



BY-LAWS

Mission Statement

Our mission is to enrich the lives of seniors and adults with disabilities. SeniorsPlus believes in supporting the independence, dignity and quality of life of those we serve.

ARTICLE I

Name and Location

- A. The name of this Corporation shall be SeniorsPlus.
- B. The principal office of the Corporation is currently situated at 8 Falcon Road, Lewiston, Maine but it may be changed in the future to any other site in Androscoggin, Franklin, or Oxford Counties, Maine as the Board of Directors (“Board”) may select.

ARTICLE II

Purpose

The purposes of this Corporation are:

- A. To serve as a private non-profit organization, to assist older citizens primarily within the counties of Androscoggin, Franklin and Oxford (the tri-county area). In certain instances, the Corporation may serve other areas of the state as circumstances warrant.
- B. To inform and educate older citizens and the public at large of the needs of, and services available to older persons in the tri-county area.
- C. To propose, create, develop and administer nonprofit programs, which provide goods and/or services to older people; or which promote the provision of services for older people.
- D. The limitations which shall apply to the Corporation as an organization which is exempt from income tax under Section 501(c)(3) of the Internal Revenue Code are as follows:
No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall

not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Upon dissolution of the Corporation or the termination of its activities, the assets of the Corporation remaining after the payment of all its liabilities shall be distributed to such other organization or organizations which are organized and operated exclusively for such purposes as shall then qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and as a charitable, religious, eleemosynary, benevolent or education corporation within the meaning of Title 13-B of the Maine Revised Statutes, as amended.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any Director or Officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services to or for the Corporation in carrying out one or more of its purposes), and no Director or Officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the Corporation's assets on dissolution of the Corporation.

ARTICLE III

Membership of the Corporation

There shall be no members. All acts of members under the Maine Non-Profit Corporation Act, shall be taken to mean acts of the Directors.

ARTICLE IV

Structure of the Corporation

The Corporation shall be governed by the Board whose officers shall include a Chairman, Vice-Chairman, Secretary and Treasurer. The Board is responsible for hiring and supervising the Executive Director, and shall have such other powers as are conferred by the laws of the State of Maine.

ARTICLE V

Board of Directors

- A. **General.** The Board of Directors shall consist of not less than eleven (11) persons and not more than fifteen (15) persons, the majority of whom are eligible to receive services from the Corporation. A majority of the Directors will reside in the tri-county area; a minimum of one (1) from each county. The remaining Directors are not subject to geographic restrictions.

Upon the termination of the term of any of the Directors, the Board (other than the Director whose term is ending) shall elect a new Director in accordance with these by-laws.

- B. **Recruitment of Directors.** The Recruitment Committee of the Board will identify and recommend to the Board persons eligible for election to the Board. At the time of nomination, the Recruitment Committee shall present to the Board other information relating to such persons, such as biographical data that the Committee deems appropriate to assist the Board in voting on the recommendation.

- C. **Term of Office.** Each Director shall be elected for a term of four (4) years, or to fill the unexpired term of a predecessor. No Director shall serve more than two (2) consecutive terms, exclusive of the unexpired term of the Director's predecessor, if applicable. Upon serving two (2) consecutive terms, Directors must go off the board for a period of no less than one year before being considered for reappointment. The Directors who are elected by the Board shall be elected to staggered terms and the Board shall establish a procedure which shall take into account the unexpired term of the present Board members, the fact that terms shall be for four (4) years that except for unexpired terms no more than four (4) members are to stand for election in any given year and other similar issues deemed relevant by the Board.

- D. **Powers and Duties of the Board of Directors.** The Board shall have complete charge of the business affairs and policy determination of the Corporation, have all the powers necessary thereto, and shall employ and supervise the Executive Director of the Corporation, who shall report personally to the Board. The Board shall review and vote on the recommendations of SeniorsPlus Advisory Council.

- E. **Quorum.** One more than a majority of the incumbent Directors shall constitute a quorum of the Board provided that a quorum must include two (2) Officers of the Board.

F. **Staff Support.** The Executive Director (or his/her delegate if he/she is not available) shall attend every meeting of the Board. Additional staff support shall be available for all Board activities upon Board request.

G. **Meetings.**

- 1) Regular meetings of the Board will be held as needed to conduct the business of the Corporation but no less than six (6) times in any fiscal year on a date agreeable to the members of the Board. With appropriate notice, meetings can be held via conference call; voting will be done by roll call or followed up by written confirmation of votes. Minutes of the Board meetings shall be mailed to each member of the Board not less than seven (7) business days prior to the next meeting.
- 2) The Annual Meeting of the Board of Directors shall be held in the month of June provided, however, that the Annual Meeting date may be changed by an affirmative vote of a majority of the Board members present and voting at any meeting of the Board duly called and held.
- 3) Special meetings of the Board shall be called by the Chairman, or any four (4) Directors. Notice of such special meetings shall be in writing, mailed to all Directors not less than seven (7) business days prior to the meeting date by certified mail, return receipt.

H. **Voting.** Motions shall be passed by a majority of those present and voting. Abstentions will be noted in the minutes.

Conflict of Interest. No member of the Board of Directors, or any of its Committees, shall derive any personal profit or gain, directly or indirectly, by reason of his or her participation with SeniorsPlus. Each individual shall disclose to the organization any personal interest which he or she may have in any matter pending before the organization and shall refrain from participation in any decision on such matter. Any member of the Board, any Committee, or Staff who is an officer; board member; committee member or staff member of a client organization or vendor of SeniorsPlus shall identify his or her affiliation with such agency or agencies; further, in connection with any committee or board action specifically directed to that agency, s/he shall not participate in the decision affecting that agency and the decision must be made and/or ratified by the full board. Any member of the Board, any Committee, Staff, and certain Consultants shall refrain from obtaining any list of clients for personal or private solicitation purposes at any time.

ARTICLE VI

Officers of the Board of Directors

The officers of the Board shall be a Chairman, Vice-Chairman, Secretary, and Treasurer.

- A. **Election.** The officers shall be elected from the membership of the Board at the Annual Meeting of the Board and shall serve a term of two years. No officer shall serve more than two (2) consecutive terms in a single office exclusive of the unexpired term of the officer's predecessor if applicable. Any vacancies shall be filled by the Board at its next regular meeting, and such successor shall serve the balance of the unexpired term.
- B. **Duties of the Chairman.** The Chairman shall preside at all Board meetings and all Executive Committee meetings. The Chairman shall serve as an ex-officio member of all standing committees. Subject to Board approval, the Chairman shall have the power to appoint and discharge ad hoc committees and their respective chairman's and to fill vacancies on such committees. The Chairman shall be the official representative of the Board of Directors.
- C. **Vice-Chairman.** The Vice-Chairman shall perform the duties of the chairman in his/her absence, and such other duties as assigned by the Chairman and the Executive Committee. The Vice-Chairman will serve on the Executive Committee.
- D. **Secretary.** The secretary shall provide Notice of Board Meetings, establish a quorum, keep the minutes of all meetings of the Board and the Executive Committee making them available for inspection as required, and perform such other duties as authorized or required by the Board. The Secretary will serve on the Executive Committee and will establish a quorum at each of its meetings. Staff support shall be provided to the office of Secretary.
- E. **Treasurer.** The Treasurer shall chair the Audit/Finance Committee, present monthly financial statements to the Board of Directors or the Executive Committee and perform such other duties as may be authorized, or required, by the Board. If the Treasurer is absent for an extended period of time, the duties of the Treasurer shall be filled by the Vice-Chairman. Signing of checks can be performed by the Executive Director, the Board Chairman or Treasurer of the Corporation. The Treasurer will serve on the Executive Committee.

ARTICLE VII

Committees

The Board shall have the power to establish such committees as it may deem necessary. The Board may include community members on committees as they deem necessary.

A. **Standing Committees** - Standing committees will be the Executive Committee, the Audit/Finance Committee, the Recruitment Committee and the Development Committee. All standing Committee Members shall be elected for a term of two years, with the exception of those filling the unexpired term of a Committee Member. Members filling an unexpired term shall be eligible for a full two-year term at the end of the unexpired term. Minutes of all standing committee meetings will be mailed to members no less than seven (7) days prior to the next meeting.

- 1) **Executive Committee.** This committee is empowered to act in the place of the full Board between meetings of the Board.

The Executive Committee shall meet no less than three (3) times per fiscal year, on a date agreeable to members of the Committee.

The committee shall consist of five (5) members, four of whom shall be officers of the Board, and one additional member to be elected by the Board of Directors at the biannual election of officers. A quorum is required to conduct the meetings. A quorum of the Committee shall mean one more than a majority of the Committee Members.

Key responsibilities of the Executive Committee are:

- Assist the Board in developing and refining its strategic direction.
- Perform the annual evaluation of the Executive Director and report the outcome to the Board and the Executive Director.
- Determine the Executive Director's compensation.
- Provide leadership in the search for a new Executive Director as needed.

- 2) **Recruitment Committee.** This committee shall ensure the structural integrity of the Board. The Committee will meet as needed. The

Committee shall consist of four (4) members elected by the Board and one (1) member appointed by the Chair of the Board.

Key responsibilities of the Recruitment Committee are:

- Assessing the current and anticipated needs related to Board composition, by determining the knowledge, skills and abilities that the board will need to accomplish its work.
- Recommend recruitment policies and procedures to the Board.
- Recruit, screen and nominate individuals to be elected to the Board, ensuring continuity and quality of the Board.
- Ensure Board members receive sufficient orientation to fulfill their Board duties.
- Take the lead in succession planning for future Board leadership.
- Nominate Board members for election as officers.
- Assist the Frye School Housing Development Board with recruitment of the Board members for approval by the SeniorsPlus Board.

- 3) **Audit / Finance Committee.** This committee shall assist the Board in ensuring that the agency is in sound financial standing and engages in best practices that minimize the risk of fraud. The Committee will have access to financial expertise either among its members or from outside sources. The Committee will consist of three (3) Board members with the Treasurer serving as Chair and two (2) elected members; it will meet no less than quarterly.

Key responsibilities of the Audit / Finance Committee are:

- Engage an independent audit firm.
- Communicate independently with the independent audit firm, as needed but no less than annually.
- Review and monitor internal controls; act on auditor's recommendations; monitor management's procedures for maintaining internal controls; review annually the fraud risk analysis.
- Ensure follow up on all audit deficiencies and recommendations.
- Safe guard the agency's assets through sound financial policies and risk management practices.

- Oversee the investigation into substantiated fraud allegations and any other areas of accounting and /or audit inquiry.
 - Review on an annual basis the investment policy and determine the allocation of investments deposits.
 - Review the annual budget and make recommendations to the Board for approval.
- 4) **Development Committee.** This committee shall assist in the development of a fundraising plan and the raising of funds. The committee will meet no less than four (4) times a year. Membership on the Committee shall be three (3) elected Board members and no more than six (6) community members at large. The Development Committee Board members will approve the community members at large.

Key responsibilities of the Development Committee are:

- Develop the Corporation's fundraising message, ensuring that the case for support is strong, current and based on the Corporation's mission and goals.
- Recommend policies that guide the Corporation's fundraising efforts.
- Participate in the solicitation of gifts for annual, special and planned giving programs.
- Actively participate in special events.
- Provide leadership for capital campaigns.

- B. **Ad Hoc Committees** - The Chairman shall appoint ad hoc committees as necessary. Ad hoc committee members will be appointed by the Chairman and approved by a majority of the Board. Each ad hoc committee shall have at least three (3) members.

ARTICLE VIII

Savings Clause

Any portion of these Bylaws found to be contrary to law, shall not invalidate other portions of said Bylaws.

ARTICLE IX

Indemnification of Officers, Directors and Committee Members

So as to induce officers, Directors and Committee members of the Corporation to serve as such, and as partial consideration for such services, the corporation shall reimburse, exonerate, hold harmless and indemnify, as the case may be:

- A. Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Corporation by reason of the fact that he/she is or was a Director, officer, employee, agent or committee member of the Corporation against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful, provided that no indemnification shall be provided for any person with respect to any matter as to which he/she shall have been finally adjudicated in any action, suit or proceedings, not to have acted in good faith in the reasonable belief that his/her action was in the best interest of the Corporation, or with respect to any criminal action or proceeding, has reasonable cause to believe that his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order or conviction adverse to such person, or by settlement, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

- B. Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he/she is or was a Director, officer, employee, agent or committee member of the Corporation against expenses, including attorneys' fees, judgments, penalties and/or amounts paid in settlement, actually and

reasonably incurred by him/her in connection with the defense or settlement of such action or suit if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interest of the Corporation, and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the Corporation unless and only to the extent that the Superior Court or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Superior Court or such other court shall deem proper.

To the extent that a Director, officer, employee, agent or committee member of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section A and B above, or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses including attorneys' fees actually and reasonably incurred by him/her in connection therewith. He/She may enforce the right to indemnification granted by this section by a separate action against the Corporation, if an order for indemnification is not entered by a court in the action, suit or proceeding wherein he/she was successful on the merits.

- C. The Board may authorize the purchase and maintenance, at the expense of the Corporation, of insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of the Maine Nonprofit Corporation Act, these Bylaws or otherwise.

ARTICLE X

Amendment of Bylaws

A proposed amendment of the Bylaws may be presented by:

- 1) The Board; or
- 2) A committee from the Board appointed by the Chairman for this purpose.

A proposed amendment may be adopted by a majority vote of the Board on not less than two weeks written notice of a regular or special meeting, at which the proposed change is to be considered.

ARTICLE XI

Absence from Meetings

Any member of the Board, who is absent for two consecutive meetings, without a valid excuse, may be requested, by the Board, to resign.

ARTICLE XII

Parliamentary Authority

The Board and its committees shall conduct their meetings in accordance with Robert's Rules of Order (revised, latest edition).

ARTICLE XIII

Disciplinary Action

Any Director may be removed from office at any time with or without cause by a two-thirds (2/3) vote of the Board. Any officer may be removed by the Board with or without cause, whenever in its judgment the best interest of the Corporation will be served.

ARTICLE XIV

SeniorsPlus Advisory Council

The role of the SeniorsPlus Advisory Council is to "advise continuously the area agency on all matters relating to the development of the area plan, the administration of the plan and operations conducted under the plan".

The SeniorsPlus Advisory Council will submit to the Board all recommendations, reports and findings for review and appropriate action.

Two (2) Board members shall be appointed by the Chairman to serve on the SeniorsPlus Advisory Council.

Amended February 27, 2012

Amended June 27, 2011

Amended June 28, 2010

Amended May 18, 2009

Amended September 29, 2008

Amended May 22, 2006

Amended October 25, 2004

Amended June 23, 2003

Amended June 26, 2002

Amended May 21, 2001

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