

**Hillsdale County Senior Services Center, Inc.**

**By-Laws**

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I. NAME:

1. This organization shall be known as the Hillsdale County Senior Services Center, Inc. (Also known as Perennial Park and the Center)
2. The corporation identification number (CID) assigned by the Corporation and Securities Bureau of the Department of Commerce is 747-420.
3. The location of its registered office is 320 W. Bacon Street, Hillsdale, Michigan 49242.

II. PURPOSE AND GOALS:

1. The purpose is to support and promote a means for maintaining a Senior Center in order to achieve specific goals, based on the needs and interests of older persons, those 50 and older except for those programs that receive State and Federal funding which requires older persons to be 60 years of age, those physically or mentally challenged, and those with special needs, (whenever document refers to “older persons” it is to include those specifically identified above.) within the service area of Hillsdale County. This is to be done in accordance with the standards set forth by the National Institute of Senior Centers.
2. Our goals are:
  - A. To help older persons understand the normal development processes of aging.
  - B. To provide a social group of peers with whom older persons can interact, receive and gain encouragement and support, enjoy the warmth of caring and sharing.
  - C. To assist older persons with their continued growth and development through programs and services that allow them to remain at home, independent and healthy.
  - D. To give older persons a chance to make choices, and to be part of the decision making process on matters in which they have a vital interest.
  - E. To promote the welfare of the community through the volunteer efforts of older persons.
  - F. To enable older persons the opportunity to spend time in an environment which promotes respect, trust, and independence.

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- G. To seek out a variety of sources of funding.
- H. To increase and encourage the participation of minority, low income, physically or socially handicapped, rurally isolated persons, and older persons in all services provided through the Senior Center.

In general, this corporation is organized exclusively for charitable and educational purposes, including the making of distributions to organizations.

**III. AFFILIATIONS:**

- 1. Associate Affiliation/Kinship Care/Under 50  
Associate affiliation is available to those interested in using Hillsdale County Senior Services Centers facilities and/or programs who do not fall under the “older persons” definition as listed in Article II(1).
- 2. Board of Directors
  - A. Board of Directors shall consist of a minimum of 11 members which will include; One County Commissioner designated by the Hillsdale County Board of Commissioners, countywide citizenry demographically weighted in favor of the older population, and professional community representatives with specific areas of expertise (legal, financial, and health care). New members are to be elected in January at the annual board meeting. Board Presidents completing two, three year terms are encouraged to complete another year without voting privileges to assist the incoming board president.
  - B. Terms of office shall be for three years, with minimum of 3 being approved each year in January at the annual board meeting. Board Members filling in a board vacancy are eligible to serve two 3-year terms in addition to the interim period they are filling and are then required to take a 1-year absence.
  - C. Members must notify the Board President or Executive Director if they are going to be absent. The decision whether to ask for a resignation from a board member with excessive absences will be left to the NPR Committee.
  - D. Vacancies on the Board should be filled as soon as possible. The NPR Committee will present nomination for vacant board position to the general board at a regularly scheduled board meeting for their final approval.
  - E. Leave of Absence for extenuating circumstances will be considered by the Executive Committee.

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3. Honorary Board Member

Honorary Board Membership is specifically for someone who served on the board with distinction. Honorary Board members are allowed to serve and

- A. May participate in board meetings without voting.
- B. May be asked to serve on the board as an active board member during any approved “leave of absence” by a current board member or if a board member resigns or is unable to fulfill their term. At which they would have voting privileges.
- C. May be asked to serve if the Board of Directors members are not at the full capacity or to fill a vacated board term which they would have voting privileges.
- D. Honorary Board Members will be evaluated annually by NPR Committee.

4. Advisory Committee

Any Hillsdale County resident or committee member may serve in an advisory capacity of the Center as referenced in sections V(2) through V(4)

**IV. LOCATION AND AGENT**

- 1. The name of the registered office is Hillsdale County Senior Services Center Inc., located at 320 West Bacon Street, Hillsdale, MI 49242.
- 2. The Resident Agent at the registered offices is the Finance Director of Hillsdale County Senior Service Center, Inc.

**V. OFFICERS OF THE BOARD OF DIRECTORS:**

- 1. The officers of this corporation shall be:
  - A. President
  - B. Vice-President
  - C. Secretary
  - D. Treasurer
- 2. TERMS
  - A. Officers are to be elected by the general membership at the annual meeting in January, and may serve up to two terms.

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3. EXECUTIVE OFFICERS COMMITTEE:

A. The Executive Committee shall consist of the elected officers and meet as necessary.

4. STANDING COMMITTEES:

A. Standing Committees shall be appointed by the President as needed, but must include; Finance/Executive Committee, Development Committee, Program Committee, Nominating/Personnel/Recruitment Committee, House Committee. Membership on the Standing Committees may include advisory positions of non-board members who are staff and/or residents of Hillsdale County.

VI. MEETINGS

1. The President shall preside at all Board of Director and Executive Committee meetings.
2. In the absence of the President, the Vice-President shall assume leadership responsibilities followed if necessary by the Secretary then Treasurer.
3. The annual meeting of the board shall be held in January.
4. A quorum for voting purposes shall be six (6) members.
5. Regular meetings of the Board of Directors shall be held on a monthly basis with the exception of July and December, when no meetings will be held.
6. The Executive Committee shall meet upon the call of the President, or in his/her absence, by the Vice-President.
7. The Standing Committees shall meet as needed, but no less than twice a year.

VII. NON-PROFIT:

1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II above. This includes the authority to obtain needed financing to fulfill stated mission of organization.
2. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publication or distribution of

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statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under section 501 ( c ) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any further U.S. Internal Revenue Law) or, (b) by a corporation, contributions to which are deductible under section 170 ( c ) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any further U.S. Internal Revenue Law).

**VIII. DISSOLUTION:**

1. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such a manner, or to such organizations organized and operated exclusively for charitable and educational purposes and shall at the same time qualify as an exempt organization, or organizations, under section 501 ( c ) (3) of the Internal Code of 1954 (or the corresponding provision of any future U.S. Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of, shall be disposed of by the Court of Common Pleas of Hillsdale County, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**IX. PERSONAL LIABILITY OF BOARD OF DIRECTORS**

1. A volunteer board member (as defined in Section 110 of Act 162, Public Acts of 1982, as amended) of the Corporation shall not be personally liable to the Corporation, or its members, for monetary damages for a breach of the director's fiduciary duty arising under any applicable law. However, this article shall not eliminate or limit the liability of the board member on any of the following:
  - A. A breach of board members duty of loyalty to the Corporation or its members.
  - B. Acts or omissions not in good faith, or those that involve intentional misconduct or a knowing violation of the law.
  - C. A violation of Section 551 (1) of Act 162, Public Acts of 1982, as amended.
  - D. A transaction from which the board member derived an improper personal benefit.
  - E. An act or omission occurring before the effective date of the adoption of this provision.

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- F. An act or omission that is grossly negligent.
  
- 2. Any repeal or modification of this Article shall not adversely affect any right or protection of any board member of the Corporation existing at the time of, or with respect to, any omissions occurring before such a repeal or modification. The corporation assumes all liability to any person other than the Corporation or its members for acts or omissions of a volunteer board member, (as defined in section 110 of Act 162, Public Acts of 1982, as amended), occurring on or before January 1, 1988, incurred in the good faith performance of board member's duties as such.

**X. INDEMNIFICATION OF DIRECTORS AND OFFICERS**

- 1. Third Party Proceedings:
  - A. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to a threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal, other than an action by or in the right of the Corporation, by reason of the fact that he or she is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, or trustee of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether for profit or not, against expenses, including attorney fees, judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with the action, suit or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation or its shareholders or members, and the person submits a written claim for indemnification as hereinafter provided, and with respect to a criminal action or proceeding, if the person had no reasonable cause to believe his or her conduct was unlawful, and the person submits a written claim for indemnification as hereinafter provided. The termination of an action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of no contest or its equivalent, does not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to, the best interests of the Corporation or its members, and with respect to a criminal action or proceeding, had reasonable cause to indemnification conferred in this section shall be a contract right.
  
  - B. The Corporation may, by action of its Board of Directors, or by action of any person to whom the Board of Directors has delegated such authority, provide indemnification to employees and agents of the Corporation with the same scope and effect as the foregoing indemnification of directors

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and officers.

2. Derivative Shareholder Liability:

- A. The Corporation shall indemnify any person who was or is a party to, or is threatened to be made a party to a threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, or trustee of another foreign or domestic corporation, partnership, joint venture trust, or other enterprise, whether for profit or not, against expense, including actual and reasonable attorney's fees, and amounts paid in settlement incurred by the person in connection with the action or suit, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation unless and only to the extent that the court in which the action or suit was brought has determined upon application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for the expenses which the court considers proper. The right to indemnification conferred in the Section shall be a contract right.
  
- B. The Corporation may, by action of its Board of Directors, or by action by any person to whom the Board of Directors has delegated such authority, provide indemnification to employees and agents of the Corporation with the same scope and effect as the foregoing indemnification of directors and officers.

3. Determination of Indemnification:

- A. An indemnification under Section 1 or 2, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstance because he or she has met the applicable standard of conduct set forth in Section 1 or 2. This determination shall occur within thirty days after a written claim for indemnification has been received by the Corporation and shall be approved in one of the following ways:
  - i. By a majority vote or a quorum of the Board consisting of directors who were not parties to the action, suit or proceeding;
  
  - ii. If the quorum described in subparagraph VI(4) is not obtainable, then by a majority vote of a committee of directors who are not parties to the action. The committee shall consist of not less than two disinterested directors;

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- iii. By independent legal counsel in a written opinion; and
  - iv. By the shareholders or members.
- B. If a person is entitled in indemnification under Section 1 or 2 for a portion of expenses including attorney's fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount thereof, the Corporation shall indemnify the person for the portion of the expenses, judgments, penalties, fines, and amounts paid in settlement for which the person is entitled to be indemnified.
4. Payment of Defense Expenses in Advance:
- A. Expenses incurred in defending a civil or criminal action, suit or proceeding described in Section 1 or 2 shall be paid by the suit or proceeding upon receipt of a written claim for indemnification and upon receipt of an undertaking by or on behalf of the director or officer to repay the expenses if it is ultimately determined that the person is not entitled to be indemnified by the Corporation. The undertaking shall be by unlimited general obligation of the person on whose behalf advances are made but need not be secured.
5. Right of an Officer or Director to Bring Suit.
- A. If a claim for indemnification is not paid in full by the Corporation within forty-five (45) days after a written claim has been received by the Corporation, the officer or director who submitted this claim (hereinafter the "indemnity") may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim. If successful in whole or in part in any such suit or in a suit brought by the Corporation to recover advances, the indemnity shall be entitled to be paid also the expense of prosecuting or defending such claim. In any action brought by the indemnity to enforce a right hereunder (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any, has been tendered to the Corporation) it shall be a defense that the indemnity has not met the applicable standard of conduct set forth in Sections 1 and 2. In any action brought by the Corporation to recover such advances, the Corporation shall be entitled to recover such advances if the indemnity has not met the applicable standard of conduct set forth in Section 1 and 2. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel, or its shareholders or members) to have made a determination prior to the commencement of such action that indemnification of the indemnity is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 1 and 2, nor an actual determination by the Corporation (including its Board of



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Directors, independent legal counsel, or its shareholders or members) that the indemnity has not met such applicable standard of conduct, shall be a defense to an action brought by the indemnity or create a presumption that the indemnity has not met the applicable standard of conduct. In any action brought by the indemnity to enforce a right hereunder or by the Corporation to recover payments by the Corporation of advances, the burden of proof shall be on the Corporation.

6. Other Indemnification:

- A. The indemnification or advancement of expenses provided under Sections 1 through 5 is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under the Corporation's Articles of Incorporation, Bylaws or a contractual agreement. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.
- B. The indemnification provided for in Sections 1 through 6 continues as to a person who ceases to be a director, officer, partner, or trustee and shall inure to the benefit of the heirs, executors, and administrators of the person.

7. Liability Insurance:

- A. The Corporation may purchase and maintain insurance on behalf of any person who is a director, officer, employee, or agent of the Corporation, or is serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the Michigan Business Corporation Act or Sections 1 through 6.

8. Definitions:

- A. As used herein, "corporation" includes all constituent corporations absorbed in a consolidation or merger and the resulting surviving corporation, so that a person who is or was a director, officer, employee, or agent of the constituent corporation or is or was serving at the request of the constituent corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise whether for profit or not shall stand in the same position under the provisions of this paragraph

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with respect to the resulting or surviving corporation in the same capacity.

- B. As used herein, “other enterprises” shall include employee benefit plans; “fines” shall include any excise taxes assessed on a person with respect to an employee benefit plan; and “serving at the request of the Corporation” shall include any service as a director or officer of the corporation which imposes duties hereon or involves services by, the director or officer with respect to an employee benefit plan, its participants or beneficiaries; of an employee benefit plan shall be considered to have acted in a manner “not opposed to the best interest of the corporation or its shareholders or members” as referred to in Sections 1 and 2.

**XI. AMENDMENTS AND REVISIONS:**

1. These By-Laws may be amended, supplemented, or repealed by recommendation of the Executive Officers, and a majority vote of the quorum of the Board of Directors at any regular monthly board meeting given a 30 day notice by mail.

**Revision History:**

- By-Laws adopted: 2/22/1983
- Reviewed & Approved: 10/6/1988
- Reviewed & Approved: 7/20/2000
- Reviewed: 7/17/2003 & Approved: 1/15/2004
- Reviewed: 12/12/2005 & Approved: 1/23/2006
- Revised: 12/4/2007 & Approved: 1/28/2008
- Reviewed: 11/4/2008 & Approved: 1/26/2009
- Reviewed: 1/25/2010 & Approved: 2/25/2010
- Reviewed: 11/2/2010 & Approved: 11/22/2010