



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

Approved January 24th, 2019

Amended May 17, 2019

Amended July 14, 2022

Amended May 18, 2023

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CASTLE ROCK SENIOR ACTIVITY CENTER**

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

- **Member** – Any person 50 years of age or older can join as a member. Members shall pay the current membership fee annually on the anniversary of their joining date. Members' rights are as follows:
 - Member fees level when signing up for activities
 - Membership in CRSAC leagues (if qualified)
 - The right to vote for executive board members (if they have been a member in good standing for at least 90 days prior to ballots being sent out)
 - Can serve on a committee or BOD position (if all qualifications are met)
- **Associate Member** – Staff, contractors/advisors or someone under 50 years of age (i.e., accountant, chair masseuse, reflexologist, attorney, wellness coordinator) may be added as an associate member by the BOD. Associate members shall pay the current membership fee annually on the anniversary of their joining date (fee waived for employees).
 - 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
- **Scholarship** – Certain members may receive a scholarship, which assists in paying for all or a portion of the membership fee. Scholarship members have all the same rights as Members. Scholarships are granted, reviewed, and coordinated by the Executive Director and in compliance with grants and donations.
- **Honorary** – CRSAC sometimes admits certain persons as Honorary Members. Admittance of Honorary Members is made by the BOD, and consideration occurs annually. Candidates can be nominated by any member, BOD member, or staff person by completing a form maintained by CRSAC. 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
 - The BOD can waive the membership fee for Honorary Members
 - Each honorary membership term will be determined by the BOD at the time membership is granted

- Member fees level when signing up for activities
 - Membership in CRSAC leagues (if qualified)
 - No voting rights and cannot serve on the BOD
- **Lifetime** –The BOD may award members in good standing, who have dedicated a great deal of personal energy, time, or resources to the mission of the CRSAC. Generally, a lifetime member would be a person who was a BOD member or a leader in one of the supportive activities. Admittance of Lifetime Members is made by the BOD, and consideration occurs annually.
 - Candidates can be nominated by any member, BOD member, or staff person by completing a form maintained by the CRSAC. The completed form is to be given to Executive Director for consideration and presented to the BOD for approval.
 - The BOD can waive the membership fee for Honorary Members
 - 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, Vice President - Membership/Outreach, Vice President - Transportation, Treasurer and Secretary. The EB also serves as Board of Directors of the Senior Citizens Foundation. The Immediate Past President, if invited by the newly elected EB, will also serve as a non-voting member.

Qualifications: Elected EB members must be

1. a member in good standing for at least one year prior to nomination,
2. must have served in one of the listed volunteer positions with the CRSAC (which work must have been for a cumulative period of at least one year), which provides the candidate with insight into the

inner workings of the CRSAC. Volunteer positions include: driver, serving on a Board Committee, serving as a Committee Chair, or guest services. Any candidate for treasurer must have served on the finance committee for at least one year. This volunteer work can be cumulative and non-sequential, so long as the volunteer work occurred within the last four years (e.g., can serve as a driver for 6 months, take a year off, then serve on a committee for 6 months).

3. Pass a background check.

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 nomination or appointment.

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 term limitation.

3.04 Good Standing

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

3.05 Loss of Membership

Membership will automatically terminate on the resignation, suspension, expulsion, or death of a member. Upon termination, all rights, title, and interest of the member in the CRSAC shall cease.

A. Resignation. A member may resign at any time by submitting a resignation in writing to the CRSAC that specifies at the time specified therein, or immediately upon submission to the CRSAC if no time is specified.

B. Suspension or Expulsion. Members may be suspended or expelled due to:

1. The executive director has authority to temporarily suspend any member's right to participate in activities, including volunteering, for a period of up to one month, for failure to abide by the Code of Conduct or for unethical behavior. This temporary suspension is not appealable.
2. Failure to pay membership dues by the due date.
3. Failure to abide by the Code of Conduct contained in the membership application, or for unethical behavior.
4. Upon good and sufficient reason by any of the following:
 - Resolution by a majority vote of the BOD.
 - Petition by 15 members in good standing submitted to the BOD requesting action be taken in the expulsion or suspension of the member. The BOD shall respond in writing to petitioners concerning the action the BOD will take regarding the petition.
5. In addition, the following procedures shall be followed:
 - Not less than 14 days before the effective date the affected member shall be given, in person or by mail, written notice stating the reason for the proposed removal. If notice is given by mail, it shall be deemed delivered 3 days after it was mailed.
 - At least 7 days after the document has been delivered, a hearing shall be held by the BOD to discuss the charges. In case where the removal was based on a petition of other members, those members may be present at the hearing.
 - 7 days after the hearing, the BOD will provide the affected member with written notification stating the findings and decision of the BOD.

6. Appeals. A member may appeal their suspension or expulsion to the BOD for a period of six months after the effective date. The appeal shall be in writing, stating why the member should be reinstated and delivered to the Board.
 - Not less than 14 days after receipt, the BOD shall convene and determine how the appeal will be handled and set a reasonable timetable for the Board to hear the appeal. The suspended or expelled member shall have the opportunity to orally present their arguments; and then shall be excused from the meeting.
 - The BOD shall then determine if there are grounds for reinstatement, and the affected member will be given a written response to the appeal stating the findings and decision.

7. Reinstatement: A member will be reinstated immediately upon payment of annual dues, if suspended for non-payment. A member will be reinstated immediately upon resolution of the suspension or expulsion, if applicable. All membership rights will begin anew upon payment or resolution. Members who are suspended or expelled for cause and are not successful in resolving the issues causing the suspension or expulsion may not reapply for membership for a period of 2 years.

3.07 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.

3.08 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)

3.09 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.
 - 5. The general membership shall be encouraged to attend and participate in discussion. Only BOD members may vote.
 - 6. Special meetings of the EB may be called by the President or by any two members of the EB upon two days' notice.
 - 7. A quorum shall consist of a simple majority of the EB members.

3.10 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.

3.11 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 Committee Chairs and Executive Board members pass a background check before serving. Any candidate for elected office must pass the background check before they are allowed to be on the ballot. 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 Elections

Elections for open positions on the EB shall occur annually during the month of November, with ballots being mailed the Monday of the fourth week of October and the election remaining open until close of business on the Tuesday of the third week of November. Any member in good standing who is qualified may run for office by filling out an application for the position he or she wishes, in which they must certify that (1) they have been a member in good standing for at least 1 consecutive year; (2) that they meet the qualifications for the position set forth in the bylaws, (3) that they have completed the background check or will complete one ASAP; and (4) that they will abide by the Election Procedures and Campaign Procedures. Applications must be submitted to the Executive Director or BOD by the first Friday of August of each year. If there is only one qualified candidate for an open position, the election will be cancelled, and the qualified candidate will be deemed elected.

The Nominating Committee shall present Election Procedures and Campaign Procedures to the BOD for approval. All candidates must follow the rules and policies set forth in those Procedures.

Elections shall occur by mail in ballot. No later than the Monday of the fourth week of October, the Executive Director, in coordination with the Nominating Committee, shall send a ballot to all members with voting rights (as defined above) who are currently in good standing and who have been a member in good standing since at least August 1 of that current election year.

Approximately six months prior to the annual election, the BOD shall appoint the members of the Nominating Committee. Prior to the close of the election, the BOD shall also appoint the Election Committee, which shall consist of the Nominating Committee Chair and at least 2 non-CRSAC members, which shall count the ballots and reject all noncompliant ballots, all in compliance with the Bylaws and the Election Procedures. The Nominating Committee and Election Committee members may not include any person who is a candidate for the upcoming election. These committees will be chaired by the immediate past president, if invited by the BOD; otherwise, the BOD will designate a chair. The duties of the Committees shall be determined by the BOD and set forth in

Campaign Procedures and the Election Procedures.

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 board position at a time.
- C. Elected 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. For 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 Vice President - Membership/Outreach

The Vice President - Membership/Outreach 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 Vice President - Membership/Outreach 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 skill sets to fill expected BOD vacancies in the future.

5.04 Vice President - Transportation

The Vice President -Transportation will be responsible for the planning, oversight and maintenance of the Center's fleet of vehicles and will provide monthly reports to the board. The Vice President – Transportation will work with the Executive Director on fleet management, ensuring the fleet meets the short-term and long-term needs of the transportation program, and advising the Board on the long-term planning of the transportation program and the fleet needs of the Center.

5.05 Treasurer

The Treasurer shall serve as principal financial officer of the CRSAC; shall oversee all funds, securities, evidence 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.

5.06 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.

5.07 Immediate Past President

The Immediate Past President position is a position that serves at the invitation of the newly elected EB and will serve on the EB and BOD to bring continuity and history to these boards. This person will not have voting rights but should attend EB and BOD meetings and fully participate in discussions, especially those issues that originated during his/her presidency.

If invited to do so by the BOD, the Immediate Past President shall oversee and monitor the Nominating committee.

5.08 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 150 members who have been members in good standing for at least the 90 days prior.
- 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 or misdemeanor of theft or embezzlement of funds, he or she shall immediately be terminated as a BOD member

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 or misdemeanor theft or embezzlement of funds, he or she shall immediately be terminated as 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 for the remainder of the term.
- B. For all other elected officer positions, the EB, by majority vote, shall appoint a successor for the remainder of the term.
- C. The appointee must hold membership in the CRSAC, be a member in good standing for at least the prior 12 months, and meet the other qualifications set out in Section 3.01.

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. The BOD may reject any gift if it determines that the gift is not in the best interest of the CRSAC

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 November 1 and November 30, 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 Executive Board 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

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: 5/18/23
Date

5/18/23
Date

PA Turney
President

Sherry Fogle
Secretary

PHYLLIS TURMEY
Printed Name

Sherry Fogleman
Printed Name