

**BYLAWS**  
**Of**  
**CAPE COD SENIOR RESOURCE GROUP, INC.**

**ARTICLE I – GENERAL**

- A.** Headings. The headings and captions in these Bylaws are for convenience only and in no way define or describe the scope or content of any provision of these Bylaws.
- B.** Construction. As used in these Bylaws, the masculine gender shall include the feminine gender and the feminine gender shall include the masculine gender, the singular shall include the plural and the plural shall include the singular, wherever appropriate to the context.

**ARTICLE II- NAME**

This Organization shall be known as the CAPE COD SENIOR RESOURCE GROUP, INC, a Chapter 501 (c) (3) non-profit corporation, not affiliated with any other organization. Herein to be referred to as “Group” and/or CCSRG.

**ARTICLE III – PURPOSE**

Cape Cod Senior Resource Group, INC. is an organization of caring professionals working in senior related fields who are dedicated to serving seniors in the Cape Cod region of Massachusetts. Our mission is to connect with one another, collaborate on ideas, provide valued and trusted resources and referrals for seniors in our community. We support this mission through fundraising and charitable donations.

## **ARTICLE IV– GENERAL MEMBERSHIP**

### **A. Eligibility.**

Membership shall be open to all businesses and organizations supporting or serving the aging population in the Cape Cod Region upon payment of dues as outlined in Section C. Active dues paying member businesses/organizations may participate in all CCSRG activities and are eligible to vote, hold office, and volunteer to serve on committees.

Membership in CCSRG is not restricted by reason of race, color, religion, gender, sexual preferences, sex, disability, national origin or age.

Membership year is January 1 – December 31.

### **B. MEMBERSHIP PROCESS**

Businesses and organizations supporting or serving the aging population in the Cape Cod Region may become members by completing the membership application and paying the appropriate dues as set by the CCSRG for the membership year. The Board reserves the right to refuse a membership application by a majority vote for reasons reviewed and justified by the Board of Directors.

### **CONTINUATION OF MEMBERSHIP**

Member businesses and organizations may extend their membership for as long as they continue to pay their annual dues without interruption. A Board member will notify members regarding deactivation.

Members may be deactivated from CCSRG for the following reasons:

1) Bylaw Violations: if a CCSRG member business or organization is held to bylaw violations the Board may deactivate a member for a serious bylaws violation as deemed by the majority of the Board of Directors.

2) Poor Quality of Product or Service: if a CCSRG member business or organization is deemed to render poor quality of product or service by an independent accredited third-party organization or governmental body that member may be deactivated from the group after review and majority approval by the Board for deactivation.

3) Past due Membership Fees: Members whose dues become past due as of March 1st will be subject to deactivation until the payment of dues is received in full.

#### **D. APPEAL of DEACTIVATION:**

A member whose membership has been deactivated subject to this article may seek an appeal of the deactivation by submitting a written request to the President of the Board within 30 days of notification of the deactivation. The President will present the appeal at the next scheduled Board Meeting and will notify the appellant of their right to appear before the Board during that meeting. A decision regarding the appeal will be reviewed by the Board and presented to the affected party within 30-days of the Board meeting unless otherwise advised. In such cases, the Board will work diligently to remedy an effective decision within a reasonable period of time ensuring all proper due diligence is made. The decision of the Board will be final.

#### **E. DUES**

Dues shall be set periodically by the Board of Directors (BOD) at an amount to cover anticipated expenses. Notification is sent to active members in December with dues due by January 31.

New members dues will be prorated accordingly.

#### **F. ATTENDANCE AT EVENTS**

Representatives of active member businesses/organizations in good standing may register for any monthly social or networking event subject to potential capacity and/or organizational limitations as set forth by the Board. All capacity and organization limitations will be communicated prior to each event.

#### **G. GUESTS AT CCSRG EVENTS**

Active members in good standing are always encouraged to bring guests subject to potential capacity limits. Members may register their guests for any monthly meeting and or events. Guests are not allowed at general meetings where votes are being held or at the Annual General Meeting.

## **H. GENERAL MEETINGS**

CCSRG will hold the Annual General Meeting each May to present the reports of the Executive Committee and the slate of candidates for the Board. Each member business or organization must register a sole member representative with CCSRg who is designated to vote on behalf of the business or organization. The member business or organization is responsible for keeping the Voting Designee current . A change in designee must be submitted to the CCSRg Membership committee no later than 30 days prior to a meeting where a vote will be called.

## **I. QUORUM**

Fifty percent plus one designated voting representatives from member businesses and organizations shall constitute a Quorum at the General Meeting.

# **ARTICLE V – ASSOCIATE MEMBERSHIP for NON- PROFITS**

## **A. ELIGIBILITY**

Associate memberships shall be open to all non-profits supporting or serving the aging population in the Cape Cod Region upon submittal of application and approval of the board. Active associate members may participate in all CCSRg activities, volunteer to serve on committees and are eligible to occupy the General Board seat for Non-profits. Membership in CCSRg is not restricted by reason of race, color, religion, gender, sexual preferences, sex, disability, national origin or age. Membership year is January 1 – December 31.

## **B. ATTENDANCE AT EVENTS**

Representatives of associate members may register for any monthly social or networking event subject to potential capacity and/or organizational limitations as set forth by the Board. All capacity and organization limitations will be communicated prior to each event.

## **ARTICLE VI – THE BOARD OF DIRECTORS**

### **A. OFFICERS**

Board Membership shall consist of no less than 9 members and no more than 13. The Board of Directors shall be comprised of the Executive Committee (President, Vice President, Secretary, Treasurer), the Committee Chairs of the Outreach, Business Development, and Marketing Committees and all General Members. An Associate Member deemed suitable by consensus of the sitting Board members will serve as a General Member. The most recent past President is designated a Trustee Director. The Trustee Director does not have voting rights.

### **B. ELIGIBILITY**

All officers must be representatives of a member business or organization in good standing with the exception of the Associate Member Board Director.

### **C. ELECTION**

The officers shall be elected by the membership at the May General Meeting. Election shall be by majority vote of the members present, provided there is a quorum. In the absence of a quorum, the President may ask for a waiver of the quorum requirement. The new officers will be installed at the Installation Meeting in June and shall assume their responsibilities in the new membership year beginning August 1st.

### **D: TERMS**

All Board seats serve for two-year terms with designated elections in alternating years. The President and Vice President shall be elected for a maximum two consecutive terms in the same office. The Secretary and Treasurer shall be elected for a maximum of three consecutive terms in the same office. All other Board members shall be elected for a maximum of two consecutive terms in the same office.

### **E. DUTIES**

Duties of the Board shall be to aid the President in coordinating plans and activities of the Group, and to conduct the general management of the Group and its affairs to assure that the interests of the members are being met. All members of the Board shall have a vote in all matters brought before the Board. Members are required to actively engage in all Board work and to adhere to the attendance policy and Code of Ethics.

#### **F. ATTENDANCE**

If a Board member misses 3 consecutive unexcused Board meetings or 4 total (excused or unexcused) Board meetings in one calendar year, the member's status on the Board will be reviewed by the Board. The member could be subject to termination via a majority vote by the Board if it is deemed the appropriate action. Notice of such pending action will be delivered by the President within 30 days of the proposed action being taken. Excused Absences will be approved by the Board for medical and personal emergencies or unforeseen events. Absences at CCSRG Social and Networking events are not counted towards the Attendance requirement.

#### **G. LEAVE OF ABSENCE**

Leaves will be granted for medical reasons only or other extraordinary personal reasons, based on an approval vote of the Board.

#### **H. VACANCIES**

Interim vacancies in Group offices shall be filled by the Board of Directors' appointment.

#### **I. QUORUM**

A majority of the Board members plus the President or his/her appointed representative shall constitute a quorum for Board meetings.

#### **J. MEETINGS**

The Board shall hold regularly scheduled monthly meetings at a time and location selected by the President and approved by the Board. The Board will also meet prior to all General Meetings for the purposes of agenda and preparation.

Other meetings of the Board of Directors may be called by the President when deemed needed.

#### **K. PARLIAMENTARY AUTHORITY**

Board meetings will be conducted under the guidance of “Robert’s Rules of Order.”

#### **L. DISAGREEMENTS WITH THE BOARD OF DIRECTORS**

Any member who has a complaint or grievance against any member, individual board member or with the board collectively shall put the complaint in writing to the ad hoc Ethic Committee comprised of 3 members of the Board of Directors as designated by the President. The Ethics Committee shall review the complaint and provide a written response to the member and the President within 2 weeks of the date of the written complaint. If the written response is not satisfactory to the member, he or she and the ethics committee will be invited to the next board meeting to discuss a solution. In the event the above process does not resolve the dispute, the aggrieved member and the President shall mutually agree upon a neutral third party (not a member of the group) to hear the dispute and render a final and binding decision. The aggrieved member shall pay any costs related thereto in full. The parties agree that the foregoing shall be the sole means of resolving disputes and hereby waive their right to sue or litigate such matters.

#### **M. CONFLICT OF INTEREST/PROHIBITION**

All members of the Board of Directors must sign and abide by the CCSRG “Conflict of Interest” Policy.

#### **N. CODE OF ETHICS**

All members of the Board of Directors must sign and abide by the CCSRG “Code of Ethics” Policy.

## **ARTICLE VII– EXECUTIVE COMMITTEE**

### **A. OFFICERS**

The Executive Committee shall serve as the Officers for CCSRG and will hold seats on the Board of Directors. The Executive Committee shall be comprised of the President, Vice President, Secretary and Treasurer. The Executive Board will ensure that all tax filings are submitted to the State and Federal Government.

### **B. ELIGIBILITY**

All officers must be representatives of a member business or organization in good standing. Current members of the Executive Committee may continue to serve in their capacity until the end of their term with approval from the board in the event of a separation from their member business/organization.

### **C. ELECTION**

The officers shall be elected by the membership at the May General Meeting pursuant to the alternating election schedule. Election shall be by majority vote of the members present, provided there is a quorum as defined in Article V. The new officers will be installed at the Installation Meeting in June and shall assume their responsibilities in August.

### **D. TERMS**

The President and Vice President shall be elected for a single two-year term, with a maximum of no more than two (2) consecutive terms in the same office. The Secretary and Treasurer shall be elected for a single two-year term, with a maximum of three (3) consecutive 2-year terms in the same office.

### **E. MEETINGS**

The Executive Committee may meet independently of the Board of Directors to facilitate decision making between board meetings or resolve any urgent issues facing the organization. The President will notify the Board of the actions taken at any Executive Committee meeting.



## **ARTICLE VIII – DUTIES of the EXECUTIVE COMMITTEE**

### **A. PRESIDENT**

The President is the executive officer of CCSRG. The President creates, communicates, and implements CCSRG's vision, mission, and overall direction consistent with and in adherence to these bylaws. The President shall be listed as the "Responsible Party" for contact purposes for both the Massachusetts Corporate filings and the annual IRS Form 990 filings.

The President duties shall include and are not limited to:

- Presiding at board meetings and creating meeting agendas.
- Being an ex-officio member of all committees.
- Leading the Board and Executive Committee to carry out its governance functions.
- Calling special meetings if necessary.
- Appointing all committee chairs as recommended by the nominating committee and approved by the Board of Directors.
- Conducting new board member orientation.
- Working with the Outreach Director to recruit new board members.
- Acting as the spokesperson for the organization and promoting community awareness of CCSRG.
- Managing and responding to all public requests for information in matters related to CCSRG and/or delegating the matter to the appropriate member of the Board as it pertains to their duties and responsibilities.
- Periodically consult with board members on their roles and help them assess their performance.
- Spearheading fundraising efforts and solicitation of sponsorships from the wider Cape Cod community.

The President shall perform such other duties as are usually pertinent to the office.

## **B. VICE PRESIDENT**

The Vice President works in support of the President, represents the Board at functions as designated by the President and fulfills all duties of the President when he or she is unable to serve.

The Vice President duties shall include and are not limited to:

- Attending all board meetings.
- Presiding over all meetings in the absence of the President.
- Assisting the Director of Business Development with Membership initiatives.
- Serving as Chair of the Nominating Committee.
- Conducting annually review the insurance policies for the Group Directors and Officers.

The Vice President shall perform such other duties as may be assigned to him/her by the President.

## **C. SECRETARY**

The Secretary is the communication officer for CCSRG. The Secretary is responsible for proactively collaborating with board members to set up meetings, giving proper notice of any meetings, and promptly distributing materials like agendas and minutes. The Fiscal Year runs January 1 – December 31

The Secretary duties shall include and are not limited to :

- Attending all board meetings.
- Ensuring the safety and accuracy of all board records.
- Taking board meeting minutes.
- Assuming responsibilities of the chair in the absence of the President and Vice President.
- Providing notice of meetings of the Board and/or of a committee when such notice is required.
- Presenting his/her report at the monthly Board of Director and/or General Membership meetings.
- Prepare all ballots for elections and record all election results.
- Assisting Marketing Committee Chair with marketing efforts.

- Serving as an ex-officio member of the Marketing Committee.
- Report any change of officers at the appropriate time to the Massachusetts Secretary of State online using our Customer ID and PIN.
- Notify officers to sign appropriate documents at the bank.
- Maintain records of all state and federal filings.

#### **D. TREASURER**

The Treasurer manages the financial health of an organization, which includes presenting financial reports to the board.

The Treasurers duties shall include and are not limited to:

- Attending all board meetings.
- Managing the board's review of and action related to the board's financial responsibilities.
- Working with the President to ensure that appropriate financial reports are made available to the board on a timely basis.
- Presenting his/her monthly report to the Board of Directors and/or General Membership meetings.
- Presenting the annual budget to the Board for approval.
- Reviewing the annual audit and answer board members questions about the audit.
- Collecting all monies due, depositing such monies in a designated bank account, paying all bills and maintaining a set of records, capable of being audited, of all monetary transactions.
- The Treasurer shall reimburse all approved advance expenditures when properly supported by legible copy of receipt(s) of such expenditures, or a signed affidavit by the individual requesting the disbursement. Any non-budgeted expenditure more than \$750.00 must be approved by the Executive Committee.

- A financial review will be done annually within sixty days of the close of the fiscal year by a three-person committee of club members selected by the Executive Committee.
- Completes and files all required financial statements for compliance with the organizations 501 (3) (c) status, including but not limited to the annual filing of IRS Form 990.
- Assisting the Outreach Committee Chair with the Guide.
- Serving as an ex-officio member of the Outreach Committee.

#### **E. TRUSTEE/ DIRECTOR (Past President)**

The Trustee/Director is the immediate past president. The Trustee attends BOD meetings and acts as an advisor to the Executive Board. The Trustee/Director is a not a voting member of the Executive Board and the BOD.

### **ARTICLE IX– COMMITTEES**

The organizations shall have the following committees that are chaired by a member of the Board of Directors as appointed by the Board: Business Development, Outreach and Marketing.

#### **A. ELIGIBILITY**

Any representative of an active member business or organization shall be eligible to serve on any committee. Interest in serving on a committee should be directed to the Chair of the committee for consideration.

#### **B. BUSINESS DEVELOPMENT**

The Business Development Committee develops, coordinates, and implements plans designed to increase membership levels withing CCSRG and to expand the reach of CCSRG within the Cape Cod communities.

The Chair of the Business Development Committee shall be appointed by the President with approval by the Board.

The Business Development Chair duties shall include and are not limited to:

- Serving on the Board of Directors and attending all board meetings.
- Developing, coordinating & implementing strategies to increase CCSRG core membership levels.
- Presenting his/her monthly report to the Board and to the General Membership meeting as to membership statistics.
- Notify the Secretary of all meeting dates of the Committee.
- Maintain minutes of the meetings of the Committee.
- Assisting the Treasurer to ensure the appropriate membership level of CCSRG membership, collection of dues and resolution of membership inquiries.
- Establishing such subcommittees as needed to meet the duties of the committee to include but not limited to a Membership subcommittee. The Membership subcommittee shall obtain the names and addresses of the new members, shall be responsible for registering guest and new members at each meeting and shall maintain a record of the Group membership, including the date each member joined the Group.
- Serving as Chair of the Membership subcommittee and other subcommittees created.

### **C. MARKETING**

The Marketing Committee develops, coordinates, and implements all marketing efforts to CCSRG membership and to expand the reach of CCSRG within the Cape Cod communities.

The Chair of the Marketing Committee shall be appointed by the President with approval by the Board.

The Marketing Chair duties shall include and are not limited to:

- Serving on the Board of Directors and attending all board meetings.
- Developing, coordinating & implementing all Special Events.
- Maintaining the CCSRG website and other social media presence.

- Presenting his/her monthly report to the Board and to the General Membership meeting as special events and other marketing initiatives.
- Notify the Secretary of all meeting dates of the Committee.
- Maintain minutes of the meetings of the Committee.
- Assisting the Secretary to ensure the communication of all special events to CCSRG members and marketing campaigns to the general Cape Cod community.
- Assist the Director of Outreach with the distribution of the Guides.
- Establishing such subcommittees as needed to meet the duties of the committee to include but not limited to a Special Events subcommittee. The Special Events subcommittee Special Events Committee shall plan and organize periodic events outside the routine activities of the organization for the benefit and enjoyment of the entire membership.
- Serving as Chair of the Special Events subcommittee and other subcommittees created.

#### **D. OUTREACH**

The Outreach Committee oversees the development and distribution of the CCSRG Senior Resource Guide. The Chair of the Outreach Committee shall be appointed by the President with approval by the Board.

The Director of Outreach duties shall include and are not limited to:

- Serving on the Board of Directors and attending all board meetings.
- Developing and overseeing the printing of the CCSRG Senior Resource Guide.
- Developing, coordinating & implementing strategies to increase participation and inclusion of members in the Senior Resource Guide.
- Presenting his/her monthly report to the Board and to the General Membership meeting as to the Guide.
- Notify the Secretary of all meeting dates of the Committee.
- Maintain minutes of the meetings of the Committee.
- Assisting the Treasurer in the collection of Guide dues, resolution of Guide inquiries and payment of all Guide related expenses.

- Working with the President to develop fundraising opportunities.
- Establishing such subcommittees as needed to meet the duties of the committee to include but not limited to a Guides subcommittee. The Guide subcommittee shall plan and execute the distribution of the annual CCSRG Resource Guide to members of CCSRG and to the greater outside Cape Cod community.
- Serving as Chair of the Guides subcommittee and other subcommittees created.

## **E. NOMINATING**

At the January Board of Directors meeting, the Board shall submit names of CCSRG members as possible candidates to serve on a Nominating Committee. The Nominating Committee shall be led by the Vice President and a minimum of two additional CCSRG members in good standing. The Nominating Committee will be responsible for proposing a slate of Officers and Chairpersons to the Board of Directors for the May meeting. This slate of candidates shall be presented to the Membership for approval at the May General Meeting. The nominating committee will serve until the voting of the slate at the May General Meeting.

## **F. ETHICS COMMITTEE**

Pursuant to Article VI in the event of a disagreement with the Board of Directors an ad hoc Ethics Committee may be convened. The Ethics Committee shall be comprised of 3 members who are not members of the current board of directors. Their purpose is to hear potential grievances between members; to discuss the alleged charge/charges in private with the parties involved; to report any and all grievances to the board and to come up with and vote on a recommended course of action in order to rectify the situation. Should the committee's recommendation be to terminate a member, then it would take a majority vote by a combination of the Board of Directors and members of the Ethics committee. The Ethics committee will dissolve at the resolution of the issue.

## **ARTICLE X – PARLIAMENTARY AUTHORITY**

The meetings of this organization including Committees and subcommittees will be conducted under the guidance of “Robert’s Rules of Order.”

## **ARTICLE XI-DEVELOPMENT OF POLICIES**

From time to time the Executive Committee may develop policies that address current situations. Such policies will be disseminated to the membership at the Annual General Meeting unless immediate dissemination is required to maintain the integrity of the group’s mission and vision.

## **ARTICLE XII – AMENDMENTS**

Bylaws of the Cape Cod Senior Resource Group may be amended by a two-thirds vote of the current membership at a regular CCSRG meeting having a quorum, provided such amendments have been made available to the general membership in advance of said meeting and do not violate the intended purpose of the organization. All proposed amendments will be submitted prior to said meeting by email to each member and/or by posting on the CCSRG website. Such efforts will constitute notice to each member.

Adopted by Vote 05/13/2024