

**CONSTITUTION AND BY-LAWS  
OF THE  
SHADE COMMUNITY CENTER ASSOCIATION  
Approved 12-16-16**

**Article I. Name and Purpose**

**Section 1. Name**

The name of this organization is the Shade Community Center Association (SCCA).

**Section 2.** The Shade Community Center Association is a non-profit association under section 501(c) (3) of the Internal Revenue Code.

**Section 3. Purposes**

The purposes of this Association are: 1) to maintain and preserve the Shade School building, located in Lodi Township, County of Athens, in the Appalachian region of the State of Ohio; 2) to oversee the perpetual care of said building; and 3) to provide a facility for instruction and training to the public for the purpose of improving personal and professional development.

Specific purposes include providing:

(A) Meeting and activity space for the Shade Senior Citizens Association.

(B) Facilities for youth activities such as sport programs, computer lab, tutoring programs, family-oriented programs.

(C) Facilities to individuals or organizations conducting social activities such as family reunions, receptions, and fund-raising events.

(D) Facilities to house local historical artifacts and displays.

(E) Facilities for civic activities such as an election site, holiday programs and public functions.

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

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the organization 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 purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**Article II. Active Status, Membership, Voting Privileges and Dues**

**Section 1. Active Status**

To remain on active status, the SCCA is required to maintain a dues paying membership of not less than ten (10) persons.

**Section 2. Membership**

(A) Membership is accomplished by application and payment of dues to the Corresponding Secretary and by the applicant's acceptance of the By-Laws and Standing Rules of the SCCA.

(B) Membership includes four (4) categories: lifetime, family, individual, and affiliate (for groups).

- (1) Lifetime is any family or individual who pays the current lifetime fee for membership.
- (2) Family membership is any group of persons living together as a family unit with at least one person 18 years of age or older, with or without children under 18 years of age. Children 18 years and older **MUST** apply for an individual membership, even if they still reside with parents/guardians.
- (3) Individual membership is any person 18 years of age or older.
- (4) Affiliate membership is an organization or business that joins as a group. Affiliate members are **NOT** entitled to hold any office in the SCCA.
- (C) No member may be expelled from the SCCA without due process before an arbitration committee appointed by the President. In the event of a conflict of interest between the Arbitration Committee and the members, the SCCA may wish to obtain an arbitrator from the Athens Area Mediation Service.

### Section 3. **Voting Privileges**

- (A) The membership categories are entitled to voting privileges as follows:
  - (1) Individual lifetime membership is entitled to one voting representative. Said representative must be 18 years of age or older, and must be identified to the corresponding secretary at the time of application or renewal.
  - (2) Family lifetime membership is entitled to two voting representatives. Said representatives must be 18 years of age or older, and must be identified to the corresponding secretary at the time of application or renewal.
  - (3) Family membership is entitled to a maximum of two voting representatives. Said representatives must be 18 years of age or older, and must be identified to the corresponding secretary at the time of application or renewal.
  - (4) Individual membership is entitled to one vote.
  - (5) Affiliate membership is entitled to one voting representative. Said representative must be identified to the corresponding secretary at the time of application or renewal.
  - (6) New memberships received after September 1 will not have voting privileges for election of officers until January first of the following year.

### Section 4. **Dues**

- (A) Membership dues will be established annually by the Association Officers and will be for a full calendar year.
- (B) Dues shall be due and payable in full on January 1<sup>st</sup> of each year. Dues must be paid in full by February 28<sup>th</sup> of each year, or membership is considered terminated. During the two month grace period, all voting privileges will be suspended, pending payment of dues.
- (C) New memberships received on or after June 30 are considered active with the new member(s) receiving all benefits commencing on date of payment with the following exception: voting privileges for election of officers (see Article II, Section 3, Item 6 above). Memberships received after June 30 shall be assessed 50% of the annual dues.
- (D) Membership dues may only be changed by a majority vote at a regular meeting of the SCCA, pursuant to the Standing Rules.
- (E) Annual dues for residents of Lodi Township shall be half the regular rate, as long as the tax levy is in place.

## **Article III. Officers and Duties**

- Section 1. (A) **President.** The President is the chief executive of the SCCA. The President presides over meetings according to Robert's Rules of Order, appoints ad-hoc committees, and with the advice and consent of the Officers appoints persons to serve on the Executive Board, persons to fill any vacancies of elected offices and other non-elected positions.
- (B) **Vice President.** The Vice President assumes the office of the President in the event of a vacancy occurring therein, during the temporary absence of the President or if the President vacates the chair during a meeting. The Vice President may also be required to assist the President in his or her duties.
- (C) **Recording Secretary.** The Recording Secretary shall be responsible for administrative records, reports, minutes of meetings, and other administrative business of the SCCA. Records will be filed by year and maintained in hard copy at the center.

- (D) **Corresponding Secretary.** The Corresponding Secretary shall handle all SCCA correspondence, maintain a current membership list as well as keep the membership informed regarding meetings, and other current events. The Corresponding Secretary will provide new members with copies of the SCCA By-Laws and Standing Rules.
- (E) **Treasurer.** The Treasurer shall be responsible for the finances of the SCCA, including depositing income to and paying obligations from the Association checking account, and maintaining accurate records. The Treasurer will provide a financial report at each monthly meeting, reflecting the beginning balance; itemized revenue and expenses; and ending balance for the month.
- (F) **Executive Board.** The duties of the Executive Board are to advise and counsel the officers in the operations of the Center, and make emergency decision in situations when the membership cannot be consulted in the normal schedule of business. Non-emergency Board decisions shall be presented to and voted on by the membership.

#### **Article IV. Election of Officers**

##### **Section 1. Frequency**

Election of Officers shall be held each year at the December meeting.

##### **Section 2. Terms of Office**

Elected Officers shall be installed at the first meeting in January of the year immediately subsequent to the time of election for one year term ending the 31<sup>st</sup> of December. Any officer elected or appointed, who misses three (3) consecutive meetings shall forfeit his or her office, taking extenuating circumstances into consideration.

##### **Section 3. Nominations**

- (A) The President will appoint a Nominations/Elections Committee consisting SCCA members by August to be announced at the September meeting. Nominees for office must be members of the SCCA, have reached their eighteenth birthday by October 31<sup>st</sup> of the current year and must have been members by March 1<sup>st</sup> of the current year. Nominees have the right to refuse any nomination.
- (B) Nominations for elected office will be taken from the floor at the October meeting of the election year, and together with any nominations provided by the election committee, are reported to the chair and membership at the November meeting.
- (C) Acceptance of nominations will end on the date of the regular October meeting and candidates' names with a short biography of each will be published in the November SCCA newsletter.

##### **Section 4. Voting for Officers**

- (A) Voting will take place at the December meeting of the election year. The voting will be conducted by paper ballot. The Nominations/Elections Committee will officiate at the elections.
- (B) To win an election a candidate must have a majority of the ballots cast. If a majority is not received, a new vote must be taken.

#### **Article V. Meetings**

*Note: All business meetings will be conducted according to Robert's Rules of Order.*

##### **Section 1. Regular Meetings**

- (A) Regular meetings of the membership of SCCA are to be held monthly.
- (B) The dates, times, and place of these meetings will be set by the Executive Board, subject to approval by the membership.
- (C) Notice of each regular meeting shall be given not less than two weeks in advance.

##### **Section 2. Executive Board Meetings**

- (A) The President shall call at least two (2) Executive Board meetings per calendar year.
- (B) The dates, times, and place of these meetings shall be set by the Executive Board and must be announced to the membership at large at least two (2) weeks prior.
- (C) Any member of the Executive Board may call for a meeting of the board.
- (D) Minutes of these meetings will be given at the next regular meeting.

### **Section 3. Special Meetings**

- (A) Meetings shall be at such dates, times, and places as the Executive Board shall determine and must be announced to the membership at large at least one (1) week prior, unless the nature of the meeting requires immediate action by the Executive Board.
- (B) Minutes of these meetings will be given at the next regular meeting.
- (C) At least once per calendar year, the executive board will schedule a public forum. This forum may take the form of a meeting or a gathering, depending on the decision of the board. This forum will be advertised in the newsletter, the newspaper and on the radio 15 days before the date of the forum.

## **Article VI. Business Procedures**

### **Section 1. Quorum**

Quorum to conduct business at a regular meeting is ten (10) active members (excluding officers & Executive Board members), or half the number of active members, whichever is less.

### **Section 2. Motions**

An adult member may make motions for consideration at any time. All motions must be seconded and then opened for discussion/debate, following which a vote shall be taken or the motion withdrawn.

### **Section 3. Approval of Motions**

- (A) Regular motions will be decided by a simple majority vote of members present.
- (B) Each adult member is allowed one (1) vote.
- (C) Affiliate membership is allowed one (1) vote.

### **Section 4. Amendments to By-Laws**

- (A) Proposed amendments shall be presented at a regular monthly meeting to be put on the Agenda for the following monthly meeting for discussion. The proposed amendments will also be published in the newsletter prior to the meeting in which they are to be discussed.
- (B) Amendments to the By-Laws require a two-thirds (2/3) majority vote of members present for approval.
- (C) At least once every three (3) years from date of adoption, the By-Laws and standing rules must be reviewed and reapproved by the membership.

## **Article VII. Executive Board**

- (A) The Executive Board is comprised of the President, Vice President, Recording Secretary, Corresponding Secretary, Treasurer, Past President and two (2) SCCA members appointed by the President of the SCCA.
- (B) The two (2) appointments to the Board by the President must be made by the February meeting.

## **Article VIII. Dissolution of the SCCA**

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Service 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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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.

Approved by majority vote, December 14, 2016

\_\_\_\_\_ Pat Davidson, President

\_\_\_\_\_ Fran Moxley, Vice President

\_\_\_\_\_ Alex Couladis, Treasurer

\_\_\_\_\_ Teresa Winning, Corresponding Secretary

\_\_\_\_\_ Gail Jordan, Secretary