

BY-LAWS
FOR
SENIOR SERVICES OF CHAMPAIGN COUNTY ADVISORY BOARD

ARTICLE I – NAME

The name of this entity shall be Senior Services of Champaign County Advisory Board (hereinafter sometimes referred to as “The Advisory Board”, “SSCCAB” or the “corporation”).

ARTICLE II – PURPOSES

The following are the purposes for which this organization has been organized:

The corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of, nor be distributable to its members, trustees, officers, nor other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the previous paragraph. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, nor intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE III – OBJECTIVE

The objective of the SSCCAB shall be to function as a liaison between Champaign County seniors 60 years of age and older, Senior Services of Champaign County (SSCC) and the Champaign County Board. The Advisory Board shall:

Section 1. Conduct scheduled meetings open to the public.

Section 2. Receive and collect information to identify and study social, economic and psychological changes having implications for seniors in Champaign County.

Section 3. Sponsor, support and cooperate with other entities with similar objectives.

Section 4. Consider proposed activities and offer comments and suggestions.

Section 5. Hear reports about SSCC programs, fiscal data as well as distribution of funds. Offer comments and suggestions.

Section 6. Share information about senior programs and SSCC throughout Champaign County.

Section 7. Shall offer suggestions for grant applications including contact names and organizations.

ARTICLE IV – COMPOSITION

Section 1. Each member shall represent one or more of the following: rural or urban senior groups, the retirement community, social, health or human service agencies, volunteer programs, recreation programs and other such representation as may be deemed appropriate. The Advisory Board shall consist of 13 adult Champaign County residents. 51% of the membership must be at least 60 years of age or over. Members should be geographically representative.

Section 2. The SSCC Team Leader shall serve as an ex-officio member of The Advisory Board.

Section 3. Recommendations for nominees for appointments to the Advisory Board shall be submitted in writing to the Team Leader by groups or individuals to be reviewed by the Executive Committee of The Advisory Board. These nominees will meet the requirements stated in Article IV, Section 1, be constituents of Champaign County including representation of funder(s) and/or service providers of seniors in Champaign County. County procedures for appointments will be adhered to for action by the Champaign County Board.

Section 4. Terms of Appointed Member

1. Members of The Advisory Board shall be appointed to serve a (3) year term with 3-4 members' terms expiring each year. Each term will begin with the December meeting.

2. When a vacancy occurs in an unexpired term, the Chairperson of the County Board will receive nominations from the SSCCAB Nomination Committee following the process defined in Article IV Section 3.

ARTICLE V – OFFICERS

The officers shall include four (4) elected officers: the Chairperson, Vice-Chairperson, Treasurer and Recording Secretary.

Section 1. Terms of office of the elected officials will be one (1) year. An officer may be re-elected to serve consecutive terms.

Section 2. Qualifications: All elected officers shall be Advisory Board members and exhibit the traits identified in the position description of member’s qualifications and responsibilities.

Section 3. Vacancies shall be filled by Advisory Board members.

1. A vacancy in the office of Chairperson shall be filled by the Vice-Chairperson who shall serve as Chairperson until the next regular election.
2. A vacancy in the office of Vice-Chairperson, Treasurer and Recording Secretary shall be filled by nomination of the Executive Committee of The Advisory Board. The term of service shall be until the next regular election.

Section 4. Nominations:

1. The nominating committee shall consist of a Chairperson and three (3) members appointed by The Advisory Board. The SSCC Team Leader or designee will serve as staff liaison.
2. The nominating committee shall present its slate of candidates for election at the October meeting, at which time nominations from the floor will be accepted.

Section 5. Election:

1. Election shall be by majority vote at the December meeting.

Section 6. Duties of Elected Officers:

1. The Chairperson shall:
 - a. Organize and coordinate activities of The Advisory Board.
 - b. Insure that The Advisory Board fulfills its objectives.
 - c. Preside at The Advisory Board meetings.

- d. Present to The Advisory Board the annual calendar of meeting dates and events.
 - e. Work with The Advisory Board to present meeting agendas.
 - f. Appoint committees and representatives as necessary, and as recommended by the Executive Committee.
 - g. Provide an annual report to the Advisory Board.
 - h. Request progress reports and an annual report from committees and representatives.
 - i. Chair the Executive Committee; organize and coordinate the activities.
2. The Vice-Chairperson shall:
- a. Perform the function of the Chairperson in his/her absence.
 - b. Serve as a member of the Executive Committee.
 - c. Assist the Chairperson in organizing and coordinating the activities of The Advisory Board.
3. The Treasurer shall:
- a. Maintain all checking and savings accounts.
 - b. Provide written report to The Advisory Board at each Advisory Board meeting regarding the status of the accounts.
 - c. Complete all tax documents and reports in a timely manner.
 - d. Submit required reports to the appropriate state office in an appropriate time frame.
 - e. Sign checks for disbursements authorized by the Advisory Board during scheduled meetings or with the consent of the Executive Committee.
 - f. Serve as a member of the Executive Committee.
4. The Recording Secretary shall:
- a. Record minutes of the Advisory Board meetings.
 - b. Insure copies of minutes are available to be mailed with the board packet prior to the next board meeting.
 - c. Serve as a member of the Executive Committee.

ARTICLE VI – EXECUTIVE COMMITTEE

Section 1. The Executive Committee shall consist of the elected officers of The Advisory Board. The Chairperson shall organize and coordinate the activities of the Executive Committee and shall conduct formal meetings of the Executive Committee as necessary. Minutes of such meetings shall be distributed to The Advisory Board members.

Section 2. Responsibilities – The Executive Committee shall:

- 1. Perform the responsibilities delegated to it in these By-Laws.

2. Prepare the annual calendar of meetings and events and designate an annual meeting date.
3. In the event of an emergency, conduct business by mail and / or telephone. Between regularly scheduled or special meetings of The Advisory Board, the Executive Committee shall conduct such committee business as is urgent, except that the Executive Committee cannot modify any action taken by The Advisory Board. Any actions taken by the Executive Committee shall be presented to The Advisory Board at its next meeting for its concurrence or objection.
4. If a board member does not attend 3 consecutive Advisory Board meetings, the Executive Committee may ask for his/her resignation.

ARTICLE VII – MEETINGS OF THE ADVISORY BOARD

Section 1. All meetings of The Advisory Board and its Executive Committee shall be open to the public.

Section 2. The Advisory Board shall meet on a regular basis with public notice in advance.

Section 3. At any meeting at which a quorum is not present, the Advisory Board shall constitute itself a committee of the whole to take actions subject to approval by The Advisory Board at its next meeting. A quorum is one member more than one half of full membership.

Section 4. Motions and recommendations presented at meetings of The Advisory Board by its members shall be passed and authorized when a majority of members present vote affirmatively, except in the matter of amendments to these By-Laws (see Article VII Section 5).

Section 5. An amendment to the By-Laws of The Advisory Board may be presented by individual members or by the Executive Committee. A two-third majority of those voting shall be required for adoption of the amendment.

ARTICLE VIII – COMMITTEES

Section 1. The Advisory Board may appoint ad-hoc committees as necessary.

ARTICLE IX – FISCAL YEAR

The fiscal year of The Advisory Board shall be December 1 to November 30.

ARTICLE X - ADOPTION

The adoption of these By-Laws shall be by two-third majority of The Advisory Board membership.

ARTICLE XI – PARLIAMENTARY AUTHORITY

Robert's Rules of Order shall govern the proceedings of this organization in cases not provided for in these By-Laws.

ARTICLE XII – INDEMNIFICATION

The corporation shall indemnify any person who was or is a party or is threatened to be made a party to or witness in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a member, Director or an officer of the corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding to the fullest extent and in the manner set forth in and permitted by the Illinois General Not For Profit Corporation Act and any other applicable law, as from time to time in effect. Such right of indemnification shall not be deemed exclusive of any other rights to which such member, Director or officer may be entitled apart from the foregoing provisions. The foregoing provisions of this Article shall be deemed to be a contract between the corporation and each member, Director and officer who serves in such capacity at any time while this Article and the relevant provisions of the Illinois General Not For Profit Corporation Act and other applicable law, if any, are in effect, and any repeal or modification thereof shall not affect any rights or obligations then existing, with respect to any state of facts then or theretofore existing, or any action, suit, or proceeding theretofore, or thereafter brought or threatened based in whole or in part upon any such state of facts.

The corporation may indemnify any person who was or is a party or is threatened to be made a party to or witness in any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact that he is or was an employee or agent of the corporation, or is or was serving at the request of the corporation, as a member, Director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding to the extent and in the manner set forth in and permitted by the Illinois General Not For Profit Corporation Act and any other applicable law, as from time to time in effect. Such right of indemnification shall not be deemed exclusive of any other rights to which any such person may be entitled apart from the foregoing provisions.

WITNESS WHEREOF, the undersigned has executed these By-Laws for Senior Services of
Champaign County Advisory Board this _____ day of _____ 2011.

Attest:

Bonnie Vaughn – Chairperson

Date

Jim Kaiser – Vice- Chairperson

Date

Cathy Lentz – Recording Secretary

Date

Tami D. Fruhling-Voges - Treasurer

Date

06/06/1985
09/1990 Revised
10/1992 Revised
10/2003 Revised
08/2011 Revised