



SENIOR CITIZEN COUNCIL OF COBB COUNTY REVISED BYLAWS 2021

ARTICLES		PAGE
ARTICLE I:	NAME	2
ARTICLE II:	PURPOSE	2
ARTICLE III:	SCC MEMBERSHIP	3
ARTICLE IV:	MEMBERSHIP MEETINGS	3
ARTICLE V:	SCC GOVERNANCE	4
ARTICLE VI:	SCC BOARD OF DIRECTORS	5
ARTICLE VII:	MEETINGS OF THE SCC BOARD OF DIRECTORS	7
ARTICLE VIII	DUTIES AND RESPOSIBILITIES OF SCC DIRECTORS	9
ARTICLE IX:	COMMITTEES	13
ARTICLE X:	PARLIAMENTARY AUTHORITY	16
ARTICLE XI:	DISSOLUTION	16
ARTICLE XI:	INDEMNIFICATION	16

SENIOR CITIZEN COUNCIL OF COBB COUNTY BYLAWS

ADOPTED January 2018; Revised May 2018; Revised December 2019 Revised December 2021

ARTICLE I: NAME

Section 1- The name of the Corporation shall be **Senior Citizen Council of Cobb County**, hereinafter referred to as **SCC** and the governing body shall be the Board of Directors.

ARTICLE II: PURPOSE

Section 1 -The Senior Citizen Council organized exclusively to promote the general welfare of the senior citizens of Cobb County, Georgia. **IT SHALL:**

- a. Develop and implement programs and activities for the benefit and enjoyment of senior citizens;
- b. Identify and maintain contact with individuals, institutions, agencies and services that are concerned with the health, safety and welfare of senior citizens;
- c. Conduct and sponsor outreach programs and activities to assist seniors throughout Cobb County in areas such as transit, shelter, social support, intergenerational connections and, etc.
- d. Work and interact with government agencies, elected officials, social and civic organizations, businesses and other entities to improve, promote and advocate for the general welfare of senior citizens;
- e. Inform, educate and assist senior citizens on issues and matters that affect their health, education, quality of life and general welfare;
- f. Inform and address issues, laws and regulations that affect the general welfare of senior citizens;
- g. Identify resources, organizations and businesses that offer services, assistance and information to senior citizens and their families;
- h. Advocate for better public policy and services to improve the quality of life for senior citizens

ARTICLE III: SCC MEMBERSHIP

Section 1-Annual Membership dues and membership classifications shall be established by the SCC Board of Director.

- a. **INDIVIDUAL MEMBERSHIP:** Application for membership shall be open to any person who currently resides or has a vested interest in Cobb County, GA, and is at least 55 years of age; and who agrees to abide by the SCC Bylaws; and by paying annual dues. Membership includes one vote at membership meetings and certain discounts on some programs and activities; plus, eligibility to run for the Board of Directors.
- b. **FAMILY MEMBERSHIP:** A spouse/mate/partner or an additional individual living at the same address as a SCC Individual Member and who meets the requirements of at least 55 years of age and agrees to abide by the SCC Bylaws may become a voting member by paying annual dues. Family memberships shall receive a discounted rate. Membership for each member includes one vote* at membership meetings and when applicable certain discounts on some programs and activities; as well as eligibility to run for the Board of Directors.
- c. **ORGANIZATION, CLUB AND BUSINESS MEMBERSHIP:** Any organization, club or business that supports the purposes of the SCC and agrees to abide by the SCC Bylaws may submit an application for membership. All organizations, clubs and business membership applications shall be granted upon a majority vote of the SCC Board of Directors. (One vote per entity).

ARTICLE IV: MEMBERSHIP MEETINGS

(All SCC meetings, events, and activities are open to the public)

Section 1 Annual Business Membership Meeting

- a. An Annual Business Membership Meeting of the of the SCC shall take place in the beginning of the year, but no later than March 1st of each year. The Board of Directors shall designate the specific date, time, and location. At the Annual Business Meeting the membership shall VOTE to elect officers and - Members-at-Large, when applicable and shall receive reports on the activities of the SCC. 21 paid-up members must be present to constitute a membership meeting.
- b. A majority of voting members of the current SCC Board of Directors must be present in-order to conduct the Annual Business Membership Meeting.

- c. In order to have VOTING privileges at the Annual Business Meeting, Membership dues MUST be paid-up at least 15 days prior to the CALL TO ORDER on the date of the meeting.

Section 2 Special Membership Meetings

Any four members of the Executive Committee or a simple majority of the voting members of the SCC Board of Directors, or a petition signed by at least 7 eligible voting members of the membership may call a Special Membership Meeting (Petition signatures shall NOT be members of the current SCC Board of Directors).

Section 3 Notice of Meetings & Events & Activities

All Meetings and Events notices shall be posted on the Senior Citizen Council of Cobb website: seniorcitizencouncilofcobb.org

Section 4 Quorum

A quorum for a membership meeting shall consist of at least 21 eligible voting members of SCC and shall include a majority of the current voting members of the Board of Directors

When public membership meetings are not possible due to national, state or county emergencies, the SCC will host a virtual membership meeting via a virtual platform. All votes will be held via a virtual platform where a membership vote of two-thirds majority will decide any elections, needed for a membership vote. Notice of this virtual meeting shall follow the same timeline as an in-person meeting.

Section 5 Voting

A simple majority vote of the eligible voters present at membership meetings shall decide the issue on the table, unless otherwise specified in these bylaws.

Items requiring a membership vote shall be posted on the SCC Website

ARTICLE V: SCC GOVERNANCE

Section 1 Governance and Management

Governance and Management of the Senior Citizen Council of Cobb County (SCC) shall be vested in the Board of Directors. The SCC Board of Directors shall have full powers and authority to;

- a. Manage the business, property and affairs of the Corporation and may delegate any and all of the powers of the Corporation as it sees fit, subject only to restrictions imposed by statute, the SCC Articles of Incorporation, and these Bylaws;
- b. Establish all major administrative policies governing the affairs of the SCC;

- c. Create an annual operating budget;
- d. Authorize agreements, proposals and contracts; and adopt budgets;
- e. Review all proposals, grants and contracts regarding their fiscal implications for SCC;
- f. Maintain records of the Corporation and authorize the audit of the books;
- g. Approve appointments and fill all vacancies in offices and unexpired terms on the SCC Board of Directors as advisable to carry out the purposes of the SCC;
- h. Create and dissolve such committees of the SCC Board of Directors, as it considers advisable to carry out the purposes of the SCC;
- i. Plan and produce programs and events that are of interest to the senior community;
- j. Create a Membership Program, and set membership fees and categories of membership for the SCC;
- k. Authorize meetings and designate date, time and place of the Annual Business Meeting of the membership;
- l. Create a Fund Development Plan that will support and sustain the SCC short and long-term Strategic Plans and Goals;
- m. Hire personnel and establish such personnel rules and policies as may be required for the successful administration of the SCC;
- n. Review committee reports and require all members of the SCC who attend meetings or act on behalf of the SCC in any capacity to submit a report of said activity to the Secretary of the SCC Board of Director to be recorded in the minutes of the Corporation;
- o. Enhance the public image of the SCC, act as ambassadors to the community;
- p. Ensure SCC has adequate errors and omissions/directions and official liability insurances;
- q. Maintain uniformity in message and deed through review and approval processes;
- r. Perform such other acts as may be necessary to carry out the responsibilities and duties imposed by these Bylaws.

ARTICLE VI: SCC BOARD OF DIRECTORS

Section 1 Number of Directors

The SCC Board of Directors shall consist of up to twenty-five (25) eligible voting Directors but not fewer than eleven (11) eligible voting Directors. The Board of Directors may also seat non-voting Associate Members to participate in Board activities.

Section 2 Qualification

At the time of election or appointment, eligible voting Directors must be at least 55 years of age and be a paid-up member of the Senior Citizen Council of Cobb County.

Section 3 Board Composition

- a. **Seven** Executive Committee Members: President, Three Vice Presidents, Secretary and Treasurer, and Immediate past Seven voting members. The membership shall elect officers at the Annual Business Membership Meeting. Plus, the immediate past Pres/ or board designee). *(Seven Voting Executive Members) (If the immediate past president decline to be a seated board member, The Seated Board of Directors will designate a member to sit in his or her stead.)*
- b. **Four** Members-at-Large (four voting members) the membership shall elect four Members-at-Large at the Annual Business Membership Meeting (Preferably one from each of Cobb County Districts).
- c. **Nine** Senior Delegate *(nine voting members)* These delegates may be draw from senior programs throughout Cobb County, senior centers, community organizations or any Cobb entity which conducts programs in Cobb County in the interest and for the general welfare of Cobb County senior citizens.
- d. **Five** Committee Chairs, (five voting members). Recommended by the President and approved by the Board of Directors
- e. **Associate Members:** individuals without voting privileges. Age requirements are waived. Associate Members maybe elected officials, representatives of industries, agencies, organizations and or individuals with specialized skills etc. who agree to abide by SCC Bylaws and who are recommended by the President and approved by the Board of Directors.

Section 4

Terms

Elected members of the SCC Board Directors shall be elected to a two-year term and are eligible for elections for the same position up to **Three** consecutive terms. The terms for appointed voting Directors shall be the same election year cycle as the current seated elected Directors.

Section 5

Vacancies

- a. Whenever any vacancy of an elected officer or elected - member- at- Large occurs on the SCC Board of Directors it shall be filled by a recommendation of the President and by a majority vote of the remaining members of the SCC Board of Directors at a regular Board of Directors meeting.
- b. An appointment will be for the unexpired term of an elected officer or elected member at-Large. An appointed partial term of less than a year shall not count toward a Director's term of office. He or She may serve an additional full term subject to the term limitation in Article VI-Section 4
- c. In the event that there is no outgoing president to fill the position of Immediate Past President, the SCC Board of Directors may appoint a member of the SCC in good standing to fulfill the duties of the office.

Section 6

Removal and Resignation

- a. Whenever in the judgement of the SCC Board of Directors, the best interest of the Corporation will be served; any director may be removed from the Board of Directors by an affirmative vote of two-thirds of the current members. Each member of the Board of Directors must receive notice of the proposed removal at least ten (10) days in advance of the proposed action. Board members may also be terminated from the Board of Directors due to excessive absences. More than three unexcused absences from board meetings may constitute cause.
- b. Any Director may resign at any time by submitting a written resignation to the President and or the Secretary of the SCC Board of Directors.

Section 7

Compensation/Reimbursement

Directors and members of any committee of the Board of Directors shall not be entitled to compensation for their services as Directors or committee members; however, they shall be entitled to any reasonable out -of -pocket expenses incurred while carrying out their duties upon submission of receipts to the Treasurer. Any reimbursement in excess of \$250 must be signed off by the President and or Vice President of Internal Affairs and or authorized by the Board of Directors. All expense requests should be submitted within 45 days of occurrence.

ARTICLE VII: MEETINGS OF THE SCC BOARD OF DIRECTORS

Board meetings shall be open to the membership and the public. Individuals wishing to make public comment to the SCC Board of Directors shall be allowed 3 minutes unless otherwise stipulated by the Board Chair. The Board may meet in executive session only to discuss personnel matters or to receive legal advice. Notice of all Board of Director's meeting shall be posted on the SCC website.

Section 1 Regular Meetings

The SCC Board of Directors shall hold at least **7 (seven)** Board of Directors meetings per calendar year. Notice of all Regular Membership and Regular SCC Board of Directors meeting shall be posted on the SCC website and shall be sent electronically to all members registered with the SCC Board of Directors no less than ten (10) days, prior to the meeting date

Section 2 Special Meetings

Special meetings of the SCC Board of Directors may be called by or at the request of the President or any three members of the Executive Committee and/or any five members of the Board of Directors.

Section 3 Notice

Notice of any Special Meeting of the Board of Directors or Conference Calls Meeting shall be given at least three (3) days in advance of the meeting by telephone, facsimile or electronic methods when feasible.

Section 4 Conference Calls and Electronic Meetings

Meetings may be held by conference call, or electronically via virtual platform. Participation by such means shall constitute presence in person at a meeting. Voting may be held via a virtual platform where all votes will be held via a virtual platform where a membership vote of two-thirds majority will decide any elections, bylaw amendments or items needed for a membership vote. Notice of this virtual meeting shall follow the same timeline as an in-person meeting. With the majority consent of the Board, voting may also be allowed (within (72) hours) via e-mail.

Section 5 Quorum

- a. A quorum of the SCC Board of Directors shall consist of a simple majority 51% of the current voting directors. The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws. A director participating via conference-call shall be counted as part of the quorum.
- b. The presence, in person or via conference-call of a majority of current voting members of the SCC Board of Directors shall be necessary at any meeting to constitute a quorum to transact business, but a lesser number shall have power to adjourn to a specified later date without notice.

Section 6

Informal Actions by Directors

Any action required by law to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by two-thirds (2/3) of all of the current voting Directors following notice of the intended action to all members of the Board of Directors. Example: A petition or declaration.

Section 7

Parliamentary Procedure

Any question concerning parliamentary procedure at meetings shall be determined by the Vice President of Governance and or the Secretary by reference to the most recent edition of Robert's Rules of Order.

ARTICLE VIII: DUTIES AND RESPOSIBILITIES OF SCC DIRECTORS

Section 1

Fundamental Legal Duties

- a. Duty of Care: — Each Director has a legal responsibility to participate actively in making decisions on behalf of the organization and to exercise his or her best judgment while doing so.
- b. Duty of Loyalty: — Each Director must put the interests of the organization before their personal and professional interests when acting on behalf of the organization in a decision-making capacity. The organization's needs come first.
- c. Duty of Obedience: — Each Director bears the legal responsibility of ensuring that the organization complies with the applicable federal, state, and local laws and adheres to its mission.

Section 2

President

The President shall:

- a. Preside at all meeting of the SCC Board of Directors, the Executive Committee, and membership meetings; however, shall not be a voting member of the body except to break a tie;
- b. Appoint Directors and committee chairpersons to the SCC Board of Directors with the approval of the current Directors;
- c. Co-Sign with the Secretary or Vice President designated by the SCC Board of Directors all contracts and documents authorized by the Board of Directors;
- d. Serve as an ex-officio non-voting member of all committees, however may not serve on the Nominating Committee;
- e. Appoint Chair for Nominating Committee in August;
- f. Represent SCC on Cobb Senior Services Strategic Planning Committee;
- g. Represent SCC on the ARC Advisory Committee on Aging or appoint a representative;
- h. Convene a Task Force to develop and implement short-term and long-term strategy plans for SCC;
- i. Hold quarterly planning meetings with Center Delegates;
- j. Approve or appoint a designee to review correspondences/ marketing material written on behalf of the SCC
- k. Perform all duties customary to the Office of President, and or as directed by the Board of Directors; and

- j. Perform such duties as from time to time may be assigned by the President or the SCC Board of Directors, and
- k. Submit monthly reports to the Secretary of all activities carried out on behalf of the SCC and submit an Annual Report for the Membership.

Section 6 **Vice-President of Governance**

The Vice-President of Governance shall:

- a. Oversee the Bylaws and serve as the Parliamentary Authority for the SCC, referencing the most recent edition of *Robert's Rules of Order*;
- b. Assist the SCC Secretary in preparing a Board Manual;
- c. Lead the board in its self-assessment and develop recommendations to the board for self-improvement;
- d. Identify potential board and committee members and maintain information about each candidate;
- e. Participate on the Task Force to develop and implement short-term and long-term strategy plans for SCC;
- f. Conduct training workshops for SCC;
- g. Serve as an ex-officio non-voting member of the nominating committee;
- h. Facilitate the election process at the Annual Business Membership Meeting in January;
- i. Preside in the absence or inability of the President when requested;
- j. Oversee assigned committees and perform such duties as from time to time may be assigned by the President or the SCC Board of Directors, and
- k. Submit monthly reports to the Secretary of all activities carried out on behalf of the SCC and submit an Annual Report for the Membership.

Section 7 **Secretary**

The Secretary shall:

- a. Validate a quorum at official SCC meetings;
- b. Record the minutes of all official SCC meetings and shall submit a draft of said minutes to the President within ten days;
- c. Work with the Vice President of Governance to Prepare a Board Manual;
- d. Participate on the Task Force to develop and implement short-term and long-term strategy plans for SCC;
- e. Appoint an assistant secretary if or when needed;
- f. Maintain Membership Records;
- g. Perform other duties customary to the Office of the Secretary, and as may be required by the SCC Board of Directors or the President of the Board of Directors;
- h. Co-Sign with the President all contracts and documents authorized by the Board of Directors;
- i. Receive and record all reports submitted by the SCC Directors; and assist the Immediate Past President with the SCC Annual Report; and

- j. Assist the Vice President of Governance in responding to issues concerning parliamentary procedure by reference to current edition of Roberts Rules of Order.
- k.

Section 8

Treasurer

The Treasurer shall:

- a. Ensure that internal controls conform to Generally Accepted Accounting Principles, or GAAP;
- b. Be the day-to-day custodian of the corporate funds of SCC, however received;
- c. Serve as Chair of the Finance Committee;
- d. Disburse funds of the SCC as directed by the Board of Directors: Expenses in excess of \$250 and recurring expenses that is cumulative to \$250 or more, must be presented and approved by the SCC Board of Directors;
- e. Provide such financial reports and statements as the Board of Directors or Executive Committee may from time to time require or request;
- f. Participate on the Task Force to develop and implement short-term and long-term strategy plans for SCC;
- g. Supervise the keeping and the auditing of the accounts which shall be open at all times to inspection by the Board of Directors and the Executive Committee;
- h. Safeguard all financial documents that are the property of SCC and maintain all in the office of the Senior Service Liaison;
- i. Collect membership dues and submit membership roster to the SCC Secretary;
- j. Collaborate with the Vice President of Internal Affairs to prepare a budget for SCC operations;
- k. Submit monthly reports to the Secretary of all activities carried out on behalf of SCC and submit an Annual Activity Report for the Membership.

Section 9

Member-at -Large

The Member-at -Large shall:

- a. Perform such duties as the President and/or the Board of Directors may request;
- b. Work with the Vice President of External Affairs on Community Outreach
- c. Advocate on behalf of seniors and SCC to local, state and national legislative bodies;
- d. Actively identify Individuals, Community Groups and Organizations for outreach;
- e. Represent SCC at Community Events;
- f. Chair Board-appointed workgroups and special Committees. Example: Vials of Life; Food Bank; and
- g. Submit monthly reports to the Secretary of all activities carried out on behalf of the SCC and submit an Annual Report for the Membership.

Section 10

Immediate Past President

The Past President of the SCC Board shall:

- a. Serve on Executive Committee
- b. Perform such duties as the President and/or the Board of Directors may determine;
- c. Serve as Ambassador of the Corporation at local events and programs as requested by the President and or the SCC Board of Directors;
- d. Serve as the Historian for the Corporation;
- e. Shares ideas, guidance, and expertise with the Executive Committee; and
- f. Submit monthly reports to the Secretary of all activities carried out on behalf of the SCC and submit an Annual Report for the Membership.
- g. If there is no outgoing president to fill the position of Immediate Past President, this position will remain vacant, and the President and the SCC Board of Directors may appoint a member of the SCC in good standing to fulfill the duties of the office

Section 11

Senior Delegates

Senior Delegates shall:

- a. Represent their respective center(s), organization and community on the SCC Board of Directors,
- b. Serve as liaison between the SCC and their respective centers; organization and community.
- c. Form a Board Committee and work under the oversight of the President or designee;
- d. Form an ad hoc committee of 3-7 members in their respective center, organization and community,
- e. Assess the needs of their respective center, organization and or community;
- f. Disseminate information related to activities and programs of SCC,
- g. Plan and execute SCC programs and activities at their respective center, organization and community,
- h. Identify community leaders, groups, organizations, businesses, etc., that impact seniors.
- i. Perform such duties as the President and/or the Board of Directors may determine and
- j. Submit monthly reports to the Secretary of any and all activities carried out on behalf of the SCC and submit an Annual Report for the Membership.

ARTICLE IX: COMMITTEES

Section 1

Committee Formation

- a. The SCC Board of Directors may create or dissolve committees as it considers advisable to carry out the purposes of the SCC. The President and Vice Presidents may appoint standing and special committee chairs with the approval of a majority of the SCC Board of Directors. Each committee shall be under the oversight of a Vice President unless otherwise stipulated by the Board of Directors. Committee members may include individuals selected from the general SCC Membership and interested parties. Each committee shall have no less than three committee members. The Senior Delegates shall form a Committee and the Committee shall be under the oversight of the President.

b. Standing Committees shall be:

1. Executive Committee
2. Internal Affairs Committee
3. External Affairs Committee
4. Governance Committee
5. Finance Committee
6. Senior-Delegate Committee
7. Nominating Committee

Section 2

Executive Committee

- a. The Executive Committee shall consist of the President, the three Vice Presidents, the Secretary, Treasurer, and the Immediate Past President (*seven voting members*).
- b. The President or designee shall chair the Executive Committee. The President (or the presiding Director) shall not be a voting member of the committee except to break a tie.
- c. Any actions or vote of the Executive Committee shall be reported to the entire SCC Board of the Directors and may be modified by two-thirds vote of the SCC Board of Directors.
- d. The Executive Committee is authorized to act on behalf of the SCC in matters of an **EMERGENCY AND OF GREAT URGENCY** that occur between meetings of the SCC Board of Director. All necessary actions of urgency shall be recorded and reported within 48 hours to the entire SCC Board of Directors
- e. Executive Committee meeting may be called by or at the request of the President or any two members of the Executive Committee;
- f. Meetings may be held by conference call/ virtual platform if all members can simultaneously hear one another:
- g. Four (4) members of the Executive Committee shall constitute a quorum.

Section 3

Internal Affairs Committee

The Internal Affairs Committee shall be chaired by a SCC Vice President of Internal Affairs. The Committee focuses on all internal operations coming before the SCC Board of Directors. These include fiduciary responsibilities, all internal issues related to expenditures for programs and projects, fundraising, budget preparation and issues related to finance. Oversee the Finance Committee and Fund Development Programs.

Section 4

External Affairs Committee

The External Affairs Committee shall be chaired by the SCC Vice President of External Affairs. The Committee shall focus on all issues, including, public relations, publications and marketing. The External Affairs Committee shall oversee related committee such as Outreach, Events, and Programs that enhance the public image of the SCC.

Section 5

Governance Committee

The Governance Committee shall be chaired by the SCC Vice President of Governance. The Committee is responsible for ongoing review and recommendations to enhance the quality and future viability of the Board of Directors. The work of the Committee revolves around Board Role and Responsibilities, Board Composition, Board Knowledge and Board Effectiveness Board. The Governance Committee will identify potential Directors and Committee members and explore their interest and availability to serve the SCC. It will review Bylaws from time to time to ensure changes do not need to be made. Provide election candidates with information needed prior to election to the board. The Governance Chair shall oversee the nominating committee and facilitate the SCC Elections...

Section 6 Finance Committee

The Finance committee is chaired by the SCC Treasurer. It works with the Vice President of Internal Affairs and is charged with ensuring compliance and/or developing other policies that further serve to protect SCC and manage its exposure to risk. These include establishing policies surrounding:

- **Budgeting and Financial Planning**
- **Developing an annual operating budget**
- **Monitoring adherence to the budget**
- **Reviewing all grants and contracts**
- **Investments**
- **Insurance requirements and review**
- **Maintaining Tax –Exempt status**
- **Overseeing the audit**
- **Maintaining Charter with the Office of the Georgia Secretary of State Office**
- **Set long-range financial goals along with funding strategies to achieve them**
- **Ensuring that approved financial policies and procedures are being followed (GAAP)**
- **Filing all financial documents, insurances, taxes, registrations, etc.**

Section 7 Senior-Delegates Committee

The Senior-Delegate Committee may be draw members from senior programs throughout Cobb County, senior centers, community organizations or any Cobb entity which conducts programs in Cobb County in the interest and the general welfare of Cobb County senior citizens.

The Committee shall meet at least quarterly with the President to share ideas and plan programs and shall assist and work with the Vice Presidents and Members-at-Large

The Senior-Delegates shall endeavor to keep participants in their respective centers; communities/organizations informed of senior issues, meetings, events and activities that maybe of interest to seniors.

Section 8 Nomination Committee

The SCC Board of Directors shall select at least three members to serve on the nominating committee, one of which shall be the Vice President of Governance, Members from the General Membership may also serve on the committee. The nominating committee shall select its own chair, who must be a member of the SCC Board of Directors. The Vice President of

Governance shall facilitate the elections. The Nominating Committee shall consist of not more than seven individuals.

- a. Members of the Nominating Committee are not barred from becoming nominees for elected office. However, they may NOT become a nominee for the office of President.
- b. The candidate for President must have served at least one year on the SCC Board of Directors in order to be eligible to be a nominee.
- c. The nominating committee shall propose at least one qualified candidate for each of the positions up for election.
- d. The nominating slate shall be presented to the membership through posting on the SCC website at least (15) fifteen days prior to the date of the SCC elections
- e. Additional candidates may be nominated from the floor prior to the call to vote, provided that:
 - 1) The member is present.
 - 2) The member is eligible for the position.
 - 3) The member has given written consent to being placed on the ballot
- f. The Newly Elected Board of Directors shall be sworn in and will accept their respective positions immediately following the election.

ARTICLE X: PARLIAMENTARY AUTHORITY

Section 1 Fiscal Year

The designated fiscal year of this corporation shall be January 1st to December 31st.

Section2 Parliamentary Authority

The Vice President of Governance and/ or the Secretary will respond to issues concerning parliamentary procedure by reference to the most recent edition of *Robert's Rules of Order* and shall serve as the Parliamentary Authority for the SCC.

Section 3 Amendments

The Governance Committee shall review the Bylaws from time to time to ensure changes do not need to be made. In order to amend the Bylaws, notice of the proposed amendment(s) shall be posted (for 10 days) on the Senior Citizen Council's website for the membership to review and comment. The Governance Committee shall then formulate the suggested amendment(s) and deliver it to the secretary of the Board of Directors. The Secretary shall send the suggested amendment(s) out with the regular Board announcements, at least ten days prior to the time of the vote The Bylaws shall be amended by a 2/3 vote of the Board of Directors.

ARTICLE XI: DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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 a Court of Competent Jurisdiction 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 said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI: INDEMNIFICATION

Section 1

General

Unless expressly prohibited by law, the Corporation shall fully indemnify any person made, or threatened to be made, a party to an action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that such person, or such person's testator or in testate, is or was a director, officer, employee or agent of the Corporation or serves or served any other enterprise at the request of the Corporation, against all expenses (including attorneys' fees), judgments, fines and amounts paid or to be paid in settlement incurred in connection with such action, suit or proceeding.

Section 2

Limitation of Liability

Officers, directors and other persons who perform services for the corporation and who do not receive compensation other than reimbursement of expenses ("volunteers") shall be immune from civil liability. Additionally, persons regularly employed to perform a service for a salary or wage ("employees") shall not be held personally liable in damages for any action or omission in providing services or performing duties on behalf of the corporation in an amount greater than the amount of total compensation (other than reimbursement of expenses) received during the twelve (12) months immediately preceding the act or omission for which liability was imposed. Regardless of the amount of liability insurance maintained, this limitation of liability for volunteers and employees shall not apply when the injury or damage was a result of the volunteer or employee's willful misconduct, crime (unless the volunteer or employee had reasonable cause to believe that the act was lawful), transaction that resulted in an improper personal benefit of money, property or service to the volunteer or employee, or act or omission that was not in good faith and was beyond the scope of authority of the corporation pursuant to this act or the corporate charter. This limitation of liability shall not apply to any licensed professional employee operating in his or her professional capacity. The Corporation is liable only to the extent of the applicable limits of insurance coverage it maintains.

We do not have a statement concerning the technology property of SCC, Jim I think you said you had wording.

CERTIFICATION OF THE ADOPTION OF THE REVISED BYLAWS

The undersigned, Secretary AND members of the Senior Citizens Council of Cobb County Executive Committee, hereby certifies that the foregoing is a true and correct copy of the REVISED Bylaws of the Senior Citizens Council of Cobb County adopted as of November 16, 2021 by the Board of Directors of the SCC Corporation.

Secretary: _____

President: _____

Vice Pres.(IA): _____

Vice Pres (EA) _____

Vice Pres. (GOV): _____

Treasurer: _____

Past Pres. _____

: _____ :

