

**BYLAWS
OF
WEST MEDFORD COMMUNITY CENTER, INC.**

**ARTICLE I
NAME**

The name of this organization shall be the West Medford Community Center, Inc., also known as West Medford Community Center, herein after referenced as WMCC.

**ARTICLE II
PURPOSE**

The purpose of this tax-exempt, non-profit organization as set forth in the Articles of Organization is to provide a facility for recreation and a place where clubs and organizations can meet and develop civic programs, for the benefit of the entire community of Medford.

A further purpose shall be to provide an environment which houses and promotes educational programs, senior programs, and other community activities.

**ARTICLE III
MEMBERSHIP**

Section 1. Qualifications. The membership of the West Medford Community Center shall be comprised of individuals who desire to participate in promoting the purposes, goals, mission and objectives of the corporation.

Section 2. Categories of Membership. The corporation may have within its membership the following types or categories of members: (1) youth, (2) individual, (3) family, seniors (4), and (5) life members.

Section 3. Voting Members. A voting member of the corporation is one who is at least eighteen (18) years of age and who is an active, paid member, (either as an individual or as an adult member of a family which has paid family membership dues). Membership must be up-to-date and in good standing at the time a vote takes place.

Section 4. Youth Members. A youth member of the WMCC is one who is under eighteen (18) years of age and who has paid annual membership dues, either as an individual or as a member of a family which has paid annual family membership dues. A youth member shall have no voting power. The term of a youth member shall commence upon payment of membership dues and shall expire on the day preceding the next annual meeting. Youth membership ends subsequent to the individuals' eighteenth (18th) birthday.

Section 5. Dues. Annual membership dues shall be established by the Board of Directors.

ARTICLE IV MEETINGS

Section 1. Annual Meeting. The annual meeting of the WMCC shall be held on the third Sunday in September each year at such time, and the place shall be determined by the Board of Directors, and stated in the notice of the meeting. The annual meeting may be postponed by a two-thirds (2/3) vote of the Board of Directors. If the regular annual meeting is not held, a special annual meeting of the WMCC shall be held in its place not later than 30 days following the third Sunday in September. All annual meetings shall have the same force and effect. If the Board of Directors does not call for an annual meeting, the membership by a 2/3 vote of those current, in-good-standing members may call for a meeting no earlier than thirty (30) days after the third (3rd) week in September.

Section 2. Special Meetings. Special meetings of the WMCC may be called by the President, by the written petition of five (5) or more directors, or by the written petition of ten percent (10%) of the general membership and such petition to be submitted to the Secretary or President with a clearly stated purpose. Except in cases of emergency, seven (7) days written notice shall be provided to each voting member of the WMCC by the Secretary. In cases of emergency, a reasonable notice shall be provided to each voting member of the WMCC by the Secretary. The notice shall contain the date, time, place, and purpose of the special meeting. Special meetings shall be held within fourteen (14) days of receipt of petition by the Secretary or President.

Section 3. Notice of Meeting. Except as otherwise provided by these Bylaws, a written notice of each meeting of the members stating the place, date, hour, and purpose of the meeting shall be given at least seven (7) days before the meeting to each voting member. Such notice shall be given by the Secretary, or by another officer designated by the directors, and shall be communicated by mail delivery or otherwise delivered to the last known address of voting members of the WMCC.

Section 4. Voting. Voting at any meeting of the WMCC shall occur, only when a quorum of voting members of the WMCC is present. At any meeting of the WMCC, one-third (1/3) of the voting members shall constitute a quorum. For a vote to be effective, a one-third (1/3) quorum of the general membership in good standing must be present.

ARTICLE V BOARD OF DIRECTORS

Section 1. Membership. The Board of Directors shall consist of eleven (11) persons, who shall be elected by the voting members of the WMCC.

Section 2. Qualifications. Upon election, a Director shall meet all financial obligations required of voting members of the corporation.

Section 3. Tenure. There will be one (1), two (2), and three (3) year terms for members of the Board of Directors. Four (4) members will serve for three (3) years; four (4) members will serve for two (2) years, and three (3) members will serve for one (1) year.

Section 4. Powers. Except as otherwise provided by law or these Bylaws, the policies of the corporation, shall be determined by the Board of Directors. The Board of Directors shall fix the time and place of meetings, and shall in good faith, exercise all powers deemed necessary by it to carry out the purpose of the WMCC and, may delegate such powers as it deems appropriate for

the purpose of conducting the day-to-day affairs of the WMCC. Each Board member will be responsible for personally, or through solicitation during his/her term, raising a sum of money to be used for the benefit of the WMCC. The following formula will be used to determine each Board member's fiscal responsibility.

	Totals to be raised through contribution or solicitation:
	One (1) Year Term: \$ 333.00
	Two (2) Year Term: \$ 666.00
T	Three (3) Year Term: \$1,000.00

Section 5. Removal. Any member of the Board of Directors may be removed from office at any time for: (a) absence without notice from three consecutive regular meetings of the Board of Directors during the same fiscal year or (b) other good cause. After two consecutive absences without notice, a director shall be notified in writing of this provision by the Secretary. Removal shall occur automatically following the third absence without notice. Removal for good cause shall occur only after the affected Director has received reasonable notice of cause for removal and has had an opportunity to be heard. A vote of two-thirds (2/3) of the Board of Directors is required to remove a Director from the Board for good cause.

Section 6. Vacancies. Any vacancy on the board of Directors may be filled by: (1) automatic designation of the person who, at the last election to the Board, ranked by votes cast as the runner(s) up, or (2) if no such designation can be made, by vote of the Board of Directors. Any successor shall hold office until the next annual meeting. The Board of Directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number. The general, in-good-standing membership will vote for the Board of Directors; the Board of Directors will vote for officers of the WMCC, and the President can make appointments.

ARTICLE VI OFFICERS

Section 1. President. In general, the president shall be the principal volunteer officer of the WMCC and, subject to the control of the Directors, shall have general responsibility for supervising the affairs of the Board of Directors. The president shall preside at all meetings of the WMCC and the Board of Directors.

Section 2. Vice President. In general the vice-president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president and shall perform such other duties and shall have such other powers as the directors may from time to time prescribe.

Section 3. Treasurer. In general, the Treasurer shall be the chief financial officer of the WMCC and shall have responsibility for its financial affairs, funds and securities and shall assure the full and accurate financial records are kept. The treasurer shall serve as Chairperson of the Finance and Compliance Committee and shall have such other duties and powers as the directors may from time to time prescribe.

Section 4. Assistant Treasurer. In general, the Assistant Treasurer shall assist the treasurer in the performance of his/her duties and have like powers and duties in the event of the resignation or inability of the treasurer to act. The Assistant Treasurer shall serve as the Chairperson of the Finance and Compliance Committee and shall have such other duties and powers as the Directors may from time to time prescribe.

Section 5. Secretary. In general, the Secretary shall record and maintain records of all proceedings of the corporation and Board of Directors in a book or series of books kept for that purpose. The Secretary shall have responsibility of assuring that all valuable papers and records shall be kept within the Commonwealth of Massachusetts at the principal office of the corporation and are available at all reasonable time for inspection by any member of the corporation. Such records shall also include, but not be limited to, deeds and other legal documents, original, or attested copies of the Articles of Organization, Bylaws and, names and addresses of all members of the corporation and the Board of Directors. If the Secretary is absent from any meeting of the corporation or Board of Directors, a temporary Secretary chosen at the meeting shall exercise the duties of the Secretary at the meeting. The Secretary shall have such other duties and powers as the Board of Directors may from time to time prescribe.

ARTICLE VII AGENTS AND EMPLOYEES

Section 1. Appointment of Agents or Employees. The Board of Directors may, from time to time, appoint or authorize the appointment of such agents, employees, or independent contractors as it might deem necessary to carry out the purpose of the corporation.

Section 2. Appointment of Executive Director. The Board of Directors shall hire and determine the compensation of the Executive Director. The Board of Directors shall have the authority to remove the Executive Director for cause by a vote of two-thirds (2/3) of the Board of Directors.

Section 3. Powers of Executive Director. The Executive Director shall have such powers as the Board of Directors delegates. The Executive Director shall be Chief Executive Officer (CEO) of the WMCC and shall be an employee and shall have responsibility for implementation of the policies set by the board and administrative affairs of the WMCC including, but not limited to, the employment termination, direction and control of the employees of the WMCC.

Section 4. Members as Agents. Members of the WMCC, except those serving on the Board of Directors may otherwise serve the WMCC as agents or employees and may receive compensation for any such services rendered.

ARTICLE VIII CONFLICT OF INTEREST

No spouse, parent or child of member of the Board of Directors may serve as an agent or employee of the WMCC. No member of the Board of Directors shall realize a direct or indirect personal financial gain from fundraising undertaken on behalf of the WMCC. No member or committee shall use the name of the WMCC for any solicitation of funds without the approval of the Board of Directors. Unresolved disputed conflict questions will/can be submitted to the City Solicitor for resolution.

ARTICLE IX COMMITTEES

Section 1. Enumeration. The standing committees of the WMCC shall be as follows: An Executive Committee; Finance and Compliance; Membership; Fundraising; External Communications; Organizational; Nomination; and any other committees the Board of Directors deems necessary at any given time. The President shall be, *ex officio*, a member of all committees, except the Nomination Committee. All decisions of committees are subject to review

and revision by the Board of Directors.

Section 2. Membership of Committees. Committee chairpersons shall be members of the Board of Directors and shall be appointed by the President, except that the Treasurer shall serve as chairperson of the Finance and Compliance Committee. In the absence of the Treasurer, the Assistant Treasurer will assume all duties and responsibilities of the Treasurer. Those members who are either agents or employees of the WMCC shall not be allowed to serve on any committee which affects their employment.

Section 3. Executive Committee. The elected officers of the corporation (as specified at Article VII), as well as the Executive Director ex officio, Chairpersons of standing committees and one (1) additional Director to be selected by the Board of Directors shall comprise the Executive Committee. The Executive Committee shall have the power to act for the Board of Directors between its regular meetings; shall report and make recommendations to the Board of Directors and perform such other duties as are specified in these Bylaws. The acts of the Executive Committee shall not be in conflict with the policies and positions of the Board of Directors.

Section 4. Finance and Compliance Committee. The Finance and Compliance Committee is composed of the President, Treasurer, the Assistant Treasurer, and such other persons as the President deems appropriate. It shall be the duty of this committee to review the budget for the next fiscal year and to submit it to the Board of Directors for its review at its regular meeting, in May which budget shall be approved by the Board of Directors no later than June of each year.

Further, this committee shall make recommendations to the Board of Directors on plans for short-term fundraising and long range financial development on behalf of the WMCC. All fundraising events and/or other special activities of the WMCC to be implemented by the Board of Directors shall be coordinated through the Finance and Compliance Committee for the purpose of seeking approval by the Board of Directors and to avoid duplication in planning and conflicts in scheduling, as well as working in close consultation with the Executive Director.

Section 5. Nominating Committee. In March of each year, a Nominating Committee of no fewer than five (5) persons, at least two (2) who shall be members of the Board of Directors and three (3) from the general membership, shall be elected by the Board of Directors. It shall be the duty of this committee to determine eligibility and present to the members of the corporation at the annual meeting nominations for election to the Board of Directors. It shall be the further duty of this committee to determine eligibility for office and to present candidates for office to the Board of Directors, to be elected pursuant to Article IV of these Bylaws. The President shall not serve on the Nominating Committee. Nominations from the floor shall be permitted by voting members of the corporation at all elections for members of the Board of Directors.

Section 6. Personnel Committee. A personnel Committee of no less than three (3) persons shall be appointed by the President promptly following the President's election to office. It shall be the duty of this committee to review and make recommendations to the Board of Directors.

ARTICLE X EXECUTION OF DOCUMENTS

Except as the Board of Director may in particular cases otherwise authorize, all leases, transfers, contracts and other agreements authorized or ratified by the Board of Directors shall be signed by the President and/or the Executive Director. Deeds shall be signed by the President only. All bonds, notes, checks, and drafts, shall be signed by the Treasurer (and in his/her absence the

Assistant Treasurer) or any other person that the Board so deems.

**ARTICLE XI
INDEMNIFICATION**

The directors, officers, agents and employees of the corporation shall not be personally liable for any debt, liability, claim, demand, cause of action, or other obligations arising out of or relating to activities of the corporation, provided that such director, officer, agent or employee acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation, or to the extent that such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan. All persons corporations, or other entities extending credit to, contracting with, or having any claim against the corporation, may look only to the funds and property of the corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment, or decree, or of any money that may otherwise become due and payable to them from the corporation, and only to the extent provided by the law.

**ARTICLE XII
PARLIAMETARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the corporation in all cases to which they are applicable, and in which they are not inconsistent with, the Articles of Organization, these Bylaws, and any special (or standing) rules of order which the corporation may adopt.

**ARTICLE XIII
AMENDMENT OF BYLAWS**

These Bylaws may be amended or otherwise revised at any annual meeting of the WMCC by a minimum of a two-thirds (2/3) vote of voting members in good standing present, provided that the amendment or other revision has been communicated to voting members at least thirty (30) days in advance of such meeting.