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**BYLAWS OF THE SENIOR CITIZENS COUNCIL OF COBB COUNTY, INC.
(a Georgia nonprofit corporation – Control Number 15036426; FEIN #47-4434032)**

ARTICLE 1 - NAME, PURPOSE

Section 1: Name. The name of the organization shall be the Senior Citizens Council of Cobb County, Inc. (“SCC”) It is organized as a Georgia nonprofit corporation.

Section 2: Purpose. The purpose for which the corporation is established is to engage in any lawful activity intended to promote and advance the interests of persons in Cobb County, Georgia over the age of 55 years. To that end, among other activities, SCC will endeavor to support and conduct educational and informational programs designed to increase public awareness of issues supportive of its purpose.

ARTICLE II – GOVERNANCE

Section 1: Board of Directors. The governance of SCC shall be under the authority of the Board of Directors (the “Board”).

Section 2: Composition. The Board shall be comprised of not more than eleven (11) persons, over 55 years of age, residing in Cobb County, Georgia, each of whom are current in their dues, if so imposed, at the time of election or appointment.

Section 3: Authority. The Board shall have all power and authority as permitted to nonprofit corporation Board members under Georgia law.

ARTICLE III - BOARD OF DIRECTORS

Section 1: Board Responsibility. The Board is responsible for the overall policy and direction of the SCC and may delegate responsibility, in its discretion, to various committees.

Section 2: No Compensation. No Board member shall receive compensation, other than reimbursement of reasonable expenses incurred on behalf of the SCC.

Section 3: Meetings/Attendance. The Board shall meet not less than 8 times per calendar year, at such locations as the President may prescribe. The Board may establish attendance/absence participation criteria as it deems appropriate. Meetings of the Board may be conducted in person, by electronic means or a combination thereof.

Section 4: Board Elections. The Board shall be divided into two groups, designated as Group A (elected in even numbered years) and Group B (elected in odd numbered years), to establish staggered terms. Directors in Group A shall initially serve a term of two (2) years, and each of the Group A directors shall be Officers of SCC. Directors in Group B shall initially serve a term of one (1) year. Thereafter, all Directors shall serve two-year terms. Elections shall be held annually to fill the expiring terms, ensuring continuity of leadership by staggering the terms

of the two groups. Directors may serve consecutive terms if re-elected, as permitted by these bylaws.¹

Section 5: Election Procedures. The Nominating/Development Committee shall be responsible for nominating members to serve as members of the Board and as Officers..

Section 6: Quorum. A quorum of the Board shall consist of a majority of the Board members before business can be transacted or motions made or passed.

Section 7: Notice. An official Board meeting requires that each Board member have written notice at least three (3) calendar days in advance.

Section 8: Action Without a Meeting. Any action which may or is required to be taken at a meeting of the Board of Directors, or a committee thereof, may be taken without a meeting if a consent in writing, setting forth the action to be so taken, signed and approved by all of the Board members, or all the members of the committee as the case may be, is filed in the minutes of the proceedings of the Board.

Section 9: Non-Liability. The directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

Section 10: Conduct of Meetings. All meetings of the Board shall be conducted in accordance with the current edition of Roberts Rules of Order, unless otherwise specified by these bylaws or by a resolution of the Board.

Section 11: Special Meetings. Special meetings of the Board shall be called upon the request of the President or one-third of the Board. Notices of special meetings shall be sent out by the Secretary to each Board member not less than three business days in advance.

Section 12: Emergency Meetings. An emergency meeting of the Board may be called by the President, or his/her designee on not less than one-hour notice to discuss and act on urgent matters that require immediate attention due to a declared emergency situation. An “emergency situation” shall mean a natural disaster, significant financial threats or legal issues requiring immediate attention.

Section 13: Executive Session. The Board may convene an executive session to discuss matters deemed confidential, including personnel matters, legal strategy or real estate transactions, where public disclosure could be detrimental to the corporation’s interests; such sessions shall be closed to all persons except Board members.

Section 14: Vacancies. When a vacancy on the Board exists, nominations for new members may be received from the present Board members by the Secretary and shall be disseminated to the Board with the regular Board meeting announcement, to be voted upon at the next Board

¹ In the event a Group B elected Board members wishes to serve as an Officer, he/she shall notify the Nominating Committee of intention to serve as an Officer and shall seek election to the Officer post, thereby becoming a Group A Board member. If elected, the newly elected Officer shall become a Group A Board member, and shall thereupon resign as a Group B Board member; and the Board will appoint a substitute director for the remainder of that Group B member’s term.

meeting. All vacancies will be filled only for the remaining duration of the departing Board member's term.

Section 15: Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Secretary. A Board member may be dropped for excess absences from the Board if he or she has four unexcused absences from Board meetings in a year. A Board member may be removed for other reasons by a three-fourths vote of the remaining directors.

ARTICLE IV – OFFICERS AND DUTIES

Section 1: Officers. There shall be five (5) officers of the Board consisting of a President, Vice President for Internal Affairs and Governance, Vice President of External Affairs, a Secretary, and a Treasurer. The Board shall have the power to appoint Assistant Secretaries, Assistant Treasurers and other officers as it deems advisable, to serve at the pleasure of the Board. The Board may assign to such officers such duties as it may determine.

Section 2: Term of Office. Each officer's term shall be for two (2) years. Any vacancies shall be filled by the Board.

Section 3: Duties of the President. The President shall be the chief executive officer and shall preside at all meetings of the Board of Directors and its Executive Committee. The President appoints the chairperson of all committees and the members thereof unless otherwise provided in these By-Laws, subject to ratification by the Board of Directors. The President shall be a non-voting member of all committees. The President shall execute on behalf of the corporation and may affix or cause the seal to be affixed to all contracts and other instruments requiring such execution, except to the extent the signing and execution thereof shall be expressly delegated by the Board to some other officer or agent of the corporation.

Section 4: Duties of the Vice Present of Internal Affairs and Governance. The Vice President of Internal Affairs and Governance shall be responsible for overseeing internal operations, organizational governance and ensuring effective communication within the organization. Key duties include acting as a liaison between the Board and committees, serving as a substitute for the President, when needed, coordinating committee appointments and transitions and such other activities as designated pertaining to internal matters as the President may prescribe.

Section 5: Duties of the Vice President of External Affairs. The Vice President of External Affairs shall be responsible for overseeing, and managing external relationships, communications and advocacy efforts, including developing and coordinating programs, maintaining contacts with compatible organizations, enhancing the public image of the SCC; and performing such duties as may, from time to time, be assigned by the President.

Section 6: Duties of the Secretary. The Secretary shall maintain and keep current and acuate records and minutes of the meetings of the Board. The Secretary shall also maintain custody of the Policy Manual. The Secretary may also perform like duties for the standing committees and members when required; and shall give, or cause to be given, notice of all meetings and special

meetings of the Board and the members; validate a quorum for meetings, and shall perform such other duties as may be prescribed by the President or the Board.

Section 7: Duties of the Treasurer. The Treasurer shall have custody of the corporate funds and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation. The Treasurer shall deposit all monies and other valuable effects in the name, and to the credit of, the corporation in such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the corporation as may be ordered by the President or the Board, taking proper vouchers for such disbursements and shall report to the President and the Board at its regular meetings, or when the Board so requires, an account of all transactions and of the financial condition of the corporation. The Treasurer shall assist the President in ensuring that all required tax filings to state, local and/or federal authorities are made in a timely fashion. The Treasurer shall assist the Finance Committee in the preparation of the budget and make financial information available to Board members and the members.

Section 8: Executive Committee. The Executive Committee shall be composed of the President, Vice President of Internal Affairs and Governance, the Vice President of External Affairs, the Secretary, the Treasurer and the immediate past President. As set forth in Article VII, Section 2, the Executive Committee shall have the authority to act on behalf of the Board between meetings on all matters, except those specifically requiring full Board approval and shall report all actions to the full Board at its next meeting for ratification.

ARTICLE V - MEMBERSHIP

Section 1: Members. SCC shall have members.

Section 2: Admission. Membership shall be open to all persons or organizations interested in supporting and advancing the purposes of the SCC and upon such terms and conditions as may be established by the Board from time to time.

Section 3. Dues. The Board, in its discretion, may establish a schedule of dues for membership, from time to time. Continued membership shall be contingent upon being current on membership dues.

Section 4: Voting. Each current member of the SCC, age 55 and over, shall be entitled to one (1) vote to be exercised at the annual meeting.

Section 5: Classifications. The Board, in its discretion, shall have the authority to establish and define nonvoting categories of membership.

ARTICLE VI - MEETINGS OF MEMBERS

Section 1: Annual Meeting. An annual meeting of the members shall be held each year. The annual meeting shall be held during the first quarter of each calendar year at a time and place set by the Board.

Section 2: Agenda for Annual Meeting. The election of Board members and/or Officers shall be conducted at the annual meeting, together with such other business as the Board may determine.

Section 3: Special Meetings. Special meetings of the members may be called by the President, the Executive Committee, or a simple majority of the Board of Directors. A written request signed by ten percent (10%) of the voting members may call a special meeting.

Section 4: Notice. Notice of each meeting shall be given to each voting member, by mail, email or other electronic means not less than five (5) business days before the meeting.

Section 5: Quorum: A quorum for conducting the business of the members shall be one-tenth (1/10) of eligible members in person or by proxy.

ARTICLE VII - COMMITTEES

Section 1: Standing and Other Committees. The Board may create committees as needed, which may include, but not be limited to Fundraising, Membership, Marketing, Public Relations, Education, Advocacy, etc. There shall be three (3) standing committees: an Executive Committee (referenced above in Article IV, Section 8), a Finance Committee and Nominating/Development Committee. The President shall appoint all committee chairs. Standing Committee chairs must be members of the Board.

Section 2: Executive Committee. The five officers and the immediate past President shall serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

Section 3: Finance Committee. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget. The Treasurer shall serve on the Finance Committee, which may include other Board members. The Board must approve the budget, and all expenditure must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be the calendar year. The financial records shall be made available to the Board and the membership>

Section 4: Nominating/Development Committee. The Nominating/Development Committee shall be appointed by the Board to be responsible for developing and identifying nominees for board elections, officer positions, board committees, and planning for board training and leadership development, as directed by the Board. The Nominating/Development Committee shall submit its recommendations for prospective Board members and Officers, as to case may be, to the existing Board not later than five days prior to the dissemination of the notice of the annual meeting to the members.

ARTICLE VIII – ADOPTION OF POLICIES

Section 1: Policies. Without prejudice to the powers conferred by statute, the articles of incorporation, or as otherwise stated in the bylaws, the Board shall have the power to adopt and

amend policies for the SCC. A majority of votes cast during a properly called meeting of the Board is required to adopt or amend policy.

Section 2: Policy Manual. The policy manual should be maintained and accurately updated showing adoption, amendments and revisions to the policies of the SCC. The policy manual shall be made available to any member for review upon five (5) days prior written request

Section 3: Review/Changes to Policies. The Board may designate a committee to review existing policies from time to time and propose changes to the Board. The policy committee, if so constituted, may also interpret policy as requested by the Board.

ARTICLE IX - AMENDMENTS

These Bylaws may be amended when deemed advisable and necessary by a two-thirds (2/3) majority vote of the Board. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

THESE BYLAWS are duly adopted this _____ day of _____, 2025 to become effective on January 1, 2026.

Secretary