

Association By-Laws

Article I

NAME

The name of the organization shall be the Montana State Association of Senior Corps Directors.

Article II

PURPOSE

The purpose of the MSASCD is to build successful Senior Corps Projects statewide with unified association members through development of educational, financial and promotional support.

Article III

BOARD OF DIRECTORS

The membership shall constitute the Board of Directors.

Article IV

MEMBERSHIP

All Montana State Senior Corps Projects shall pay dues in order to maintain membership and to be eligible to receive the benefits of the MSASCD contingent upon satisfying the requirements of the Association's Bylaws. In the event where a project is without a regular director the sponsoring agency may appoint an interim director or representative to the Association until a regular director is in place. The appointed representative shall have full membership privileges in the Association if membership eligibility for the project has been satisfied.

The dues structure shall be defined by the Executive Committee and approved by simple majority vote of the membership.

Article V

OFFICES

The officers of the Association shall include a President, Vice-President, Secretary One, Secretary Two, Treasurer and Immediate Past President. These officers shall be the Executive Committee, which has the authority to act on behalf of the membership. The President, Vice President, and Secretary One's terms shall end in even numbered years. The Treasurer's term shall end in odd numbered years. No one person shall hold more than one office concurrently.

State Association members may serve up to six consecutive years in elected office. After six consecutive years members may not serve in any elected office for one year.

Term of office shall be for two years. Members shall be eligible to serve two consecutive two-year terms in the same office and a third in a different office. Members are eligible for re-election after a one-year absence from current office.

The President shall supervise the affairs of the organization. He/She may sign documents as authorized, preside at meetings of the membership, and appoint committees as needed.

The Vice-President shall, in the absence of the President perform the duties of the President. He/She may preside over meetings of the membership at the President's discretion and request.

The Treasurer shall be responsible for the Association funds and payments of all approved bills. The Treasurer and one of the other officers must sign checks. He/She shall carry out the duties described in "Checks, Deposits and Funds". The Treasurer as approved by the membership shall monitor the Association accountant.

Each year we will elect a Secretary for a two-year term. The first year Secretary Two shall perform duties prescribed under Secretary Two. The second year he/she shall perform the duties prescribed under Secretary One.

The Immediate Past President shall chair the nominating committee, support the President and serve on the Executive Committee. The term of office shall be for one year. In the absence of an Immediate Past President the President shall appoint a Nominating Committee Chair.

The Legislative Chair shall be appointed by the President and shall provide legislative guidance and update to the membership.

Article VI

EXECUTIVE COMMITTEE AUTHORITY AND RESPONSIBILITY

The Executive Committee members shall be the President, Vice-President, Treasurer, Secretary One, Secretary Two and the Immediate Past President. The President may appoint committee chairs and members to the Executive Committee.

The Executive Committee shall:

- Have authority to make decisions on behalf of the membership when such decisions are necessary and cannot be delayed until a meeting of the full membership.

- Have authority to make decisions on behalf of the membership when such decisions have been delegated from majority vote by the general

membership.
Approve election slates and oversee the election of officers.
Be responsible for monitoring contracts held by the Association.
Be responsible for preparing the Association budget for review and approval by the general membership.

Article VII ELECTIONS

Nominations shall occur in conjunction with the spring in-person meeting of the MSASCD. The nominee must be present to accept the nomination or the nominator must have signed letter of acceptance from the nominee.

Ballots shall be mailed following the spring in-person meeting, unless: 1) there is one hundred percent attendance at that meeting of those members authorized to vote or 2) there is only one candidate running in any position at the close of nominations. In that event secret ballots shall be distributed and returned during the meeting. Members not present may vote in an election by written proxy. To be elected as an officer, a candidate must receive a 2/3 "yes" vote. Absence of a "yes" will be considered a "no" vote. In the event no candidate receives the required 2/3 "yes" vote, the membership, as a whole must repeat the nomination process for that position.

Results shall be announced at the first regular scheduled full membership, phone conference meeting. The highest number of votes shall elect officers. Installation of officers shall occur in July of the election year.

All members in good standing of MSASCD may cast one vote per office.

Article VIII VACANCIES OF OFFICE

Meeting dates, locations and agendas shall be arranged by the Executive Committee. State meeting proceedings shall follow Robert's Rules of Order, except as provided for in the bylaws. Motions shall be passed by a simple majority of members present provided enough members are present to comprise a quorum of the entire membership. A quorum is fifty-one percent of the total membership. Members not present may vote on agenda items (distributed in writing prior to the meeting) by means of written proxy to any member in good standing.

The bylaws may be suspended for the duration of a meeting or session with a three quarter affirmative vote of the entire membership.

There shall be three types of meetings:

Meetings of the full membership shall be held a minimum of once a year. They shall be in conjunction with regional and national Senior Corps Conferences.

The Executive Committee as needed shall arrange full membership phone conference meetings.

Executive Committee shall arrange and conduct phone conference meetings as needed.

The Association shall meet at least once yearly and conduct at least two Executive Committee phone conferences each year.

Article X

CHECKS, DEPOSITS AND FUNDS

A checking account shall be maintained in a statewide financial institution. The Treasurer shall approve Association expenses invoices per written procedures and forward them to the Association President for distribution of payments.

Checks may be written for expenses approved by the membership or included in the line item budgets for grants awarded to the Association. The President and one Association officer must sign checks.

Deposits and accounting balancing shall be the responsibility of the Treasurer or their representative as approved by the membership. Bank statements shall be e-mailed to the President for review within ten days of receipt.

Article XI

AMENDMENTS

Proposed changes to these bylaws may be discussed at any meeting. These bylaws may be amended by the affirmative vote of at least 2/3 of the members of the Association who are present at any meeting providing those present are sufficient enough to represent a quorum of the entire membership. The proposed amendments shall be submitted in writing at least one day prior to the membership voting on said amendments.

These bylaws become effective after membership vote on October 31, 2000.

Amended on April 10, 2001