

BY-LAWS OF THE CALENDAR HOUSE MEMBERSHIP ASSOCIATION Inc.

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ARTICLES

Article I: NAME

The name of the organization shall be Calendar House Membership Association, Inc., a non-stock corporation organized under the laws of the State of Connecticut and managed as a Social welfare organization as described in Internal Revenue Code (IRC) section 501(c)(4).

Article II: OBJECTIVE

To bring together eligible Southington residents as defined in The Calendar House Mission Statement of May 2019 for their mutual benefit, to develop maximum use of the Calendar House facilities and to plan and carry out programs of recreation, education, and creative activities for its members while meeting the Non-Profit requirements defined by Internal Revenue Code (IRC) section 501(c) (4).

Article III: MEMBERSHIP

A member of the Calendar House Southington Senior Center is also a member of the Calendar House Membership Association, Inc.

Article IV: BOARD OF DIRECTORS (BOD)

Section 4.1 General:

The BOD is responsible for the operation and policies of the Association. Each Director shall have one vote.

Section 4.2 Number of Directors:

The Board of Directors shall consist of 7 Directors.

Section 4.3 Election and Terms:

Directors shall be elected by ballot by the membership for 3 years. The terms shall be staggered so that at least two of the Directors' terms shall expire annually. The Directors shall take office upon installation.

Section 4.4 Powers and Duties:

The BOD shall have the powers and duties necessary to administer the affairs of the Association, including but not be limited to the power to:

- a) Appoint and remove Officers for cause
- b) Adopt and amend Bylaws and rules.
- c) Adopt and amend budgets
- d) Approve the appointment of Committee Chairpersons
- e) Approve the appointment of Auditors
- f) Exercise any other powers necessary for the proper governance and operation of the Association within the scope of this document.
- g) Approves banking institutions and financial policies
- h) Establish the fiscal year

Section 4.5 Removal of Directors:

The membership, by two-thirds vote of all members present at any meeting where a quorum is present, may remove any Director with cause.

Section 4.6 Vacancies:

Vacancies on the BOD, caused by any circumstance other than the membership removal of a Director, shall be filled by a majority vote of the Directors, with the membership being duly informed of such action reasonably soon thereafter. Each person so elected shall be a Director for the remainder of the term of the Director who was replaced. In the case of a Director removed by a vote of the membership, a replacement director shall be elected by majority vote of the membership present at any meeting.

Article V: Officers

Section 5.1 General:

The Membership Association acts through its Officers who are charged with carrying out the policies of the BOD.

Section 5.2 Principal Officers:

The principal Officers of the Association shall be the President, Vice President, Secretary, Corresponding Secretary, Assistant Secretary, Financial Officer, Treasurer and Assistant Treasurer. The President must be concurrently serving as a Director. Any two offices may be held by the same person except for the office of President and Vice President and the offices of President and Secretary. The office of Vice President may be vacant.

Section 5.3 Elections and Terms:

Officers shall be appointed for 1 year by the Board of Directors and ratified by the membership at its election meeting. The Officers shall take office upon installation.

Section 5.4 Duties of Officers:

a) **President.** The President shall be the chief executive officer of the Association, and shall preside at all meetings of the membership meeting and of the BOD. The President shall have all of the general powers and duties which are incident to the office of the President of a non-stock corporation organized under the laws of the State of Connecticut, including but not limited to the power to appoint committees from among the membership to assist in the conduct of the affairs of the Association. The President shall authorize the preparation of amendments to the By-laws on behalf of the Association, following authorization or approval of the particular amendment as applicable.

b) **Vice President.** The Vice President shall take the place of the President and perform his or her duties whenever the President is absent or unable to act. If neither the President nor the Vice President is able to act, the Board shall appoint some other Director to act in the place of the President, on an interim basis. The Vice President shall also perform such other duties as may be imposed upon him or her by the Board or by the president.

c) **Secretary-** shall record the minutes of the Membership Association and the Board of Directors meetings, and shall have charge of all the Association records filing them in a designated place. The Secretary shall call the roll and read the minutes of the meetings. A copy of the minutes and financial reports will be placed in the library and made available to all Directors and Officers one week prior to the scheduled meetings.

d) **Assistant Secretary** - shall assist the Secretary in such duties, that the Secretary may designate. The Assistant Secretary shall take the place of the Secretary and perform his or her duties whenever the Secretary is absent or unable to act.

e) Corresponding Secretary- shall write correspondence relating to the normal operation of the Association. Such correspondence may include, but not limited to, letters of appreciation, thank you notes, and cards for various occasions, etc. In addition, the Secretary shall obtain a list of deceased Association Members, for the previous meeting month(s); share the numbers at the appropriate meetings, and post the list of names on the Association bulletin board.

f) Financial Officer – shall research the details of the reporting that the Association is required to make to the State and Federal authorities and advise the Board of Directors details of the internal actions necessary to efficiently achieve the required results in a timely manner.

g) Treasurer-shall have the responsibility for the Association funds and for keeping full and accurate financial records and books of accounts showing all receipts, disbursements and other required financial data. See appendix C Fiscal Discipline.

All checks shall preferably contain a signature of the Treasurer or Assistant Treasurer.

A designated Director can sign in place of either officer.

The Treasurer shall give a financial report at the Board of Directors and Membership meetings. A copy will be made available by the day of each meeting. All records shall be made available each quarter for audit.

h) Assistant Treasurer- shall assist the Treasurer and be responsible for all deposits, petty cash and other duties, that the Treasurer may designate. The Assistant Treasurer shall take the place of the Treasurer and perform his or her duties whenever the Treasurer is absent or unable to act.

Section 5.5 Removal of Officers

Any Officer may be removed either with or without cause upon the affirmative vote of a majority of the Directors. The successor may be elected at any meeting of the Board of Directors.

Section 5.6 Vacancies:

Vacancies of Officers by any circumstance shall be appointed by the Board of Directors for the remainder of the term of the officer so replaced.

Article VI: MEETINGS

Section 6.1 Order of Business

The order of business at all meetings shall generally be as follows:

- a) Call to order
- b) Opening ceremonies (welcome, Pledge of Allegiance)
- c) Roll Call
- d) Minutes of Previous Meeting
- e) Reports of Officers (Treasurer, Corresponding Secretary)
- f) Reports of Standing Committees
- g) Special Reports (Calendar House Directors Report, Program Coordinators report)
- h) Special Committee reports (Auditors, Nominating, and By-laws)
- i) Unfinished Business
- j) New Business
- k) General Good and Welfare of the Association
- l) Announcements (Next Meeting etc.)
- m) Adjournment

Section 6.2 Board of Directors and Membership Meeting

The BOD and Membership Meetings shall be held on the last Thursday of each month unless otherwise announced. The meeting dates will be announced at the previous monthly meeting and be placed in the Calendar House Bulletin or posted within the Calendar House facility.

Section 6.3 Special Meetings

Special Meetings of the Board of Directors may only be called by the President or by the majority of the Directors with three days notice, except where an emergency exists.

Section 6.4 Budget Meeting (Adoption and Ratification)

The Financial Committee shall present a proposed budget to the Board of Directors in December of each year. When the Board of Directors adopts the budget it shall be posted and presented to Membership in December. Membership shall have the right to comment orally or in writing up to the January meeting when the proposed budget will be put to a vote. The budget is ratified if a majority of the membership in attendance votes in favor of the proposal. In the event the proposed budget is rejected the budget for the previous year shall be continued until such time that the proposed budget can be ratified.

Section 6.5 Quorum of Directors, Officers and Membership

At all meetings of the Board of Directors a majority of Directors shall be present before any business can be transacted. In the case of membership meetings, there shall be a minimum of 15 members present in addition to a majority of Officers. If, at any meeting, there is less than a quorum present, then the meeting shall be adjourned by the Directors or Officers present.

Article VII: COMMITTEES

Section 7.1 General:

All committees shall be established by the President. All Chairpersons shall be appointed by the President.

Section 7.2 Standing Committees:

Each Standing Committee shall be appointed for one year with the privilege of reappointment. The Chairperson shall appoint Committee members. Meetings shall be called by the Chairperson, and the Calendar House Director and/or Program Coordinator notified. The Following Standing Committees have been established.

a) Membership Events and Entertainment

This committee shall explore the interests of members and the Board of Directors and submit suggestions for activities to the Board of Directors and seek approval of the Program Director and verbal approval of either the President or Vice President.. This committee shall coordinate activities with the Program Director and solicit volunteers to assist with activities. The committee shall submit information regarding events for publication, preferably at least 2 months in advance.

b) Hospitality and Refreshments

This Committee shall be responsible for providing host and hostesses and to provide refreshments whenever needed.

c) Fund Raising

This Committee shall be responsible for any fund raising activities, which may become necessary.

d) Legislative

This Committee shall provide current legislative updates to the Membership in a non-political issue oriented format and shall advocate at the local, state and federal levels on behalf of the Membership when needed.

e) Finance

This committee and its members shall be composed of the Financial Committee Chairperson, Treasurers and Assistant Treasurers that represent the financial groups that are under the Corporation Charter Business ID. The responsibility of this group is to develop the budget, establish standards for uniform financial operations, prepare tax statements for the accounting firm, file state corporation reports and fees, recommend financial, banking and investing institutions, schedule audits and conduct any other financial operations that are related to the financial operation of the Corporation.

f) By-Laws

The Articles of Incorporation of the Association defines its basic structure and its area of responsibility. The By-laws Committee establishes the procedures for carrying out these responsibilities in a manner that promotes harmony with the State Statutes and Articles of Incorporation.

g) Publicity

The purpose of this committee is to promote events and activities of the Calendar House Membership Association and provide public relations within our community through such means as (i) the regular posting of effective communications and signs in-house, (ii), the regular posting of press releases to the local media, and (iii) the promotion of editorial press coverage in the local newspapers.

h) Membership

This Committee shall research ways to increase the general membership of the Association from the Senior population base in Southington. These findings shall be passed on to the BOD for review. In addition, this Committee shall offer suggestions on how to encourage Calendar House members into active participation in the Association. These suggestions shall be passed on to the BOD for review and consideration.

Section 7.3 Special Committees

Special Committees are short-term committees appointed for a special purpose. When the purpose of each Special Committee has been completed, the committee shall automatically cease to exist.

Article VIII: TERMINATION OF DIRECTORS, OFFICERS and CHAIRPERSONS

Any Director who is absent for more than four Board of Directors Meetings per year and any Officer or Chairperson who is absent for more than four Membership meetings per year without a satisfactory excuse, may be dropped from that position on recommendation by the Board of Directors.

Article IX: RECORDS AND AUDITS

The Association shall maintain all financial records, minutes, and correspondence that pertain to the operation of the Association. The financial records of the Association shall be audited each quarter by at least two of the three Auditors who are not Board members but appointed by the Board and approved by the Membership. Auditors are appointed each year and may be members or non-members. After each audit the Auditors will issue a report on the state of finances to the Board of Directors.

Article X: FISCAL YEAR

The fiscal year of the Association shall be. January 1st to December 31st.

Article XI: PARLIAMENTARY AUTHORITY

The Parliamentary Authority for the Association will be Roberts Rules of order for Small Boards.

Article XII: AMENDMENT TO THE BY-LAWS

The By-laws may be amended only by a vote of two thirds of members of the Board of Directors, following Notice to and Comment from the Membership.

Article XIII: CONFLICT OF DOCUMENTS

In the Event that there is a conflict between documents the order of prevailing authority will be: State Statutes, Article of Incorporation, Bylaws and Rules and Regulations.

APPENDIX

The Appendix contains information that is intended to aid in the operations of the Calendar House Membership Association and is not subject to the By-Laws Amendment Article.

Appendix A: Suggested Time Table for Elections

October: Appoint Nominating Committee
November: Nominees presented to Board of Directors and Membership
December: Election
January: Installation Ceremony and Certificates of Appreciation.

Appendix B: Installation of Directors and Officers

CONDUCTED BY THE CALENDAR HOUSE DIRECTOR OR ALTERNATE

INCOMING DIRECTORS AND OFFICERS,

YOURS IS THE TASK OF IMMEDIATELY FAMILIARIZING YOURSELVES WITH THE DUTIES OF YOUR OFFICES. PROCEED WITH THESE DUTIES IN THE SPIRIT OF DEVOTION AND ENDEAVOR WHICH HAS CHARACTERIZED YOUR PAST ACTIVITIES IN YOUR ASSOCIATION.

AS LEADERS OF THE ASSOCIATION, PROTECT THE HIGH IDEALS OF YOUR ASSOCIATION AND LIVE UP TO ITS PRINCIPALS AND BY-LAWS. FOCUS YOUR ATTENTION ON YOUR AIMS AND OBJECTIVES IN WORKING TOGETHER. I KNOW EACH OF YOU DO COUNT IT A REAL HONOR AND PRIVILEGE TO SERVE YOUR ASSOCIATION.

THE BY-LAWS OF THE MEMBERSHIP ASSOCIATION CHARGE EACH DIRECTOR AND OFFICER WITH THE FOLLOWING RESPONSIBILITIES.

FOR THE DIRECTORS:

The BOD shall have the powers and duties necessary for the administration of the affairs of the Association and shall include but not be limited to the following:

- a) Appoint and remove Officers for cause
- b) Adopt and amend Bylaws and rules.
- c) Adopt and amend budgets
- d) Establish and appoint Chairperson of Committees
- e) Appoint Auditors
- f) Exercise any other powers necessary and proper for the governance and operation of the Association within the scope of this document.
- g) Designate banking institutions and financial policies
- h) Establish the fiscal year.

FOR THE OFFICERS:

- a) **President.** The President shall be the chief executive officer of the Association, and shall preside at all meetings of the membership meeting and of the BOD. The President shall have all of the general powers and duties which are incident to the office of the President of a non-stock corporation organized under the laws of the State of Connecticut, including but not limited to the power to appoint committees from among the membership to assist in the conduct of the affairs of the Association. The President shall authorize the preparation of amendments to the By-laws on behalf of the Association, following authorization or approval of the particular amendment as applicable.
- b) **Vice President.** The Vice President shall take the place of the President and perform his or her duties whenever the President is absent or unable to act. If neither the President nor the Vice President is able to act, the Board shall appoint some other Director to act in the place of the President, on an interim basis. The Vice President shall also perform such other duties as may be imposed upon him or her by the Board or by the president.
- c) **Secretary.** The Secretary shall record the minutes of the membership Association and the Board of Directors meetings, and shall have charge of all the Association records, filing them in a designated place. The Secretary shall call the roll and read the minutes of the meetings. A copy of the minutes and financial reports will be placed in the library and made available to all Directors and Officers one week prior to the scheduled meetings.
- d) **Assistant Secretary.** The Assistant Secretary shall assist the Secretary in such duties, that the Secretary may designate. The Assistant Secretary shall take the place of the Secretary and perform his or her duties whenever the Secretary is absent or unable to act.
- e) **Corresponding Secretary.** The Corresponding Secretary shall write correspondence relating to the normal operation of the Association. Such correspondence may include, but not limited to, letters of appreciation, thank you notes, and cards for various occasions, etc. In addition, the Secretary shall obtain a list of deceased Association Members, for the previous meeting month(s); share the numbers at the appropriate meetings, and post the list of names on the Association bulletin board.
- f) **Financial Officer.** The Financial Officer shall research the details of the reporting that the Association is required to make to the State and Federal authorities and advise the Board of Directors details of the internal actions necessary to efficiently achieve the required results in a timely manner.
- g) **Treasurer.** The Treasurer shall have the responsibility for the Association funds and for keeping full and accurate financial records and books of accounts showing all receipts, disbursements and other required financial data. All checks shall preferably contain a signature of the Treasurer or Assistant Treasurer. A designated Director can sign in place of either officer. The Treasurer shall give a financial report at the Board of Directors and Membership meetings. A copy will be made available one week before each meeting. All records shall be made available each quarter for audit.
- h) **Assistant Treasurer.** The Assistant Treasurer shall assist the Treasurer and be responsible for all deposits, petty cash and other duties, that the Treasurer may designate. The Assistant Treasurer shall take the place of the Treasurer and perform his or her duties whenever the Treasurer is absent or unable to act.

PLEDGE:

RAISE YOUR RIGHT HAND.

WILL THE ELECTED DIRECTORS AND OFFICERS REPEAT AFTER ME

“WE, THE ELECTED LEADERS OF THE CALENDAR HOUSE MEMBERSHIP ASSOCIATION ACKNOWLEDGE THE HONOR AND THE OPPORTUNITY FOR THE DUTIES BESTOWED UPON US IN THE OFFICES WE NOW ASSUME.

WE PLEDGE TO GIVE TO THESE OFFICES THE GREATEST CAPACITIES WE POSSESS AND WE WILL STRIVE FOR UNDERSTANDING AND COOPERATION OF ALL SENIOR CITIZEN MEMBERS”.

THE C. H. OFFICIAL CONGRATULATES THE INSTALLED LEADERS

THE C. H. OFFICIAL GIVES A FLOWER TO EACH PERSON

THE INCOMING PRESIDENT RECEIVES THE GAVEL FROM THE OUTGOING PRESIDENT AND THANKS HIM/HER FOR THEIR SERVICE TO THE MEMBERSHIP ASSOCIATION.

SUITABLE RECOGNITION MAY BE GIVEN AT THIS TIME

RECOGNITION IS GIVEN TO THE NEWLY ELECTED LEADERS AND THOSE CONTINUING TO SERVE ON THE BOARD.

ACKNOWLEDGEMENT IS GIVEN TO ANY DIRECTOR AND/OR OTHER OFFICER LEAVING THE BOARD, WITH A CERTIFICATE OF APPRECIATION PRESENTED FOR THEIR SERVICE.

Appendix C: Fiscal Discipline

In order to assure the proper communication and approval process for the proper allocation and use of funds the following guidelines will be observed:

- a) Normal day-to-day operating expenses will be approved by way of the budgeting process. The expense line items of Administration, Entertainment, Gift, Hospitality and Social will be approved during the budget process. During this budgeting process the budget will be approved by the Board of Directors and the Calendar House Membership Association as outlined in Section 6.4 Budget Meeting (Adoption And Ratification).
- b) Any project under \$1,500 will be approved during a meeting by a two-thirds approval of the Board of Directors and the membership will be advised of the approval. Any project over \$1,500 will require a membership vote for approval.
- c) Any expenditure of over \$10,000 will require a 100% approval of the Board of Directors during a meeting and a majority approval of the membership in attendance at a properly publicized meeting.
- d) An approved Emergency Fund of \$5,000 per fiscal year will be established in the budgeting process. This fund is used only when a true time-sensitive emergency arises. The emergency must be one that interrupts vital Calendar House or Association activities. Approval of the use of these funds will be made during a meeting by a two thirds approval by the Board of Directors and if possible by a meeting of the full Membership.
- e) Any expenditure which would reduce the total available funds (not including unavailable funds) to less than \$15,000 will require a 100% approval during a meeting of the Board of Directors and a majority approval of the membership in attendance at a properly publicized meeting.
- f) A Petty Cash Fund equal to \$200 will be maintained by the Treasurer and the Assistant treasurer for use as needed for association business. This fund will be audited quarterly and must be balanced, with cash on hand plus expense sheets, equaling \$200.