

BYLAWS
Empire Area Community Center
2012

ARTICLE I – NAME

The name of the organization shall be EMPIRE AREA COMMUNITY CENTER (EACC).

ARTICLE II – PURPOSE

The Empire Area Community Center shall operate as charitable, community service, and educational nonprofit organization. Its purpose shall be to maintain a nonprofit community center to serve Empire, Michigan and the surrounding geographic area; to develop, support, and provide community services, activities, and facilities; and to generate funds for direct financial support of the community center and its programs.

ARTICLE III- MEMBERSHIP

- Section 1. Membership in the Empire Area Community Center shall be open to all interested individuals who attend meetings regularly or contribute in some form to the Empire Area Community Center and request membership status. These individuals shall be recognized as “Members.”
- Section 2. Each Member shall be entitled to vote at the annual meeting and at general membership meetings.

ARTICLE IV – FISCAL YEAR AND CONTRIBUTIONS

- Section 1. The organization’s fiscal year shall be January 1 to December 31.
- Section 2. Contributions to the Empire Area Community Center shall be solicited as directed by the Empire Area Community Center Board of Directors.

ARTICLE V – BOARD OF DIRECTORS

- Section 1. Composition, Eligibility, Requirements, Election, and Terms.
- a. The Board of Directors shall consist of officers, standing committee chairs,

and other directors as recognized by the Board of Directors.

- b. The minimum number of Board members shall be three and the maximum number shall be eleven.
- c. Only Board members shall be eligible to vote on Board issues.
- d. Board members need not reside in the area served by the Empire Area Community Center; however, Board members shall have a connection to and interest in the Empire area.
- e. Until the board reaches its maximum size of eleven members, terms of Board members are indefinite.
- f. Until the board reaches its maximum size of eleven members, new members to the Board may be recognized at any meeting of the Board.
- g. After the Board reaches its maximum size of eleven members, members of the Board shall serve upon election to the Board by the Members at the annual meeting.
- h. After the Board reaches its maximum size of eleven members, at least one month prior to the annual meeting, the President shall appoint a Nominating Committee to submit nominations for new Board members to be presented at the annual meeting. Additional nominations may be made by Members prior to the election, including nominations made at the annual meeting.
- i. The terms of elected Board members shall be two (2) years.

Section 2. The business affairs of the organization shall be conducted and managed by the Board.

Section 3: Board Meetings.

- a. The Board shall establish a regular time, place, and frequency for Board meetings. No further notice is required after the initial regular meeting unless there is a change.
- b. Special meetings of the Board may be called by any officer. Notice of special meetings shall be given to all Board members at least 24 hours prior to the meeting.
- c. A simple majority of the Board must be present to conduct a Board meeting.
- d. A simple majority vote of Board members present shall carry a vote.

ARTICLE VI – OFFICERS

Section 1. Officer Titles. The officers of the organization shall be president, vice president, secretary, and treasurer.

Section 2. Election. Immediately following each annual meeting, the Board shall conduct a meeting to elect officers.

Section 3 Terms.

- a. The election of president and secretary shall be held in even-numbered years.
- b. The election of vice president and treasurer shall be held in odd-numbered years.
- c. Each officer may serve two consecutive two-year terms. The treasurer may serve additional terms as approved by vote of the Board.
- d. When a vacancy in the presidency occurs, the vice president shall succeed the president to fill the unexpired term; any other vacancies shall be filled by election of a Board member by the Board to fill the unexpired term.

Section 4. Duties of the Officers.

- a. President: to preside over and conduct meetings of the organization, appoint chairs for each committee, and be an *ex officio* member of all committees. The president has the authority to carry out the directions of the Board, including the authority to enter into contracts and represent the organization.
- b. Vice President: to perform duties of the president in her/his absence and any other duties assigned by the president or the Board.
- c. Secretary: to record or have recorded the attendance at all meetings; to record or have recorded minutes of all meetings; to keep a list of Board members with their addresses and other pertinent contact information; to notify Board members and Members of the time and place of meetings; to conduct the correspondence of the organization; to keep a record of terms served by the Board members and officers; and to keep a copy of all minutes and public correspondence including signs, posters, advertisements, and news articles.
- d. Treasurer: shall be the custodian of all moneys and shall carry out the financial directives of the Board. The treasurer shall present financial statements to the Board at its regular meetings, prepare or cause to be prepared an annual budget and report, and keep or cause to be kept complete and accurate organizational financial accounts.
- e. Each officer shall maintain current records and other pertinent materials and

upon leaving office shall give these records to the successor.

ARTICLE VII – FUNDS

All funds shall be deposited in the account of the EMPIRE AREA COMMUNITY CENTER and shall be disbursed by the treasurer, or in the treasurer's absence, by another officer. The organization's bookkeeper and all officers are authorized signatories on the organization's financial accounts. All disbursed funds must be authorized by two signatures.

ARTICLE VIII – EXECUTIVE COMMITTEE

There shall be an Executive Committee consisting of the officers. It shall convene on request of any officer as deemed necessary.

ARTICLE IX – COMMITTEES

- Section 1. Standing committees shall be determined by the Executive Committee.
- Section 2. The Executive Committee shall appoint the chair of standing committees, and each chair shall select members for the committee.
- Section 3. The Board or the Executive Committee may from time to time establish special committees.

ARTICLE X – MEMBERS' MEETINGS

- Section 1. An annual meeting of the Members of Empire Area Community Center shall be held each February following the end of the previous fiscal year. The date, time, and place to be determined by the Executive Committee. The date, time, and place of the annual meeting will be posted on the organization's bulletin board.
- Section 2. Each Member shall be entitled to vote at the annual meeting and at special membership meetings.
- Section 3. Special meetings of the membership may be called at any time by the president, a majority of Board members, any two officers, or any five Members. Notification of special meetings shall be made at least two weeks prior to the special meeting by Regular First Class U.S. Mail or by electronic mail to all Members.
- Section 4. A simple majority of those Members present may transact business at the annual meeting and any special meetings.

ARTICLE XI – RESERVED

ARTICLE XII – DISSOLUTION STATEMENT

Section 1. Upon the dissolution of the organization, all assets after payment of liabilities shall be distributed to other nonprofit organizations with goals similar to the Empire Area Community Center if such organizations qualify within the meaning of §501(c)(3) of the Internal Revenue Code or any future federal tax code. In the event that there are no such qualified organizations, the assets will be distributed for one or more exempt purposes within the meaning of §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, 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 purpose or to such organization or organizations as the Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE XIII - AMENDMENTS

Amendments to the bylaws may be made at any meeting of the Board of the Empire Area Community Center by a two-thirds vote of those Board members present, following notification at least two weeks prior to the meeting at which the vote is to take place.

ARTICLE XIII – PARLIAMENTARY PROCEDURE

Robert's Rules of Order Revised, when not in conflict with these bylaws, shall govern the proceedings of this organization.

The Board of the Empire Area Community Center hereby adopts these By-Laws this
25th day of October, 2012.

As Amended on 13th day of May 2016

By: *Susan Capertie* Its: Secretary

By: *Larry Staley* Its: Treasurer

By: *Linda T. [unclear]* Its: President

Red ink denotes changes to by laws