**BY-LAWS OF THE**

**FLORIDA ASSOCIATION OF SENIOR CENTERS, INC.**

**ARTICLE I: NAME**

The name of this not for profit organization, as provided for in the articles of incorporation, shall be the Florida Association of Senior Centers, Inc., which is hereinafter referred to as FASC.

# ARTICLE II: DEFINITION

A Multipurpose Senior Center (MPSC) means a community facility for the organization and provision of a broad spectrum of services, which shall include provision of health (including mental health), social, nutritional and educational services and the provision of facilities for recreational activities for independent older individuals.

# ARTICLE III: PURPOSE

1. To promote the growth, development and expansion of Senior Centers;
2. To develop professional Senior Center leadership;
3. To improve the quality of activities and services in Senior Centers.
4. To enhance the Senior Center image.
5. To promote the health and wellness of seniors who attend senior centers throughout the State of Florida.
6. To promote senior centers as places where seniors can obtain information, meet friends, participate in programs, activities and receive services.
7. To create an atmosphere where seniors are physically active, mentally, stimulated, emotionally supported, and socially engaged.
8. To serve as a communication channel for senior centers from across the state to share experiences, successes, and best practices.
9. To participate in an annual conference to offer training and keep members current with trends in the field of aging and Senior Center development.

# ARTICLE IV: MEMBERSHIP

* 1. Membership: is open to senior center organizations, senior center directors, other senior center personnel and support staff involved in the provision of senior

center services to Florida’s elderly. Non-profit organizations, for-profit businesses, individuals, students and seniors committed to the promotion of the ideals and growth of Florida’s Senior Centers may join as non-voting members of FASC. Membership is open without restriction to age, race, sex, creed, ethnicity, economic status or physical limitation.

* 1. Dues: Annual dues are required for active membership. Costs of dues are determined by the Executive Committee after hearing recommendations from the Membership Committee. FASC annual membership dues are due once per year by June 30th of each year.
	2. Disputes: The Executive Committee shall resolve any dispute regarding membership and membership category in the organization. Membership Committee reserves the right to review any membership application for approval. All dues and membership categories shall be set by the Executive Committee after hearing the recommendations of the Membership Committee.
	3. Resignation: Any member may resign by submitting a written resignation either at a meeting of the membership, FASC Leadership Council, the Executive Committee or by a mailing to the organization at its principal office. There upon such resignation shall become effective forthwith without need for acceptance.
	4. Removal: Except as otherwise required by law, any member may be removed from membership by a majority vote of the members, cast at any annual meeting or at any special meeting of the members called for that purpose or by a majority vote of the Executive Committee at any regular or special meeting, after due written notice to, and, an opportunity by said member to be heard.
	5. Voting: Senior center professionals may cast a single vote at membership meetings and senior center organizations of three or more centers shall cast a minimum of one and maximum of three votes at such membership meetings.

# ARTICLE V: GENERAL MEMBERSHIP MEETINGS

1. Location of meetings: Meetings of the membership shall be held at any suitable place designated by the Leadership Council.
2. Annual meeting: The annual FASC membership meeting shall be held in conjunction with the Annual Senior Center Training. At such annual meeting there shall be elected the members of the Executive Committee and FASC Leadership Council. The members may also transact such other business of FASC as may properly come before the organization.
3. Notice of meetings: A notice of each annual or special meeting stating the date, time and place where it is to be held, and stating the purpose thereof, shall be mailed (electronically or via U.S. mail) to each member, at their address as it appears recorded in FASC membership records, or the last known place of address, at least fifteen (15) calendar days prior to such meeting. All FASC meetings shall be open to attendance by members who are in good standing as a FASC member.
4. Quorum: A quorum shall be those members present with at least six (6) members required.
5. Procedure: (Moved from Article XII) All meetings and procedures, unless otherwise specified in these By-Laws will be governed in accordance with the latest edition of Robert’s Rules of Order.

# ARTICLE VI: FASC LEADERSHIP COUNCIL

1. Leadership Council: FASC business affairs shall be managed by a Leadership Council consisting of one Senior Center director representative from each Florida Provider Service Area (PSA) District, elected officers, immediate Past President, Florida National Institute of Senior Center delegates and a representative from the Department of Elder Affairs. They shall serve as leadership council members after being duly appointed or elected. Additional leadership council members may also serve after being duly appointed or elected by the President. The number of leadership council members may increase or decrease from time to time, but the number shall never be less than four.
2. Governing Powers: The leadership council shall have all the powers and duties necessary or appropriate for the administration of FASC’s business affairs.
3. Duties: Each Leadership Council member elected or appointed shall possess the ability to perform the duties of the office held and indicate their willingness to devote sufficient time to fulfill the duties below:
	1. Elect and support FASC’s officers and Executive Committee.
	2. Serve on at least one committee.
	3. Establish, review and drive all FASC initiatives.
	4. Serve as spokesperson for FASC in their respective PSA.
	5. Participate in regular monthly meetings. If unable to personally attend, should appoint a designee to ensure continuity and flow of information.
	6. Communicate FASC initiatives to district members to enhance information dissemination, foster membership and coordinate programming or special state-wide activity.
	7. Cooperate with district members to promote the general welfare of Florida’s elderly and to preserve access to Senior Center programs.
4. Election and Term of Office: The Executive Committee shall appoint Leadership Council representatives from each District to serve a two year term at the annual membership meeting.
5. Removal: Upon an affirmative vote of a majority of the Leadership Council, any council member may be removed with cause; and his/her successor shall be appointed by the President at any subsequent meeting of the Leadership Council or any special meeting called for such purpose.
6. Reappointment: To be eligible for reappointment to a subsequent term, a Leadership Council member must attend 50 percent of the regular meetings of the Council during the current term unless good cause is demonstrated.
7. Vacancies: Vacancies on the Leadership Council caused by any reason shall be filled by the President with the approval of the Executive Committee. Appointments shall be made from the membership and shall continue until the unexpired term created by the vacancy is complete.
8. Compensation: No compensation shall be paid to any Leadership Council member; except a Council member may be reimbursed a portion of actual travel expenses incurred in the performance of his/her duties upon submission of expense vouchers and subject to prior approval thereof by the Executive Committee.
9. Meetings: Regular meetings of the Leadership Council shall be held on the date, time and place as determined by a majority of the Council members; but at least four (4) such meetings shall be held during the fiscal year of the organization. Regular meetings may be conducted in person or by conference call. Written notice of meetings shall be given by electronic or U.S. mail to all members of the Leadership Council.
10. Special meetings: Special meetings of FASC may be called by the President or upon written request by at least five (5) FASC Leadership Council members.
11. Quorum: One-third of the Leadership Council shall constitute a quorum for the transaction of business and acts of a majority of the Leadership Council, except where a larger number is required by law, the Articles of Incorporation or these By -Laws shall be the act of the Leadership Council.

**ARTICLE VII: NISC DELEGATES** (This section is suspended until further notice.)

1. Description: The state of Florida shall have representation on the National Institute of Senior Centers (NISC) Delegate Council with a minimum of one and a maximum of three members. Each NISC delegate must be directly associated with a Florida Senior Center in some demonstrable capacity. Each NISC delegate, whether elected or appointed, shall maintain membership in NISC, the National Council on Aging (NCOA) and be in good standing as a member of FASC.
2. Duties: Each NISC delegate shall attend at least one meeting of the NISC Delegate Council, whether it is at the Spring meeting in conjunction with NCOA’s Annual Conference or the Fall Legislative Board Retreat. Following each meeting, NISC delegates shall report meeting activity to the FASC Leadership Council at the subsequent FASC regular meeting.
3. Compensation: NISC delegates shall assume costs of attendance at meetings, either personally or through other funding sources. Except a NISC delegate may be reimbursed for a portion of actual travel expenses incurred in the performance of his/her duties upon submission of expense vouchers and subject to prior approval thereof by the Executive Committee.

# ARTICLE VIII: OFFICERS

1. Description: The principal officers of FASC shall be a President, an Immediate Past President, Vice President, a Secretary and a Treasurer, all of whom shall be elected by the membership. No two offices may be held by the same individual.
2. Election of Officers: Election shall be by majority votes of members present at the Annual Business Meeting. Elections are held every 2 years. In case of tie votes, a second ballot will be cast for that position until one person is elected by a simple majority. The presiding Secretary shall assure accurate counting of votes.
3. Officer Installation: New Officers shall be installed and officially take office at the General Membership meeting prior to adjournment of the annual business meeting.
4. Term Limits: Officers shall serve for a term of two (2) years, unless sooner removed by the Leadership Council or until their successors are elected. Officers may serve more than one term but, not more than three consecutive terms.
5. Vacancies: Any vacancies occurring in the officers shall be filled by the Leadership Council. The Leadership Council shall appoint such temporary or acting officers as may be necessary during the temporary absence or disability of the regular officers.
	1. President: Should the President be unable to continue in office for any reason, the Vice President shall succeed to the office of President for the unexpired term.
	2. Vacancies in the offices of Vice President, Secretary or Treasurer shall be filled by the President for the unexpired term with the approval of the Executive Committee.
6. Removal: Upon an affirmative vote of a majority of the Leadership Council, any officer may be removed with cause and their successor shall be elected at any subsequent regular meeting of the Leadership Council, or at any special meeting called for such purpose.

# ARTICLE IX: DUTIES OF OFFICERS

1. PRESIDENT. The President shall be the chief executive officer of FASC and shall preside at all meetings of the membership and the Leadership Council. The President shall have all the general powers and duties usually vested in the office of president including the power to appoint committees from time to time at his/her discretion when he/she deems it appropriate to conduct the business affairs of FASC. The President will be an ex-officio member of all committees except the Nominating Committee. The President will appoint or remove the members of all standing and special committees, with the approval of the Executive Committee with the exception of the Nominating Committee.
2. IMMEDIATE PAST PRESIDENT. The immediate Past President shall automatically become a member of the Executive Committee and shall serve as a member thereof only as long as he/she holds active membership. The immediate Past President shall be extended the privilege of the floor during FASC meetings and shall retain voting rights.
3. VICE PRESIDENT. The Vice President shall preside at the meetings in the absence of the President. The Vice President shall assume other duties as requested by the President or Executive Committee. The Vice President shall carry out the responsibilities of the President if he/she is unable to carry out his/her duties.
4. SECRETARY. The Secretary shall keep minutes of all meetings of the Executive Committee, Leadership Council, and of the membership. The Secretary shall have custody of the seal of the corporation. The records of the Secretary shall be open for inspection to any member of FASC. The Secretary shall tabulate all votes. The Secretary shall perform such other duties as may be assigned by the President or Executive Committee.
5. TREASURER. It shall be the duty of the Treasurer to oversee full and accurate records of the receipts, disbursements and accounts rendered by FASC. The Treasurer shall disburse any special funds and sign all drafts in special funds as authorized by the President or Executive Committee. The Treasurer shall prepare the annual financial statement to be presented at the annual business meeting and other financial reports as appropriate.

# ARTICLE X: EXECUTIVE COMMITTEE

1. Composition: The Executive Committee shall be comprised of the President, the immediate Past President, the Vice President, Secretary, Treasurer, and any Leadership Council members appointed by the President. No member of the Executive Committee shall continue to be a member thereof after such member ceases to be an officer or member of FASC.
2. Powers: During intervals between regular meetings of the Leadership Council, the Executive Committee shall have and may exercise all of the authority of the Leadership Council in the management of FASC. The Executive Committee shall make a full report of all actions taken at the subsequent regular meeting of the Leadership Council.
3. Meetings: Meetings may be conducted in person or by conference call. Written notice of meetings shall be given by electronic or U.S. mail to all members of the Executive Committee. Quorum: A majority of the Executive Committee shall be necessary to constitute a quorum and consensus for the transaction of any business matter, and the act of the majority of the members present shall be the act of the Executive Committee.

# ARTICLE XI: OTHER COMMITTEES

The following standing Committees shall be in existence and said committees may exercise such powers as conferred upon them by the Executive Committee. The President may appoint special advisors whose expertise is helpful to the operation of FASC. These, may or may not, be Leadership Council members, but must be members in good standing of FASC.

1. **Membership**: Committee members shall assist the Leadership Council in recruiting new members and retaining existing members. They shall recommend membership dues per member category and provide on-going status reports. Committee members are responsible for the annual membership drive and working with Tallahassee Senior Center to maintain the membership database.
2. **Training, Awards, Education & Mentoring**: Committee members shall plan and organize for the conference intensive and various workshops at the Florida Council on Aging (FCOA) annual conference and for other education trainings throughout the year. The Florence R. Goldmann Award shall be conferred upon a member organization for distinguished service by a Senior Center. This annual award shall be presented during the joint conference with the Florida Council on Aging. Prior awardees shall not be eligible for future recognition for a period of 5 years in this category. The Award Committee shall award the “Jay K. Morgan” award to an individual or organization demonstrating exemplary vision and commitment to the goals and ideals of FASC on behalf of Florida seniors. Education opportunities for members will be promoted and encouraged. Mentoring for new and existing directors and Senior Center staff will be provided. National Institute of Senior Centers (NISC) mentoring by all FASC member organizations having achieved national accreditation by NISC shall offer mentoring assistance to member organizations interested in obtaining national accreditation by NISC.
3. **Public Relations, Marketing, Fundraising, Website & Social Media:** Committee Members shall develop and organize a public relations, marketing, and fundraising plan for FASC in conjunction with the Executive Committee and Leadership Council. This committee shall be involved with the website and its development in conjunction with the Executive Committee.
4. **Legislative Advocacy:** Committee members shall review Florida legislation, rules and regulations impacting Senior Centers and the elderly they serve. They shall recommend measures to the Leadership Council that FASC should sponsor and/or support. The committee shall also draft language to oppose any legislation, rules and regulations contrary to the interests of FASC and the senior population served by the Centers. The Executive Committee shall determine

FASC’s final legislative position upon hearing the recommendations of the Legislative Committee.

1. **Nominating:** Three members shall be appointed by the Leadership Council at the Annual Business Meeting of each odd year. Consideration in selection will be given to geographic representation. The Nominating Committee shall provide a slate of officers for inclusion in the notice of the annual meeting held in each even year. Committee members are responsible for educating and training all nominees of their duties and responsibilities.
2. **Ad Hoc:** The President may appoint ad hoc committees as shall be deemed necessary for the accomplishment of a specific task. These ad hoc committees shall cease to exist following the completion of said assigned task.

# ARTICLE XII: FISCAL MANAGEMENT (this section should be revised to reflect that the TSC Foundation is the Fiscal Agent for FASC

* 1. Fiscal Year: The fiscal year shall begin on the first day of July each year and end June 30. The commencement date of the fiscal year herein established shall be subject to change by the Executive Committee.
	2. Signers: All checks or vouchers drawn on the FASC bank account shall be signed or endorsed by the manner provided by resolution of the Executive Committee. Checks over $500 shall require two signatures by members of the Executive Committee designated as authorized signators.
	3. Books and Account Reconciliation: All FASC books and accounts shall be kept under the direction of the President, Secretary or Treasurer in accordance with usual record and accounting practices.
	4. Execution of Corporate Documents: With prior authorization of the Executive Committee, all corporate legal documents shall be executed on behalf of FASC by either the President or Treasurer, and attested by the Secretary**.**
	5. Corporate Seal: The corporate seal of FASC shall bear the words FLORIDA ASSOCIATION OF SENIOR CENTERS, Inc. and CORPORATION NOT FOR PROFIT. The Secretary shall be responsible for the corporate seal and use thereof, as approved by the President**.**
	6. Indemnification: FASC may purchase and maintain Errors or Omissions Insurance on behalf of any person who is an officer, member of the Executive Committee or Leadership Council, or who is serving at the request of FASC against any liability asserted against them and incurred by them in any such capacity or arising out of their status within the organization or representing FASC.

# ARTICLE XIII: DISSOLUTION

In the event of dissolution of FASC, all assets are to be distributed to government or accountable organizations, such as a Florida not for Profit Corporation focusing on seniors, as provided in the Article of Incorporation of the Florida Association of Senior Centers, Inc**.**

# ARTICLE XIV: MISCELLANEOUS

1. In matters requiring immediate attention, the President may request a mail/fax or e-mail vote of the Executive Committee. The President shall make a full report of any action taken at the subsequent regular meeting of the Leadership Council.
2. Extenuating emergency situations mandating an immediate decision may be handled by a majority decision of the Executive Committee.

# ARTICLE XV: AMENDMENTS

As provided in the Charter, these By-Laws may be amended by a majority vote of a quorum of the membership present at any annual meeting or at any special meeting, provided notice of such meeting and the proposed amendments shall be made available in writing at least fifteen (15) days in advance to all members who request them when action is proposed to be taken.

# ARTICLE XVI: BYLAWS

Bylaws shall take effect upon their adoption, which constitutes a majority vote of FASC membership present.