

***Friends of the Jamestown Seniors, Inc.***  
***P.O. Box 184***  
***Jamestown RI***

**BY-LAWS**

**ARTICLE I**

**NAME**

**Section 1.** The name of this organization shall be “Friends of Jamestown Seniors, Inc.”, hereafter referred to as FOJS.

**ARTICLE II**

**MISSION**

To maintain an association of persons interested in seniors, so as to develop, enhance and maintain an active senior citizen program on Conanicut Island. FOJS shall create a social atmosphere, provide financial support opportunities and education to access resources that enable independence and aging in place, encourage adults to use their skills, develop their potential and continue their involvement in the community.

**ARTICLE III**

**PURPOSE**

**Section 1.** To foster community awareness of senior citizen needs, interests and attitudes.

**Section 2.** To serve as a planning and organizing body to establish programs, goals, objectives and priorities for the Jamestown Senior community.

**Section 3.** To serve as an advocate on social issues facing the Jamestown senior citizens.

## **ARTICLE IV**

### **MEMBERSHIP**

**Section 1.** The membership of FOJS shall be open to those who are fifty (50) years or older and are active dues paying members.

**Section 2.** There shall be an annual membership campaign held from April 1st to June 30th of each year. The term of membership shall be for a period of one (1) year beginning July 1st.

**Section 3.** Members who have paid their dues shall be entitled to one (1) vote at the annual meeting.

**Section 4.** Dues shall be payable by July 1st of each year for a member to be eligible to vote at the annual meeting or to be eligible to be elected to hold any office in the organization. Dues shall be determined by the Board of Directors. All members whose dues are paid up to date shall be in good standing.

## **ARTICLE V**

### **BOARD OF DIRECTORS**

**Section 1.** FOJS shall have a Board of Directors, hereafter referred to as the Board, numbering no less than five (5) and no more than nine (9) members.

**Section 2.** The Jamestown Department of Senior Services Director shall be a non-voting member of the Board.

**Section 3.** The Board shall conduct the routine business of the organization. A majority of the Board shall constitute a quorum.

**Section 4.** The election of officers shall take place annually at the first meeting of the Board, following the annual meeting. Officers shall be President, Vice President, Treasurer and Secretary. These officers sit as the Executive Committee and shall set forth effective strategic planning to help the Board remain focused on financial priorities and objectives.

**Section 5.** Each Board member shall serve a term of three (3) years. No Board member can serve more than three (3) consecutive terms - a total of nine (9) years. Once a Board member completes three (3) consecutive terms, that Board member is not eligible to return to the Board for a period of one (1) year. The terms shall be staggered so that no more than three Board members are elected in a given year.

**Section 6.** Any Board member who cannot attend Board meetings on a regular basis, and is absent for four (4) or more consecutive Board meetings, will be considered to have resigned from the Board. The exception shall be if the member is excused.

**Section 7.** Any vacancy on the Board, including officers, shall be filled by a vote of the majority of the Directors holding office. The appointed Director shall hold office only until the next annual meeting, at which time any unexpired term shall be filled by a vote of the general members.

## **ARTICLE VI**

### **DUTIES OF OFFICERS**

**Section 1. President:** The President shall preside over all meetings of the Board and the Executive Committee and shall conduct business as prescribed by the FOJS by-laws. The President shall be authorized to call special meetings, as required. The President shall appoint all committees and appoint each committee chairperson, with the exception of the Nominating Committee, By-laws Committee and Membership Committee. The President shall be an ex-officio member of all committees.

**Section 2. Vice-President:** The Vice-President shall serve in the absence of the President. The Vice-President shall Chair the Nominating Committee and the By-laws Committee, and shall perform such other duties as the President shall assign. The Vice-President shall fill the position of President if the Presidency is vacated for any reason, for the remainder of the President's term.

**Section 3. Secretary:** The Secretary shall record all minutes of the Board and the Executive Committee, maintain a roster of all members, take custodial care of the records, see that all notices and agendas are duly distributed for all meetings in accordance with the provision of these by-laws and RI State Law.

**Section 4. Treasurer:** The Treasurer shall keep and maintain the financial records of FOJS, a 501(c)(3) organization, in accordance with standard accounting procedures and provide a financial report at each meeting of the Board and at the organization's annual meeting, and make all relevant financial records of the FOJS available for independent review and audit. The Treasurer, at the direction of the Board, shall open and close all bank and investment accounts and shall regularly deposit income, including donations, pledges, grants, hall rentals, gifts and dues in the FOJS accounts.

## **ARTICLE VII**

### **MEETINGS**

**Section 1.** The annual meeting of the FOJS shall be held on the second Wednesday of the month of July with the time and place to be determined by the Board. All members shall be notified in writing by the Secretary of the time, date and place of the meeting at least three (3) weeks prior to the meeting. Included in the notification will be an agenda of the meeting, along with a slate of the people who are to fill seats on the Board.

**Section 2.** A quorum for the annual meeting shall consist of fifteen (15) active members.

**Section 3.** The regular Board meeting shall be held on the third (3rd) Wednesday of each month at a time and location to be determined by the Board.

**Section 4.** A quorum for the Board meeting shall require more than half ( $\frac{1}{2}$ ) of the voting members of the Board.

**Section 5.** Regular Board meetings and the annual meeting shall be conducted according to the FOJS by-laws and Robert's Rules of Order.

## **ARTICLE VIII**

### **COMMITTEES**

**Section 1.** There shall be a Nominating Committee consisting of the Vice-President, who shall serve as Chairperson of the committee and appoint two (2) other directors and two (2) at-large members. The Nominating Committee shall hold a meeting to determine and finalize a slate of officers to fill any position that is vacant or any whose term will be expiring, and notify the Secretary by April 1st.

**Section 2.** There shall be a Fundraising Committee, chaired by a Director and two (2) other members appointed by the Chairperson. The committee is also authorized to select other members of the organization to assist them with fundraising activities.

**Section 3.** There shall be an Audit Committee consisting of a Director (not to be the Treasurer) and a member of the general membership, both appointed by the President. The Audit Committee shall review the financial affairs of the FOJS to assure they are in order. After a successful review, the committee will forward its recommendation to accept the audit to the Board. The committee may also make a recommendation to the Board to hire an independent auditor who shall be a Certified Public Accountant.

**Section 4.** There shall be a Membership Committee consisting of the Secretary, a Director and two (2) other general members. The membership letter will be mailed out to all members three (3) weeks prior to the annual meeting. The membership letter will include the date, time and place of the annual meeting. It will also include the agenda for the annual meeting, a list of nominated Directors and any proposed amendments that need to be voted on at the annual meeting.

**Section 5.** Ad Hoc Committee. The President may appoint any other committee that may be necessary to assist with the business of the organization.

## **ARTICLE IX**

### **AMENDMENTS**

**Section 1.** Any Amendment to these by-laws shall be presented to the general membership at the annual meeting. All active members shall be eligible to vote on the amendment. A majority of those present and entitled to vote is required to pass an amendment. All members must have received a notice of any proposed amendments to the by-laws at least two (2) weeks prior to the annual meeting.

## **ARTICLE X**

### **CONFLICT OF INTEREST**

**Section 1.** The FOJS shall not contemplate entering into a transaction or arrangement that might benefit the private interest of one or more of its Board members or that might otherwise result in a possible excess benefit transaction. This policy is intended to supplement, but not replace, any applicable State or Federal laws governing conflict of interest applicable to nonprofits and charitable organizations and is not intended as an exclusive statement of responsibilities.