HILLSDALE COUNTY SENIOR SERVICES CENTER, INC. BYLAWS

A Michigan Nonprofit Corporation

By-Laws adopted as of 2/22/83

Reviewed and Approved: 10/6/88

Reviewed and Approved: 7/20/00

Reviewed 7/17/03 and Approved 1/15/04

Reviewed 12/12/05 and Approved 1/23/06

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Reviewed 11/2/10 and Approved on 11/22/10

Reviewed 2/4/14 and Approved on 4/28/14

Revised 2/23/15 and Approved on 3/30/15

Revised 2/24/24 Approved on 9/24/24

I. NAME, LOCATION AND RESIDENT AGENT(S)

A. This corporation (the "Corporation") shall be known as the Hillsdale County Senior Services Center, Inc. ("HCSSC"). The Corporation shall also be referred to as "Perennial Park" and the "Center".

B. The corporation identification number (CID) assigned by the Corporations Division of the Licensing and Regulatory Affairs (LARA) is 800826864.

C. The location of its registered office is 320 W. Bacon Street, Hillsdale, Michigan 49242.

D. The Resident Agent(s) shall be the Finance Director or Executive Director of HCSSC.

II. PURPOSE AND GOALS

A. The purpose of the organization is to support and promote a means for maintaining a Senior Center in order to achieve specific goals, based on the needs and interests of older persons. Individuals to be served include those fifty (50) and older except for those programs which requires participants to be: (i) sixty (60) years of age or older, (ii) those physically or mentally challenged, (iii) those with special needs, and (iv) by associated affiliation for those interested in using HCSSC facilities and/or programs who do not fall under the classification of "older persons". Whenever the document refers to "older persons" it is to include those specifically identified above within the service area of Hillsdale County. This is to be done in accordance with the standards set forth by the National Institute of Senior Centers.

B. The goals of the organization are:

1. To help older persons understand the normal development processes of aging.

2. To provide a social group of peers with whom older persons can interact, receive gain encouragement and support, and enjoy the warmth of caring and sharing.

3. To assist older persons with their continued growth and development through programs and services that allow them to remain at home, independent, healthy, and involved in the community.

4. To give older persons a chance to make, and to be part of the decision-making process on matters in which they have a vital interest.

5. To promote the welfare of the community through the volunteer efforts of older persons.

6. To enable older persons the opportunity to spend time in an environment which promotes respect, trust, and independence.

7. To seek out a variety of funding sources

8. To increase and encourage the participation of minority, low income, physically or socially handicapped, rurally isolated persons, and older persons in all services provided through HCSSC.

III. NON-PROFIT CORPORATION

A. The Corporation is a Michigan nonprofit corporation that is exempt from federal income tax as a charitable organization under section 501(c)(3) of the Internal Revenue Code.

B. The Corporation has not been formed for pecuniary profit or gain. None of the Corporation's assets, income or profit may inure to the benefit of officers, directors or any other person to whom inurement is prohibited by law. The Corporation shall have the authority to obtain needed financing to fulfill stated mission of organization and the Corporation's purpose.

C. 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, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. The Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code.

IV. BOARD OF DIRECTORS

A. The Board of Directors ("BOD", or "Board") shall consist of a minimum of nine (9) and a maximum of fifteen (15) individuals ("Directors"). The BOD shall include one (1) County Commissioner designated by the Hillsdale County Board of Commissioners, countywide citizenry demographically weighted in favor of the older population, and community representatives with specific areas of expertise. New Directors are to be elected by a majority vote in January at the annual BOD meeting.

B. A Director's term of office shall be for three (3) years and is staggered so that a minimum of three (3) Directors are elected to the BOD each year in January at the annual Board meeting. A Director may serve two consecutive three-year terms and is then required to take a one (1) year absence before being eligible for re-election to the BOD. Directors filling a Board vacancy are eligible to serve two three-year terms in addition to the interim period.

C. Governance Responsibilities: The BOD shall be responsible for the development and maintenance of governing policies for all aspects of organizational operations and ensure compliance with nonprofit best practices. In addition, the BOD shall be responsible for the Executive Director evaluation, financial stewardship, fund development, strategic direction, self-governance, and program evaluation period.

D. The Directors shall not engage in acts of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, nor retain any excess business holding as defined in Section 4943(c) of the Internal Revenue Code, nor make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Internal Revenue Code, nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

E. Ten (10) BOD meetings are scheduled per calendar year. A Director must notify the Board President or Executive Director if the Director is going to be absent for a Board meeting. The decision whether to remove, or ask for the resignation of, a Director with excessive absences shall be left to the Nominating/Personnel/Recruitment ("NPR") Committee.

F. Every effort shall be made to fill BOD vacancies as soon as possible. The NPR Committee shall present nominees for any vacant BOD position to the general BOD at a regularly scheduled Board meeting for final approval.

G. A Director may request a leave of absence for extenuating circumstances. The leave shall be authorized by the Executive Committee.

H. Directors may resign at any time by submitting written notice to the Board President. Resignation is effective immediately without regard to BOD approval.

I. Any Director may be removed from office for cause by vote of a majority of the Directors present and voting on such question.

V. HONORARY BOARD MEMBER

A. Honorary Board Membership is specifically for Directors who served on the BOD with distinction. Honorary Board members are allowed to serve and:

1. May participate in Board meetings without voting.

2. May be asked to serve on the Board as an active Board member during any approved "leave of absence" by a current Director or if a Board member resigns, or is unable to fulfill their term, at which time they would have voting privileges.

3. May be asked to serve if the BOD is not at full capacity or to fill a vacated Board term, at which time they would have voting privileges.

4. Honorary Board Members shall be evaluated annually by the NPR Committee.

VI. BOARD ADVISORY COMMITTEE

A. Any Hillsdale County resident or Committee member may serve in an advisory capacity for HCSSC upon BOD request as referenced in Section X.

VII. BOARD OFFICERS

A. The officers ("Officers") of this Corporation shall be:

1. President

2. Vice-President

3. Secretary

4. Treasurer

VIII. OFFICER TERMS

A. Officers are to be elected by the general membership at the annual meeting in January.

B. Each Officer shall serve until his or her successor is elected, or until his or her earlier resignation or removal.

C. Any Officer of the Corporation may be removed at any time, with or without cause, by a majority vote of the Directors.

D. Any Officer may resign such office at any time by giving written notice of such resignation to any Officer of the Corporation.

E. Each Officer may serve more than one year.

F. The Board President completing two consecutive, three-year terms are encouraged to complete another year without voting privileges to assist the incoming BOD President.

IX. EXECUTIVE/FINANCE COMMITTEE

A. The Executive Committee shall consist of the elected Officers and appointed members of the BOD to meet as necessary to fulfill the needs of the Corporation.

B. The Finance Committee shall consist of the elected Officers and appointed members of the members of the BOD and shall meet monthly.

X. STANDING COMMITTEES

A. Standing Committees shall be appointed by the BOD President as needed, but must include Finance, Executive Committee, Nominating/Personnel/Recruitment Committee Membership on the Standing Committees may include advisory positions of non-board members who are staff and/or residents of Hillsdale County upon BOD request.

XI. DUTIES OF OFFICERS

A. Board President: The Board President presides over Executive Committee, Nominating/Personnel/Recruitment Committee and BOD meetings, including the annual meeting. The Board President shall have such other duties and powers as the Board specifies.

B. Vice President: The Vice President shall preside when present at all meetings of the BOD and in the Board President's absence. The Vice President shall perform such other duties as assigned by the Board President.

C. Secretary: The Secretary shall approve the minutes of all Board and Committee meetings with assistance from staff; shall record minutes of such meetings in books kept for that purpose; shall have custody of the records of the Corporation; and shall perform such other duties as may be specified from time to time by the Board. The Secretary oversees adherence to governing documents and ensures organization documents are properly managed. The Secretary may serve as the Chair of the Advisory Committees.

D. Treasurer: The Treasurer shall serve as chair of the Finance Committee and oversee fiduciary responsibilities of the organization. The Treasurer shall perform such other duties as may be specified from time to time by the Board.

XII. MEETINGS

A. The President shall preside at all Executive Committee, Nominating/Personnel/Recruitment Committee, and BOD meetings.

B. In the absence of the President, the Vice-President shall assume leadership responsibilities followed, if necessary, by the Secretary, then Treasurer.

C. The annual meeting of the BOD shall be held in January.

D. A quorum for voting purposes shall be 50% + 1 of the membership at all Board Meetings and three (3) members at Committee meetings.

E. Regular meetings of the BOD shall be held monthly except for July and December, when no meetings shall be held.

F. The Executive Committee shall meet upon the call of the BOD President or in his/her absence, by the Vice President.

G. The Standing Committees shall meet as needed, but no less than twice a year.

H. Any Director may participate in a meeting by means of conference telephone, video conference or other reasonable means of remote communication by which all persons participating in the meeting can communicate with each other. Virtual participation in a meeting constitutes presence in person at the meeting.[1]

I. Any action required to be taken at a meeting of the Directors may be taken without a meeting if a written consent, stating the action so taken, shall be signed by all Directors who are entitled to vote with respect to such action.[2]

XIII. PERSONAL LIABILITY OF BOARD OF DIRECTORS

A. A volunteer director (as defined in the Michigan nonprofit corporation act) of the Corporation shall not be personally liable to the Corporation, or its members, for monetary damages for a breach of the Director's fiduciary duty incurred in the good faith performance of the volunteer director's duties. However, this section shall not eliminate or limit the liability of the Director on any of the following:

1. A breach of the BODs duty of loyalty to the Corporation or its members.

2. Acts or omissions not in good faith, or those that involve intentional misconduct or a knowing violation of the law.

3. A transaction from which the Director derived an improper personal benefit.

4. An act or omission that is grossly negligent.

B. Any repeal or modification of this Article shall not adversely affect any right or protection of any Director of the Corporation existing at the time of, or with respect to, any omissions occurring before such a repeal or modification.

C. The Corporation assumes all liability to any person other than the Corporation or its members for acts or omissions of a volunteer Director incurred in the good faith performance of Directors duties as such.

XIV. INDEMNIFICATION OF DIRECTORS AND OFFICERS [3]

A. Third Party Proceedings: The Corporation has the power to indemnify a person who was or is a party, or is threatened to be made a party to a threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal (other than an action by or in the right of this Corporation) by reason of the fact that the person is or was a director, officer, volunteer, employee, or agent of the corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent, against expenses (including attorneys' fees), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by that person in connection with the action, suit or proceeding if: (i) that person acted in good faith and (ii) in a manner reasonably believed by that person to be in or not opposed

[1] Note to Draft: Confirm on remote presence at meetings and whether utilized.

[2] Note to Draft: Confirm. We would recommend in case an action needed to be taken between or without a meeting.

[3] Note to Draft: Overall clean-up of this section and streamline of intent and sections. Please review and can discuss further as would be helpful.

to the best interests of the Corporation, and (iii) with respect to a criminal action or proceeding, if that person had no reasonable cause to believe that the conduct was unlawful. The termination of an action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner reasonably believed by that person to be in or not opposed to the best interests of the Corporation and, with respect to a criminal action or proceeding, had reasonable cause to believe that the person's conduct was unlawful.

B. Derivative Shareholder Liability: The Corporation has the power to indemnify a person who was or is a party to, or is threatened to be made a party to a threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that the person is or was a director, officer, employee, volunteer or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent, against expenses (including actual and reasonable attorneys' fees) and amounts paid in settlement incurred by that person in connection with the action or suit if that person acted in good faith and in a manner reasonably believed by that person to be in or not opposed to the best interests of the Corporation. However, no indemnification shall be made for a claim, issue or matter in which such person shall have been found to be liable to the Corporation unless and only to the extent that the court in which such action or suit was brought has determined upon application that, despite the adjudication of liability but in view of all circumstances of the case, that person is fairly and reasonably entitled to indemnification for the expenses which the court considers proper.

C. Determination of Indemnification:

1. Indemnification under this Section, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director or Officer is proper in the circumstance because the individual has met the applicable standard of conduct set forth above. This determination shall occur within thirty (30) days after a written claim for indemnification has been received by the Corporation and shall be approved in one of the following ways:

a) By a majority vote or a quorum of the BOD consisting of Directors who were not parties to the action, suit or proceeding;

b) If the quorum is not obtainable, then by a majority vote of a Committee of Directors who are not parties to the action. The Committee shall consist of not less than three (3) disinterested Directors; or

c) By independent legal counsel in a written opinion.

2. If a person is entitled in indemnification for a portion of expenses including attorney's fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount thereof, the Corporation shall indemnify the person for the

portion of the expenses, judgments, penalties, fines, and amounts paid in settlement for which the person is entitled to be indemnified.

D. The indemnification provided in this Section shall continue as to a person who has ceased to be a director, officer, employee, volunteer or agent and shall inure to the benefit of the heirs, executors and administrators of any deceased or former director, officer, employee or agent who would have been entitled to indemnification.

E. Liability Insurance: The Corporation may purchase and maintain Directors and Officers and commercial general liability insurance with such limits to be determined by the Board.

XV. DISSOLUTION

A. Dissolution of Corporation: A dissolution of the Corporation shall be authorized by the affirmative vote of two-thirds[4] of Directors then in office. Notice of the meeting to authorize the dissolution shall be given to each Director then in office not less than ten (10) days before the meeting and shall state that the purpose of the meeting is to vote on dissolution of the Corporation. If the dissolution is approved, the Corporation shall cease to conduct its affairs except as may be necessary for the winding up of the Corporation.

B. Distribution of Assets: Upon the dissolution of the Corporation, the BOD shall, after paying or making provision for the payment of all liabilities of the Corporation, assets shall be distributed for one or more exempt purposes under section 501(c)(3) of the Internal Revenue Code, or 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 the Court of Common Pleas of Hillsdale County, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. Notwithstanding the foregoing, any remaining unused and unobligated funds and equipment purchased by funding sources provided by Hillsdale County from certain Capital Improvement Bonds (or other such funding sources from time to time) shall be distributed in accordance with the terms of such agreements then in place at the time of dissolution.

XVI. AMENDMENTS AND REVISIONS

A. These Bylaws may be amended, supplemented, or repealed by recommendation of the Executive/Finance Officers, and a majority vote of the quorum of the BODs at any regular monthly Board meeting given.

[4] Note to Draft: Confirm or discuss method for dissolution, majority vote, 2/3, unanimous, etc.

CERTIFICATE

I, Joseph C Morris, President of the Board of Directors of Hillsdale County Senior Services Center, Inc., a Michigan non-profit corporation, hereby certify that the foregoing Bylaws are the Bylaws of that Corporation as of 9/24, 2024.

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Approved by the Board of Directors on: September 24, 2024

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