

# **Greater South Brevard Senior Citizen Center, Inc.**



**By-Laws  
Date Approved  
November 23, 2021**

**Forward**

The use of the gender he in this document shall include all other genders, and the use of the plural shall include the singular and the singular shall include the plural wherever appropriate.

The Greater South Brevard Senior Citizen Center, Inc. shall operate under the Fictitious Name Law as the Greater Palm Bay Senior Center (Center) and/or the Greater Palm Bay Senior Activity Center (Center). The title and address are as follows:

Greater Palm Bay Senior Center  
 1275 Culver Drive, NE  
 Palm Bay, FL 32907  
 (321) 724-1338

The By-Laws herein define the purpose and organizational structure to be used in the management and operation of the Center. These By-Laws had their origin in the chartering of the Center and have been subsequently modified as needed. The modifications are indicated by the revisions listed in the Revision History.

**REVISION HISTORY**

<b>Date</b>	<b>Action</b>	<b>Revision</b>
12/03/90	Adopted	1
Various	Revised 12/02/91 through 1/25/05	1.1 to 1.7
06/17/05	Revised Nominating Committee procedure	1.8
02/15/06	Revised Board of Directors election process	1.9
07/24/07	Revised Article VI, Section 7, Order of Business	2
11/27/07	Major Revision	3
9/22/15	Major Revision 4/24/12 through 9/22/15	4.0 to 4.4
3/26/19	Term of Treasurer changed from 4 to 6 years	5
3/26/19	Renumbering Articles and adding Conduct	6
9/24/19	Revisions	7.0 to 7.5
4/21/21	Full Rewrite	8
11/23/21	One Vice President to replace First and Second Vice Presidents	8.1

## **MISSION STATEMENT**

Providing a safe and healthy environment for members to exercise, learn, play and enjoy fellowship.

## **ARTICLE I. PURPOSE**

The purposes of the organization, as defined in the Articles of Incorporation are to:

- A. Establish and supervise a social facility for seniors.
- B. Promote the common good and general welfare of seniors in Brevard County.
- C. Raise funds to maintain and operate a social facility for seniors consistent with the provisions of Internal Revenue Code, Section 501 (c)(3).

## **ARTICLE II. COMPLIANCE**

The Center shall comply with all applicable federal, state and local laws.

## **ARTICLE III. MEMBERSHIP**

### **Section 1. Classes of Membership**

The Board may establish various classes of membership and set requirements for membership.

### **Section 2. Membership dues**

Membership dues shall be set by the Board of Directors.

## **ARTICLE IV. BOARD OF DIRECTORS**

### **Section 1. Management**

The business, properties and affairs of the Center shall be controlled and managed by a Board of Directors. Legal Counsel and other Honorary Board members shall be appointed by and serve at the discretion of the Board of Directors. Legal Counsel and Honorary Board members shall not have voting privileges.

### **Section 2. Qualifications**

At a minimum, a Director must be a member of the Center and at least 50 years of age.

**Section 3. Elections and Term of Office**

An election of one-third of Directors shall be held each year. Directors are elected for a term of three (3) years. Directors shall serve no more than nine (9) years effective with the 2019 Board elections.

**Section 4. Compensation**

Members of the Board of Directors shall receive no compensation for their services.

**Section 5. Removal**

Any officer or other member of the Board of Directors may be removed by a two-thirds vote of the full Board of Directors whenever in the Board's judgment the best interests of the Center would be served.

**Section 6. Vacancy and Replacement**

If a Board member's position is vacated for any reason during a term, the Board of Directors may appoint another member of the Center to complete that term. If an appropriate candidate is not available or the vacancy occurs within six months of an election, the Board of Directors may choose to leave the position vacant until the next annual election.

**ARTICLE V. OFFICERS**

**Section 1. General**

The Board of Directors shall elect officers from its current members. The officers of the Center shall be the President, Vice President, Secretary and Treasurer. These officers shall constitute the Executive Committee of the Board of Directors. Officers shall serve until their successors are elected and seated.

**Section 2. Vacancies in Office**

Should the office of the President become vacant during his term of office, the Vice President shall succeed to the office for the unexpired term. If the Vice President is unable to assume the Office of President, the Board of Directors shall elect a new President. Vacancies in all other offices shall be filled by a vote of the Board of Directors for the unexpired portion of the term.

**Section 3. Elections and Term of Office**

An election of officers shall be held annually and the term of office shall be one (1) year.

**Section 4. Installation**

Officers shall be elected at a Board of Directors' meeting immediately following the Annual Inaugural Meeting of the Center when the newly elected Board of Directors is introduced.

**Section 5. Duties of Officers**

Each officer shall have such duties as may be imposed by the Board, in addition to the normal and usual duties of the office.

**ARTICLE VI. COMMITTEES AND DEPARTMENTS**

**Section 1: Standing Committees**

Standing Committees shall be appointed by the President annually and announced to the Board of Directors. Standing Committees are permanent committees which meet regularly.

**Section 2: Ad-hoc Committees**

Ad-Hoc Committees shall be appointed by the President and announced to the Board of Directors. Ad-Hoc Committees are established to address temporary situations and meet as needed.

**Section 3: Operating Departments**

Operating Departments shall be appointed by the President annually and announced to the Board of Directors. Operating Departments generate revenue and/or provide essential services for the Center and meet as needed.

**ARTICLE VII. MEETINGS**

**Section 1. Annual Inaugural Meeting**

The Annual Inaugural Meeting shall be held in December of each year for the purpose of introducing current members of the Board of Directors.

**Section 2. General Membership Meetings**

The President shall specify the date and time for the General Membership Meetings and duly notify the membership. If the Board of Directors sends a motion to the General Membership for approval, a quorum of twenty-five or more of regular, lifetime and golden members is necessary to proceed with a vote. A vote to approve a motion shall require a majority of those present to pass.

**Section 3. Board of Directors Meetings**

The Board shall hold regular monthly meetings at times, dates and places set by the President. A quorum to conduct the meeting shall consist of fifty percent or more of Board members and a vote to approve a motion shall require a majority of those present to pass.

**Section 4. Special Meetings**

- a) Special meetings of the Board of Directors and/or the General Membership may be called by any of the following:
  - 1. The President or his designee
  - 2. At least five members of the Board of Directors
- b) All members of the Board of Directors and/or the General Membership must be notified of any such meeting at least twenty-four hours in advance.

**Section 5. Maintenance of Order**

All meetings shall be conducted in an orderly and professional manner.

**ARTICLE VIII. MISCELLANEOUS**

**Section 1. Fiscal (Corporate) year**

The fiscal year of the Center shall be the calendar year.

**Section 2: Special Assessments**

If the Board of Directors deems it in the best interests of the Center to propose a special assessment on all members, a regular or special meeting of the General Membership shall be held to vote on the recommendation.

**ARTICLE IX. PARLIAMENTARY AUTHORITY**

The current Robert's Rules of Order shall be the parliamentary authority for all Center activity.

**ARTICLE X. EMERGENCY BY-LAWS**

**Section 1. Description of Emergency**

In the event of an emergency which for purposes of this Bylaw is defined as a catastrophic event including, but not limited to, a hurricane, pandemic, flood, fire, or tornado preventing a quorum of the Board of Directors from being assembled.

**Section 2. Emergency Provisions**

The following emergency By-Law provisions shall become and remain effective until such time as it is practicable for a normally constituted Board of Directors to resume management of the business of the Center.

- a) Those members of the Board of Directors who are available during the emergency shall continue to manage the business of the Center. A Director is unavailable under this Bylaw, if a Director is unable to receive notice of a Board of Directors meeting or is unable to participate in the meeting.
- b) Three (3) Directors shall constitute a quorum of the Board of Directors during an emergency. If the number of available Directors should drop below three (3), additional Directors may be appointed by the remaining Directors from members of the Center. Not more than three (3) Directors shall be appointed under this provision.
- c) Meetings during an emergency may be called by any available Director, using any reasonable means of communication in an effort to contact or give notice to each remaining Director.
- d) During an emergency, any Director may participate in or conduct a meeting of the Board of Directors through any available means of communication which allows all Directors to participate simultaneously.
- e) The provisions of the Center's regular By-Laws shall remain effective during the emergency period except to the extent inconsistent therewith.

**Distribution List:**

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