on matters specifically delegated by the Board, (iv) establish the agenda for regular meetings of the Board, (v) make recommendations to the Board on agenda items when no other committee recommendation is provided for. A delegation of authority pursuant to this section shall not relieve the Board or any Director of any responsibility imposed by law.

3. An Executive Committee may be established by the affirmative vote of the Directors representing not less than two-thirds of the total number of directorships and will be dissolved upon the affirmative vote of Directors representing not less than one-half the total number of directorships.

4. Meetings of the Executive Committee may be (i) in person, (ii) via teleconference or (iii) through online survey or mail.

- b. The Board may from time to time establish such committees as it may deem necessary by vote of Directors representing not less than one-half the directorships, for such purposes and of such composition as it deems appropriate.
- c. The following standing committees shall be established:
1. Nominating Committee;
 2. Activities Committee;
 3. Fiscal/Fundraising Committee;
 4. Electronic Communications Committee;
 5. Publicity/Information/Outreach Committee;
 6. Sunshine Committee;
 7. Health and Wellness Committee;
 8. Grants Committee;
 9. Government Committee;

SECTION 8: FUNCTIONS

a. The Board, by majority vote, is authorized to:

1. Communicate advocacy positions regarding senior living in Newtown CT
2. Conduct fundraising and apply for grants
3. Host educational and social programs pertinent to senior living in Newtown CT

4. Co-Sponsor events and programs pertinent to senior living in Newtown CT
5. Serve as a clearinghouse to connect seniors to Newtown CT volunteer needs/opportunities

ARTICLE V

OFFICERS

SECTION 1: DESIGNATION

- a. The Officers of the Organization shall be the following:

President (may be co-presidents)

Vice President

Treasurer

Secretary

- b. Eligibility for office shall be limited to Directors. No individual may hold more than one office at the same time. Two Board members at large shall be elected to serve on the Executive Committee with the Officers above.

SECTION 2: DUTIES AND POWERS

- a. President: The President shall preside at all meetings of the Board of Directors, and at all meetings of committees of which he or she is a member. The President is authorized to sign checks, as one of the two authorized signatures necessary thereon. The President shall exercise all powers that are incident to the position of the chief executive officer of an organization including, but not limited to, signing contracts, deeds, and other instruments of the corporation.

- b. Vice President: The Vice President shall perform the duties of President, in the absence of the President. When so acting, the Vice President shall exercise all the powers of the President and shall continue to exercise those powers until the return of the President or, if applicable, a new President is appointed. The Vice President shall be authorized to sign checks but shall not exercise that power except when acting in the absence of the President.

- c. Treasurer: The Treasurer shall have custody of and responsibility for all funds and securities of the organization. The Treasurer shall provide for the preparation of an annual audit of the organization.

The Treasurer is authorized to sign checks as one of the two authorized signatures thereon.

- d. Secretary: The Secretary shall keep the minutes of the meetings of the Board and shall give notice of all such meetings as required in these By-Laws. The Secretary shall have custody of all

books, records and papers of the organization except those in the custody of the Treasurer or some other person authorized to have custody and possession thereof by a resolution of the Board. In addition, this role includes a review of the monthly financial statement from the bank and audit of all financial reports.

e. Term of Office: Officers shall be elected for terms of one year and may serve until their successors shall be elected and qualified. and shall be established so as to coincide with Annual Election Meetings, set forth in Article IV, Section 6B. Vacancies in office occurring between such Annual Election Meetings shall be filled only for the balance of the term.

ARTICLE VI

ADVISORY COUNCIL

SECTION 1: FORMATION

The Board shall, by Resolution, empower the President to designate all members present at any open meeting of FONS membership as the Newtown Senior Advisory Council, hereinafter referred to as "the Council".

SECTION 2: PURPOSE

The purpose of the Council is to provide input and recommendations to the Officers and Board concerning general operation of the organization and specific projects underway or being planned.

SECTION 3: COUNCIL MEMBERSHIP

- a. The Advisory Council shall consist of any and all Members attending a General Meeting of FONS. The Council is not a decision-making body, it is advisory to the Board
- b. The Board may establish a regular schedule of General Meetings to occur not less than 8 times per year on the Second Wednesday of the month. Notification of the meeting time & place will be announced one week in advance.

SECTION 4: OPERATION

- a. The President of the Organization or their designee, shall chair the Council.
- b. Agenda for the monthly meetings shall include at least:
 - i. Updates on activities and plans of the Organization
 - ii. Committee and Project reports on activity pertained to the membership

- iii. Member questions for Officers, Board, Committees and/or Projects
- iv. Volunteer Opportunities for Members
- v. Discussion of questions the Board may ask of the Council
- vi. Provide input to the Board on all matters concerning FONS
- vii. Open discussion

ARTICLE VII

MISCELLANEOUS

SECTION 1: PRESIDENT OF THE BOARD

The President of the Board of Directors is authorized to sign checks as. The Treasurer is authorized to sign checks.

SECTION 2: CONDUCT OF MEETINGS

All meetings of the Board and of the Council shall be conducted in accordance with Roberts Rules of Order.

SECTION 3: EFFECTIVE DATE AND AMENDMENTS

- a. These By-Laws shall be effective immediately upon adoption, and the date shall be endorsed at the end hereof, by the Secretary.
- b. Amendments shall be effective from the date specified in the Resolution of Amendment, and such date shall be noted in the body of these By-Laws where the revised by-law appears.
- c. By-Laws may be amended by the affirmative vote of Directors representing not less than two-thirds of the directorships, but only after any proposed amendment has been considered at a prior board meeting and the text has been included in notice of the meeting at which the amendments are to be voted.

Amended February 9, 2021