

FRIENDS OF DENNIS SENIOR CITIZENS, INC.

BY LAWS
(2016)

ARTICLE ONE

-Name-

The name of the corporation is: ***Friends of Dennis Senior Citizens, Inc.***

ARTICLE TWO

-Purposes-

The said Corporation is organized exclusively for charitable purposes, including, for such purposes, the promotion, establishment and support of activities and facilities for the benefit and advancement of the general welfare and quality of life of senior citizens in the Town of Dennis and the making of distributions to organizations that qualify as exempt organizations under applicable provisions of the U.S. Internal Revenue Code now in effect or as modified or adopted in the future.

ARTICLE THREE

Offices

The principal office of the Corporation shall be located at 1045 Route 134, South Dennis, Massachusetts, County of Barnstable, Commonwealth of Massachusetts.

ARTICLE FOUR

Members

Section 1. REQUIREMENTS:

Any person desiring membership in the Corporation shall submit a written application on a form approved and provided by the Board of Directors, together with payment of the then-applicable dues for one year. Membership shall be effective upon approval of the application by the Board of Directors.

Section 2. VOTING RIGHTS:

Every member in good standing, shall be entitled to one vote on each matter submitted to a vote of the members.

ARTICLE FIVE

Meetings of Members

Section 1. ANNUAL MEETING:

An annual meeting of the members shall be held at the principal office of the Corporation, or at such other location as may be designated by the Board of Directors, on the second Monday of September in each calendar year, at a time to be specified, for the purpose of transacting such business as may come before the meeting.

Section 2. NOTICE:

Notice of the annual meeting of the members shall be given by publication in a newspaper of general circulation in the Town of Dennis not less than 14 days before the date of the meeting. Said notice shall contain an announcement of the meeting stating the date, time and place and reciting a brief summary of the matters to be acted upon at the meeting.

Section 3. QUORUM:

The presence of 12 members of the Corporation in good standing, shall constitute a quorum for the transaction of business at any meeting. If a quorum is not present at such a meeting, a majority of the members present, may adjourn the meeting from time to time without further notice.

Section 4. MAJORITY ACTION:

The action of a majority of the members in good standing present at a meeting of the members at which a quorum is present shall be deemed to be the action of all members.

ARTICLE SIX

Board of Directors

Section 1. GENERAL POWERS:

The business affairs of the Corporation shall be managed by its Board of Directors.

Section 2. NUMBER; TENURE; QUALIFICATIONS:

The Board of Directors shall be elected at the annual meeting of the members. The Board shall consist of not less than 15 nor more than 21 members, all of whom must be in good standing as of the date of their election. Members of the Board of Directors shall serve, except as otherwise hereinafter provided, for a term of three years. At the end of such term, all Directors shall stand for reelection at the next annual meeting or until a successor is elected to fulfill their position if they do not, or are not able to, complete their term of office.

Section 3. REGULAR MEETINGS:

A regular meeting of the Board of Directors shall be held (without any other notice than by this BYLAW), immediately after, and at the same place as, the annual meeting. The Board of Directors may provide, by resolution, the time and place for holding additional regular meetings (without other notice than such resolution).

Section 4. SPECIAL MEETINGS:

Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors.

Section 5. NOTICE:

Notice of a special meeting of the Board of Directors shall be given at least two (2) days previous thereto, by telephone or written notice delivered personally, or sent by US mail, to each Director at his address or telephone number, as shown on the records of the Corporation. Any Director may waive notice of any such special meeting. The attendance of a Director at any such special meeting shall constitute a waiver of notice. The details of a telephone or mailed notice to any Director shall be noted by the Secretary and recorded with the minutes of the special meeting.

Section 6. QUORUM:

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any special meeting of the Board. If less than a majority of the Directors are present at a special meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 7. BOARD DECISIONS:

The act of a majority of the Directors present at a special meeting at which a quorum is present shall be deemed as the act of the Board of Directors.

Section 8, VACANCIES:

Any vacancy occurring in the Board of Directors shall be filled by the Board of Directors. A Director appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor in office.

Section 9. EMERITUS STATUS

When a member of the Corporation in good standing shall have served as a Director, or as an Officer, or both, for a cumulative period of time of not less than ten years, and shall have announced his or her intention to retire from active participation in the operation of the Corporation, he or she shall be deemed eligible to be elevated to the honorary status of "Director Emeritus".

By a vote of a majority of the Directors present at a regular or a special meeting of the Board, upon motion of any Director present at such meeting, the Board may confer such honorary status upon such person, the designation to become effective on the date of his or her resignation.

The Secretary shall thereupon acquire a framed certificate to be inscribed, inter alia, with the name of the individual and reciting his or her designation as "Director Emeritus" of the Corporation and detailing the number of years of service meriting such designation. The President shall insure the delivery of the certificate to the newly designated Director Emeritus.

ARTICLE SEVEN

Officers

Section 1. OFFICERS;

The Officers of the Corporation shall be: a President, a First Vice-President, a Second Vice-President, a Secretary, a Treasurer, an Assistant Treasurer, and such other Officers as may be elected in accordance with the provisions of this Article. Such Officers shall have the authority and perform the duties prescribed, from time to time, by the Board of Directors.

Section 2. ELECTION AND TERM OF OFFICE:

The Officers of the Corporation shall be elected by the Board of Directors at the regular annual meeting of the Board following the annual meeting of the Friends. Only a serving Director in good standing is eligible to be elected an Officer of the Corporation.

If the election of Officers is not held at such meeting, such election shall be held as soon thereafter as it is convenient.

Each Officer shall hold office for a period of two years from the date of their election. If at the end of an Officer's term no new candidate(s) can be found and the Officer is willing to serve an additional term, the Board of Directors may elect the Officer for additional terms until such time as a replacement can be found.

If the position of any Officer, except that of President, shall become vacant at any time during his or her term of office, for whatever reason, the Board of Directors shall fill the vacant position at its next regular meeting, and the new Officer shall serve until the next annual meeting of the Board.

When the office of President shall become vacant, for whatever reason, during a regular term of office, the First Vice-President shall automatically advance to the office of President and the Second Vice-President shall automatically advance to the office of First Vice-President, both such Officers to serve in their new capacities until the conclusion of the then-current term.

Section 3. REMOVAL:

Any Officer elected by the Board of Directors may be removed by the Board whenever in its judgment, the best interests of the Corporation would be served thereby.

Section 4. POWERS AND DUTIES:

The several Officers shall have such powers and shall perform such duties as may from time to time be specified in resolutions, or other directives of the Board of Directors. In the absence of such specifications, each Officer shall have the powers and authority and shall perform and discharge the duties of Officers of the same title serving in nonprofit corporations having the same or similar general purposes and objectives as this Corporation.

ARTICLE EIGHT

COMMITTEES

Section 1. Committees and Directors:

The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more Committees, each of which shall consist of two or more Directors, which Committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation; but the designation of such Committees, and the delegation thereto of authority, shall not operate to relieve the Board or any individual Director, of any responsibility imposed on it or on him or her by law.

Section 2. OTHER COMMITTEES:

Other Committees, not having and exercising the authority of the Board of Directors in the management of the Corporation, may be designated by

resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Corporation, and the President of the Corporation shall appoint the members thereof, except a Nominating Committee, which shall be appointed by the Directors. Any member of such Committee may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

ARTICLE NINE

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. CONTRACTS:

The Board of Directors may authorize any Officer, or Officers, agent or agents, of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or may be confined to specific instances.

Section 2 CHECKS, DRAFTS OR ORDERS:

All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such Officer or Officers, agent or agents, of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. DEPOSITS:

All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. GIFTS:

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for any purpose of the Corporation.

ARTICLE TEN

CERTIFICATES OF MEMBERSHIP

Section 1. CERTIFICATES OF MEMBERSHIP

The Board of Directors shall provide for the issuance of certificates of membership in the Corporation in such form as may be determined by the Board. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the Corporation. If any certificate is lost, mutilated, or destroyed, a new certificate may be issued therefor on such terms and conditions as the Board of Directors may determine.

Section 2. ISSUANCE OF CERTIFICATES:

Upon approval of a new member's written application, together with payment of then applicable dues, the Secretary shall issue and deliver a certificate of membership to him or her.

ARTICLE ELEVEN

BOOKS AND RECORDS

The Corporation shall keep and maintain correct and complete books and records of account and shall also keep minutes of the proceedings of its members, the Board of Directors and Committees having exercised any of the authority of the Board of Directors. The Membership Committee shall keep, at the principal office of the Corporation, a record giving the names and addresses of all members entitled to vote. All books and records of the Corporation may be inspected by any member, or his agent or attorney, for any proper purpose, at any reasonable time.

ARTICLE TWELVE

FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of July of each year and end at midnight on the 30th day of June of the following year.

ARTICLE THIRTEEN

DUES

Section 1. ANNUAL DUES:

The Board of Directors shall determine, from time to time, the amount of annual dues payable to the Corporation by members and shall give appropriate notice to the members

Section 2. PAYMENT OF DUES:

Dues shall be payable, in advance, on the first day of July in each year.

Section 3. DEFAULT AND TERMINATION OF MEMBERSHIP:

When any member is in default in the payment of dues for a period of 12 months measured from the beginning of the period for which such dues became payable, his or her membership shall thereupon be terminated.

ARTICLE FOURTEEN

AMENDMENT OF BYLAWS

Section 1. AMEND OR REPEAL

These BYLAWS may be amended, or repealed, in whole or in part, by a vote of a majority of the Directors present at any regular meeting, or any special meeting, if at least two days written notice is given to all Directors of the intention to amend or repeal, in whole or in part, at such meeting.

Section 2. NOTICE:

When any amendment or repeal of any BYLAW shall have been effected by the action of the Directors, as provided in Section 1, hereof, notice thereof, stating the substance of the change, or changes, shall be given to all Members in good standing not later than the time of giving of notice of the annual meeting of members next following any such amendment or repeal.

Section 3. REPEAL BY MEMBERS:

Any action taken by the Directors to amend or repeal any BYLAW, as provided hereinbefore, may be amended or repealed by vote of two thirds of the members present at a meeting of the members at which a quorum is present.

ARTICLE FIFTEEN

CORPORATE POWERS

Section 1. PERPETUAL SUCCESSION:

The Corporation shall have perpetual succession in its corporate name.

Section 2. LITIGATION:

The Corporation may sue and be sued.

Section 3. EMPLOYEES AND AGENTS:

The Corporation may appoint employees and other agents, fix their compensation, and define their duties and obligations.

Section 4. REAL AND PERSONAL PROPERTY:

The Corporation may purchase, receive, take by grant, gift, devise, bequest, or otherwise, lease or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated, in an unlimited amount.

Section 5. MANAGEMENT OF PROPERTY:

The Corporation may sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage, pledge, encumber or create a security interest in all or any of its property, or any interest therein, wherever situated.

Section 6. MAKING CONTRACTS:

The Corporation may make contracts, give guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage, pledge or encumbrance of, or security interest in, all or any of its property or any interest therein wherever situated.

Section 7. LOANS:

The Corporation may lend money, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

Section 8. CORPORATE FUNDS:

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, Directors, Officers or other private persons except that the Corporation 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 Article Two hereof.

Section 9. DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under the Internal Revenue Code of the United States, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purposes.

I, Louis Daniele, having been duly elected by the Directors of the Corporation on September 12, 2016 as Secretary of the Friends of Dennis Senior Citizens, Inc. do hereby certify that the foregoing bylaws were unanimously adopted at a meeting of the Directors on November 7, 2016.



Louis Daniele, Secretary