

# SALEM COUNCIL ON AGING. INC., TOWN OF SALEM

## BY-LAWS

### ARTICLE I – NAME

Section 1 The name of the organization shall be Salem Council on Aging, Inc., Town of Salem.

### ARTICLE II – PURPOSE

Section 1

- a. To be a unified group dedicated toward providing services to the elders of Salem, New Hampshire.
- b. To promote, develop and reinforce programs which support and enhance the health, well-being, dignity and independence of such residents; and
- c. To ensure that the group serves as an effective liaison between Senior Citizens within the community and the Board of Selectmen; and
- d. To provide services in the area of education, nutrition, health, counseling, recreation, volunteer/job opportunities and other areas deemed necessary or desirable by its members; and members; and
- e. To cooperate with and play an active role with other public and private agencies that provide physical, economical, psychological and social services for the elders.

### ARTICLE III – MEMBERSHIP

Section 1 The Council shall consist of seven (7) members who shall be appointed by the Board of Selectmen and in accordance with the provisions set forth and/or removed by the general laws of the Town of Salem as amended where applicable.

Section 2 The residency of the members of the Council shall be from the Town of Salem.

### ARTICLE IV – OFFICERS AND TERM OF OFFICE

Section 1 Officers shall be: Chairman, Vice-Chairman, Secretary, Treasurer and other officers as the Board may determine necessary.

Section 2 Members shall serve for three (3) years or until such time as their successors are duly installed.

### ARTICLE V – MEETINGS

Section 1 The Council shall meet monthly, unless a majority of vote of the Council deems otherwise.

Section 2 Special meetings, as required, will be called by the Chairman, or a majority of the members; and notification of members to be made by the Secretary.

Section 3 The majority of members attending regular and/or special meetings shall constitute a quorum.

## **ARTICLE VI – ELECTION OF OFFICERS**

- Section 1 Election of Council Officers will be held annually on the first scheduled meeting after April 1<sup>st</sup>. Officers elected will be as follows: Chairman; Vice-Chairman; Secretary; Treasurer and others deemed necessary by the Council.
- Section 2 A majority vote of the membership in attendance shall constitute election of officers for the ensuing year.

## **ARTICLE VII – DUTIES OF OFFICERS**

- Section 1
- a. The Chairman shall preside at all regular meetings. The Chairman shall appoint members of temporary committees as required.
  - b. The Vice-Chairman shall assist the Chairman and preside at regular meetings in the absence of the Chairman.
  - c. The Secretary shall maintain records and correspondence. The Secretary shall take minutes of all regular meetings and present a report, in writing, at the next regular meeting.
  - d. The Treasurer shall receive, care for, disburse and keep a record of all revenues received.

## **ARTICLE VIII – MEETINGS**

- Section 1 All meetings shall be conducted according to Roberts Rules of order.

## **ARTICLE IX – ATTENDANCE**

- Section 1 It is expected that all members shall attend meetings.
- Section 2 Any member missing three (3) consecutive meetings without reasonable excuse may be removed from the Council at the discretion of the Council members. They will be notified by letter that their term of office is terminated.

## **ARTICLE X – AMENDMENTS**

- Section 1 Amendments to the by-laws must be presented to the membership at least thirty (30) days prior to the next regular meeting to be acted upon, and can be accepted by a vote of two-thirds of the members present.

Created and Approved October(?) 1995

Amended June 20, 1996: Article 1, Section 1  
Article 3, Section 1  
Article 9, Section 2

Amended November 15, 2001: Article 5, Section 1  
Amended November 9, 2006: Article 5, Section 1

*Section 12 – Conflict of Interest*

*Individual Directors should be sensitive to their own personal conflicts of interest, as well as conflicts facing any fellow Director. The fact that a conflict exists does not necessarily mean the transaction cannot take place. At a minimum the Director with the conflict must fully disclose the nature of the transaction and the existence of the conflict, and then the remaining Directors must make a knowing determination with respect to the matters, which may include, but not be limited to, a vote with respect to the matter. In addition, they must be confident that the transaction is fair to the corporation and the potential effect of the transaction on the corporation's tax exemption should be reviewed.*

*Dissolution Provision (in Articles of Agreement, Article 4)*

*The provisions for disposition of the corporate assets in the event of dissolution of the corporation including the prioritization of rights of shareholders and members to corporate assets are:*

*In the event of dissolution, all of the remaining assets and property of the organization shall after payment of necessary expenses thereof be distributed to an organization which benefits senior citizens and is qualified under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or corresponding provisions of any subsequent federal tax laws, and in the absence of any such organization to the Town of Salem, a New Hampshire municipal corporation, or to the federal government or a State or local government for a public purpose subject to the approval of a Justice of the Supreme Court of the State of New Hampshire, if the same is required.*