



**BY-LAWS OF
CASTLE ROCK SENIOR ACTIVITY CENTER**

Approved

January 24th, 2019

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ARTICLE I – Identity and Purpose

1.01 Name of Organization

The name of this organization shall be Castle Rock Senior Center, Inc., operating in business as Castle Rock Senior Activity Center (CRSAC). Hereafter known as CRSAC. The address of Castle Rock Senior Activity Center is 2323 Woodlands Boulevard, Castle Rock, CO 80104.

1.02 Purpose of Organization

Castle Rock Senior Activity Center is a non-profit corporation and shall be operated exclusively for educational, social, and charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, or the corresponding section of any future Federal tax code. State Statutes are reviewed annually by the Executive Director.

Castle Rock Senior Activity Center's purpose is to:

- Provide educational, social, wellness and recreational programs for seniors living in Douglas County and other counties, as approved by the Board of Directors (BOD).
- Facilitate and provide for transportation needs of Douglas County seniors and others, as approved by the Board of Directors.
- Collaborate with members and other related organizations to establish program activities.
- Develop volunteer opportunities for all interested members in all aspects of programs and other areas.

All activities of the CRSAC shall be conducted on a non-discriminatory basis without regard to race, creed, color, religion, sex, sexual orientation, gender expression, national origin, age, ancestry, mental or physical disability, medical condition, genetic information, marital status, veteran status, or any other characteristic protected by law.

ARTICLE II - Memberships

2.01 Member – Current membership fee

- 50 years of age and older
- Member fees level when signing up for activities
- Membership in CRSAC leagues (if qualified)
- Voting rights
- Can serve on a committee or BOD position (if all qualifications are met)

2.02 Associate Member – Current membership fee (waived for employees)

- Staff, contractors/advisors or someone under 50 years of age (i.e., accountant, chair masseuse, reflexologist, attorney, wellness coordinator)
- Member fees level when signing up for activities
- Membership in select leagues
- No voting rights
- Cannot serve on a BOD position, but can serve on a committee

2.03 Scholarship – ½ of Membership Fee or \$0

- 50 years of age or older
- Member fees level when signing up for activities
- Membership in CRSAC Leagues (if qualified)
- Voting rights
- Can serve on a committee or BOD position (if all qualifications are met)
- Scholarships are reviewed and coordinated by the Executive Director and in compliance with grants and donations.

2.04 Honorary – No fee (for non-members, voted on by the BOD)

- Candidate can be nominated by any member, BOD member, or staff person. The completed form is to be given to Executive Director for consideration and presented to the BOD for approval.
- Usually reserved for government officials or other supporters of the CRSAC
- 1-year membership – renewable by the BOD each December
- Member fees level when signing up for activities
- Membership in CRSAC leagues (if qualified)
- No voting rights and cannot serve on the BOD

2.05 Lifetime – No fee (for members only, voted on by the BOD)

- A member in good standing who has dedicated a great deal of personal energy and time to the mission of the CRSAC. Should be a BOD member or leader in one of the supportive activities.
- Candidate can be nominated by any member, BOD member, or staff person. The completed form is to be given to Executive Director for consideration and presented to the BOD for approval. Member fees level when signing up for activities
- Membership in the CRSAC leagues (if qualified)
- Voting rights
- Can serve on a committee or BOD position (if all qualifications are met)

ARTICLE III – Board of Directors

3.01 Executive Board

The Executive Board (EB) of the CRSAC consists of the officers elected by the membership at large. These officers are the President, Executive Vice President, Membership/Outreach Vice President, Treasurer, Secretary, and Immediate Past President. Elected EB members must be in good standing for at least one year prior to election. Executive Board also serves as Board of Directors of the Senior Citizens Foundation.

3.02 Board of Directors

The Board of Directors (BOD) is the governing body of the Castle Rock Senior Activity Center (CRSAC) and consists of both elected and appointed members. Specifically, the BOD consists of the Executive Board (EB) plus the committee chairs appointed to serve. Elected and appointed BOD members must be in good standing for at least one year prior to election.

3.03 Committee Chairs

Committee Chairs are volunteer positions, subject to the approval of the EB. Committee Chairs will be designated by the EB based on the current or perceived needs of the organization. Committee Chairs will be appointed annually, subject to a six-year limitation.

3.04 Good Standing

A member is in “good standing” when all dues are current and paid in full, and the membership has not been suspended, for non adherence to policies or procedures.

3.05 Rules of Order

The EB may prescribe its own rules of order or procedure, not inconsistent with the provisions of these by-laws. In the absence of any such rules, the conduct of meetings shall be governed by the latest edition of Robert’s Rules of Order.

3.06 Duties

The business affairs of the CRSAC shall be under the direction and control of, and managed by, a Board of Directors (BOD), which shall exercise the CRSAC’s powers as a non-profit Colorado corporation as set forth in the Articles of Incorporation. (Also see 1.02)

In addition, the BOD members will act as trustees of the CRSAC’s assets and must exercise due diligence to oversee that the organization is well-managed and that its financial situation remains sound.

The EB also serves as Human Resources (HR) department for CRSAC staff. (Also see 9.03)

3.07 Board Meetings

- A. Regular BOD meetings may be scheduled once per month and shall be held on such day and hour as the BOD may determine.
 1. Reminders of monthly meetings will be printed in each monthly newsletter.
 2. Business conducted should include progress reports from committee chairs, and other business as appropriate.
 3. A quorum shall consist of a simple majority of BOD members, and must include at least three members of the EB.
 4. A majority of BOD members present and voting shall govern, except where a greater number is required by these by-laws. A proxy vote is not precluded.
(See also 3.09)
 5. The general membership shall be encouraged to attend and participate in discussion. Only BOD members may vote.

B. Special meetings of the EB may be called by the President or by any two members of the EB upon two days' notice.

1. A quorum shall consist of a simple majority of the EB members.

3.08 Resignation

Any BOD member's resignation shall be in writing, submitted to the President of the EB, to become effective at the time specified therein.

3.09 Proxies

A proxy of an absent BOD member can only be given to another voting BOD member (other than the BOD President) on any given subject to be discussed, and shall be in writing or email submitted to the BOD secretary, per Colorado Revised Statutes <https://leg.colorado.gov/agencies/office-legislative-legal-services/colorado-revised-statutes>. The proxy vote must specifically mention the meeting name, meeting date and to whom the proxy is being given.

3.10 Background Checks

It is mandatory that all Executive Board members and Committee chairs will be required to pass a background check before serving. Other Committee leaders and Committee members may also be required to pass a background check before serving as designated by the Executive Board.

3.11 Confidentiality

BOD members shall not discuss or disclose information about the CRSAC, its members or activities to any person or entity unless:

- such information is already a matter of public knowledge
- such person or entity has a verifiable need to know
- or the disclosure of such information is in furtherance of the organization's purposes or can reasonably be expected to benefit the organization.

BOD members shall use discretion and good business judgment in discussing the affairs of the CRSAC with third parties. Without limiting the foregoing, BOD members may discuss upcoming fundraisers and the purposes and functions of the CRSAC, including but not limited to accounts on deposit in financial institutions.

It is mandatory that all Executive Board members and Committee chairs will be required to sign a confidentiality agreement before serving. Other Committee leaders and

Committee members may also be required to sign a confidentiality agreement before serving as designated by the Executive Board

3.12 Compensation

Members of the BOD shall not receive any compensation for their services.

ARTICLE IV – Officers’ Election and Terms of Office

4.01 Executive Board (EB)

The EB will consist of the elected officers. The EB may meet and act in emergencies when immediate decisions or actions are required. In such cases a report is to be given to the BOD at the BOD’s next meeting. The President acts as the chairperson.

4.02 Nominating/Election Committee

The Nominating Committee is a volunteer three-person committee, named by the BOD, and chaired by the immediate past president. This committee shall convene approximately six months prior to the annual election.

The Nominating Committee shall supervise balloting in such a manner as to prevent any impropriety whatsoever, and adhere to the following:

- A. Recruit and present nominees to the EB at least four months in advance of the upcoming election.
- B. Affirm nominees are members of the CRSAC in good standing one year prior to election.
- C. Conduct and monitor the mail-in ballot process prior to the Annual Meeting.
- D. Formally announce election results at the Annual Meeting, and publish those results in the CRSAC newsletter.

4.03 Terms of Office

- A. The officers elected through the balloting procedure described above shall take office on January 1st of the following year.
- B. No officer shall hold more than one position at a time.
- C. Officers shall serve a term of two years, with a maximum service of two consecutive terms (four years) in their elected position.

- D. No officer shall serve more than two consecutive terms in the same office, unless the EB grants an exception. Officers serving an appointed position, their time in office does not start until they are elected to the position.
- E. After an officer resignation and replacement appointment by the BOD, the new appointee is eligible to run for the same office at next election.
- F. Committee chairpersons are term limited to six consecutive years. Committee Chairpersons appointment are renewed annually by the EB.
- G. Members of the EB are limited to eight consecutive years (i.e., serving in different positions) on the EB. This requirement may be waived by the EB for good cause.

ARTICLE V – Officers’ Duties and Power

5.01 President

The President shall be the Chief Executive Officer (CEO) of the CRSAC. The President shall preside at all meetings of the BOD. The President shall have general and active control of all business affairs of the CRSAC and general supervision of its officers and agents. The President is responsible for ensuring that position descriptions exist for all elected and appointed BOD members, as well as the CRSAC Executive Director.

5.02 Executive Vice President

The Executive Vice President assumes leadership of the BOD in the absence of the President.

The Executive Vice President leads the fundraising committee in support of fundraising efforts.

5.03 Secretary

The Secretary shall serve as custodian of all BOD documents. The Secretary is responsible for recording, distributing, and maintaining accurate documentation of all meetings.

5.04 Treasurer

The Treasurer shall serve as principal financial officer of the CRSAC; shall oversee all funds, securities, evidences of indebtedness and other personal property of the CRSAC; and shall deposit and conduct all financial transactions in accordance with the EB directives.

The Treasurer shall serve as Chairman of the Financial Committee.

5.05 Membership/Outreach Vice President

The Membership/Outreach Vice President will be responsible for coordinating with the CRSAC Board and Executive Director regarding new member contact and retention, and membership outreach to outside organizations. The Membership/Outreach Vice President will work with a committee to host membership open house meetings, determine and implement ways to increase member satisfaction and identify members with interests and skillsets to fill expected BOD vacancies in the future.

5.06 Immediate Past President

The Immediate Past President serves on the EB to bring continuity and history to the board. This person will not have voting rights, and but will attend EB and BOD meetings.

The Immediate Past President shall oversee and monitor the nominating committee.

5.07 Contracts

The EB may authorize any officer to enter into contracts on behalf of the CRSAC, including but not limited to contracts with the following:

- The Town of Castle Rock (i.e., location and services)
- A certified public accounting firm for financial services

ARTICLE VI – Board Member Removal and Vacancies

6.01 Removal and Recall

With sufficient reason demonstrated to the BOD, any elected officer may be removed from office by a majority vote of the EB. Removal or recall may be initiated by any one of the following actions:

- A. A resolution signed by three members of the EB. Any BOD member may be recalled and removed from office by a majority vote of the EB.
- B. A petition signed by 100 members in good standing for at least the last 90 days.

- C. Under some circumstances, a BOD member's removal may become automatic. If the BOD member is convicted of a felony, or charged with felony theft or embezzlement of funds, he or she cannot continue to serve as a BOD member.
- D. To initiate the recall process, at least ten percent of the CRSAC membership needs to call a special meeting and give notice of the meeting to all CRSAC members. A majority of the membership voting interests must vote to recall the BOD member. The BOD members must hold a BOD meeting within five days thereafter. The BOD then certifies the recall, and the member in question is recalled immediately and must turn over any and all records of the association in his or her possession within five business days.

6.02 Removal of Appointed Committee Chairs or Committee Members

Removal of appointed committee chairs will be coordinated by the EB:

- A. A majority vote from the EB will be needed for removal.
- B. Under some circumstances, a committee chair member's removal may be automatic. If a committee chair or committee member is convicted of a felony, or charged with felony theft or embezzlement of funds, he or she cannot continue to serve as a BOD member.

6.03 Vacancies

Any elected officer's position shall be filled for the balance of the term of office as follows:

- A. If the President is unable or unwilling to complete his or her term of office, the executive vice president will assume the position of President.
- B. For all other elected officer positions, the EB, by majority vote, shall appoint a successor.
- C. The appointee must hold membership in the CRSAC and be in good standing (as defined in Article III) for at least the prior 12 months.

ARTICLE VII – Finances

7.01 Fiscal Year

The fiscal year shall be the twelve months beginning on January 1st and ending on December 31st.

7.02 Checks and Drafts

All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the CRSAC, shall be issued with two signatures. All elected officers, the CRSAC Executive Director and accountant shall be authorized to sign such documents to expedite daily business.

7.03 Indebtedness

No loans shall be contracted on behalf of the CRSAC, and no evidence of indebtedness shall be issued in its name unless authorized by the EB.

7.04 Gifts

Any member of the BOD or the CRSAC Executive Director may accept on behalf of the CRSAC any contribution, donation, bequest, or materials that are useful to the CRSAC. Cash donations shall be formally documented and retained with the financial records.

7.05 Financial Records

The financial records of the CRSAC shall be closed at the end of the fiscal year and audited under the direction of an outside accounting firm designated by the EB.

7.06 Raffle Accounts

Raffle Accounts shall be administered by the rules set forth by the Colorado Secretary of State. The raffle account games manager license is held by the Executive Vice President and others as approved by the EB. Checks will be issued with two signatures. The Executive Director, Executive Vice President, Treasurer and Accountant are authorized check signers.

ARTICLE VIII – Membership Meetings

8.01 Annual Meeting

- A. There will be an all-membership meeting held each year between October 15 and November 21, at a date and time to be determined by the EB. Notice of the meeting and agenda shall be published in the CRSAC newsletter in each of the two months preceding the meeting.
- B. A quorum shall consist of those members present and at least three members of the EB.
- C. The treasurer will present the proposed budget for the upcoming year, to be approved and voted on by CRSAC members present.
- D. The EB President may review the on-going strategic plan.
- E. Other business may be transacted as appropriate.
- F. Results of the mail-in ballot votes of officers will be given to the EB. The election results and announcements will be the last item on the agenda.

ARTICLE IX – CRSAC Administration

9.01 CRSAC Executive Director Appointment

The EB shall employ a CRSAC Executive Director. The CRSAC Executive Director shall report to the EB.

9.02 Duties of CRSAC Executive Director

The CRSAC Executive Director shall:

- A. Perform duties as stipulated in the job description for this position.
- B. Coordinate, consult with and advise the members of the BOD.
- C. Enforce contractual agreements with CRSAC users and outside contractors in accordance with established policy and procedures.
- D. Participate in EB meetings as a non-voting member.
- E. Take responsibility for the entire grant process from application to administration.
- F. Interview and hire additional personnel as approved and determined by the EB.

9.03 Human Resources

The EB shall act as the Human Resource department for the CRSAC:

- A. The President and the Treasurer will determine annually the raise pool for budgeting and review purposes.
- B. The EB will conduct an annual review of the Executive Director. The Executive Director will be responsible for an annual review of each paid employee. The EB will review current job descriptions, update the Employee Handbook, and perform salary surveys every 3-5 years, or as needed.
- C. The Executive Director will be responsible for resolving employee issues; however, if the employee issue cannot be resolved at that level, then it should be brought by the employee and/or Executive Director to the President for resolution. It will be up to the President to involve the EB as needed.
- D. The EB will be responsible for the hiring and termination of the Executive Director. The Executive Director will involve the President in all staff hiring and termination decisions. It will be up to the President to involve the EB, as needed.

ARTICLE X – Conflict of Interest

10.01 Conflict of Interest

It is mandatory that all Executive Board members and Committee chairs will be required to sign a conflict of interest statement before serving. Other Committee leaders and Committee members may also be required to sign a conflict of interest statement before serving as designated by the Executive Board. In addition, documents including a Confidentiality Statement and BOD expectations are also required to be completed annually. (Also see 3.11)

ARTICLE XI – Indemnity, Liability and Insurance

11.01 Indemnity and Liability

The CRSAC shall indemnify its directors, officers, volunteers and employees acting in behalf of the CRSAC to the full extent permitted by Colorado law. The personal liability of directors, officers, volunteers and employees for monetary damages for breach of fiduciary duty is limited to the full extent provided by Colorado law, and such directors, officers, volunteers and employees shall not, as such, be liable for obligations of the CRSAC. Directors, officers, volunteers and employees shall not be liable for actions

taken or omissions made in the performance of corporate duties, except for wanton and willful acts or omissions.

11.02 Insurance

The foregoing shall not prohibit the BOD, by proper resolution, from procuring insurance coverage providing for payment of sums the directors, officers, volunteers and employees may be legally obligated to pay, and further providing reimbursement to the CRSAC for its indemnification in accordance with Colorado Law, or in accordance with any broader indemnification arrangements the CRSAC may provide, as long as such broader arrangements are not inconsistent with the provisions of such law.

ARTICLE XII - Amendments

12.01 By-Law Changes

These By-laws may be amended by:

- A. An EB member, in writing, at a regular BOD meeting
- B. A special EB meeting called for such purpose may introduce proposed amendments to the By-laws. Voting to approve or disapprove such changes shall take place at the next regular or special EB meeting.

The CRSAC By-Laws are made available to the public at:

<http://www.castlerockseniorcenter.org>

ARTICLE XIII – Dissolution

On the dissolution and permanent closure of the CRSAC, all its debts and liabilities shall be paid first according to their respective priorities and liabilities. Distribution of assets shall be to tax-exempt charitable organizations or governmental entities as deemed appropriate upon majority vote by the BOD.

Approved: 1-24-2019
Date

James A. Collins
President

James A. Collins
Printed Name

1-24-2019
Date

Sherry Fogleman
Secretary

Sherry Fogleman
Printed Name