

# 40Plus of Greater Washington

Revised By-Laws – June 20, 2011

## Article I: Organization Status

### A. General

40Plus of Greater Washington (“40Plus”) is a membership based 501(c)(3) nonprofit organization incorporated in the District of Columbia. Its mission is to facilitate and support career transitions for business and professional people, ages 40 and older, through training, volunteer experience, networking and support groups.

### B. Fiscal Year

The organization's fiscal year is January 1 through December 31.

### C. Fiscal Constraints

All revenue is exclusively for the operation and management of the organization. A reserve fund will be maintained to ensure continuous operation. The Board will determine the minimum amount required in the reserve fund at any given time.

### D. Payments for Services

Directors, officers, members, employees of 40Plus and other individuals may be paid reasonable compensation or receive non-monetary awards for services rendered to 40Plus. Payments for services can be authorized in accordance with the authorities defined in these by-laws.

## Article II: Membership

### A. General

Membership is open to individuals age 40 and older, who are business and professional people in career transition, and approved for membership by the Operations Council.

### B. Non discrimination

40Plus does not discriminate in its membership policies or activities based on gender, race, color, creed, religion, national origin, or sexual orientation.

### C. Candidate and Alumni Member Processing

C1. Candidate members shall submit an application describing their qualifications for membership. Applications can be obtained electronically, in person or via postal mail.

C2. The membership department is responsible for reviewing the qualifications of candidate members. Based upon the recommendation of the membership department, the Operations Council elects the candidate to Active membership. A majority vote is required for election.

C3. The Board of Directors may establish criteria for Active and Alumni member classification, such as payment of a membership fee.

### D. Classes of Membership

There are two classes of membership: Active and Alumni.

#### D1. Active Member

Active members are those who have completed the 40Plus Training Course, are entitled to all available 40Plus services, and are required to directly participate in its operation. Participation includes:

- Attending a weekly general meeting
- Devoting time to work on behalf of 40Plus in an appropriate assignment

Active members may be excused from the above requirements in certain circumstances and still maintain their active membership classification.

## **D2. Alumni Member**

Alumni members are previous Active members who pay an Alumni conversion fee as defined by the Board. They are entitled to use of 40Plus facilities, provided that such use does not interfere with the job-search activities of Active members.

Alumni may be reclassified as Active and returned to Alumni classification at their own request.

To be eligible for reclassification privileges, the original request to become an Alumni member must be made within ninety (90) days of termination of the original Active membership. Extensions to the 90-day conversion period may be determined at the discretion of the Operations Council.

## **E. Member Voting Rights**

All members (Active and Alumni) who are in good standing, as defined by the Board of Directors at the time of a membership meeting, shall be entitled to a vote at such meeting.

## **F. Granting Changes in Membership**

A member of any class may change to another member class upon written request to the membership department and majority approval by the Operations Council.

## **G. Suspension/Removal From Membership**

G1. Any member may be removed or suspended from membership for cause by a majority vote of the Operations Council.

G2. Valid causes include, but are not limited to:

- Unbecoming conduct – for example, behavior determined to be disruptive, threatening or intimidating to members
- Failure to pay fees, charges, and assessments
- Failure to participate in 40Plus activities required by the membership class

G3. The member will be notified of suspension or removal by mail sent to the member's last known address. The member may appeal the action of the Operations Council to the Board of Directors by written notice, and may request a personal hearing. The request for a hearing must be sent to the Board Chair within thirty (30) days of the notice date.

G4. The Board of Directors shall consider the appeal at its next scheduled meeting and has the authority to approve, modify, or reverse the action of the Operations Council.

G5. The Board Secretary shall notify the Operations Council of the Board's decision in writing.

## **Article III: Member Monetary Assessments**

### **A. Fee Schedules**

All fees and payment schedules are recommended by the Operations Council and approved by the Board of Directors. The Board may authorize the Operations Council to establish certain fees without Board approval.

## **B. Initiation Fees**

Active members pay an initiation fee for the training program. The Board may authorize the Operations Council to establish third-party payment or scholarships opportunities to offer to individuals without Board approval.

## **C. Conversion To Alumni Status Fees**

When an Active member first converts to Alumni classification, a one-time conversion fee is assessed. Additional conversions to and from any member class can then be made at no cost.

## **D. Reimbursement Fees**

D1. Additional fees may be assessed to members for use of equipment and other programs and services not included in the core complement of 40Plus services.

D2. All members must reimburse 40Plus for any charges incurred on their behalf. These charges include, but are not limited to: long distance telephone calls, copier machine, business cards, or office supplies ordered by or on behalf of a member for personal use.

## **Article IV: Membership Meetings**

### **A. Annual Meeting Requirements**

A1. A general meeting of the 40Plus membership is held annually.

A2. Members are notified of the meeting at least thirty (30) days, but not more than sixty (60) days prior to the date of the meeting.

A3. The notice includes the date, time, place of the meeting, the agenda and the Internet address of any information members are required to review prior to the meeting.

A4. The notice may be communicated by email or postal mail to each member's last known email or postal address.

A5. A quorum for an annual meeting is 25 members with voting rights.

A6. The Treasurer presents a financial report, and copies of the full financial report are available for members at the meeting.

A7. Election of Board members is an agenda item. The Board, prior to the meeting, nominates members for eligible seats in accordance with Article VI. Notice of the candidates is included in the meeting announcement. Any member in good standing at the meeting may nominate additional candidates. Such candidates must accept the nomination, either in person or by signed, written statement, prior to the vote.

A8. The agenda includes the opportunity for any member to bring any item before the membership for a discussion. A discussion period is provided, however, it is limited and there will be no voting on items brought to the floor by members during the annual meeting which have not been previously identified and made official agenda items. These items may be set for resolution under the provisions for a special meeting. In addition, the Operations Council and the Board of Directors, as appropriate, at their next meeting(s), will duly consider important items raised by members.

A9. The Chair appoints a parliamentarian for the annual meeting.

### **B. Special Membership Meetings**

B1. The Board will call a special meeting of the membership upon written request by the Operations Council or upon written petition signed by at least 30 members in good standing.

B2. All notification requirements are the same as those for the annual meeting.

B3. If the special meeting is called upon the petition of members, the meeting must be held within 90 days of the request.

B4. The quorum for a special meeting is 25 voting members.

B5: The agenda for the special meeting is restricted to those matters defined in the original request presented to the Board of Directors

## **Article V: 40Plus Officers**

### **A. Position Titles**

The officers of 40Plus are:

Board of Directors:

1. Chair(person)
2. Treasurer
3. Secretary

Operations Council:

4. Executive Director
5. Deputy Executive Director
6. Operations Director

### **B. Chair of the Board**

B1. The Board Chair presides over all Board meetings and membership meetings.

B2. The Board Chair has all the powers, duties and responsibilities normally associated with the position of Board Chair. The Board Chair may designate another director to lead meetings in their absence, and may otherwise designate other directors to act on his/her behalf.

### **C. Treasurer**

C1. The Treasurer maintains the financial records of 40Plus, oversees all funds held in the name of 40Plus in any depositories, and has signature authority on all financial accounts of the organization. The Treasurer will exercise fiscally prudent judgment in all financial matters, in keeping with the fiduciary responsibilities incumbent of the position.

C2. The Treasurer presents a complete record of 40Plus financial activities, including a Statement of Activities and a Balance Sheet, for each fiscal year at the annual meeting.

C3. The Treasurer presents such financial information at all Board meetings as requested by the Chair.

C4. Once a year, at a time determined by the Board of Directors, the Treasurer presents a fiscal-year Operations budget for the approval of the Board of Directors.

C5. The Treasurer shall arrange for audits by an outside resource, subject to Board approval, as required by law or regulation.

### **D. Secretary**

D1. The Secretary is responsible for documenting and publishing meeting minutes for each Board and membership meeting, as well as maintaining the historical records of all Board correspondence and meeting documentation.

D2. The Secretary directs the management of all membership records, sends notices of all meetings of the membership and Board of Directors, and oversees other matters and correspondence as may be authorized by the Board of Directors.

## **E. Executive Director**

E1. The Executive Director is the chief executive officer and organizational leader of 40Plus, and has all the powers, duties and responsibilities normally associated with the position. He/she is the senior member of the Operations Council, and also presides over its meetings.

E2. The Board of Directors elects the Executive Director.

E3. The Executive Director serves a maximum initial term of one year, and may be eligible for election to additional terms in accordance with the provisions of these by-laws.

E4. The Executive Director has signature authority on all financial accounts, and the authority to approve payment for services, except those made to him/herself.

## **F. Deputy Executive Director**

F1. The Deputy Executive Director is second in command to the Executive Director, and is principally responsible for managing the business affairs of 40Plus. The Deputy acts for the Executive Director when he/she is absent, and performs other duties delegated by the Executive Director.

F2. The Board of Directors elects the Deputy Executive Director.

F3. The Deputy Executive Director serves a term of one year, or as many terms as the Board may decide.

F4. The Deputy Executive Director has signature authority on all financial accounts, and the authority to approve payment for services, except those made to him/herself.

## **G. Operations Director**

G1. The Board of Directors elects the Operations Director. He/she is responsible for maintaining the proper operation and integrity of 40Plus facilities, and for ensuring that 40Plus services are available to members.

G2. The Operations Director maintains the 40Plus document archives (knowledge repository).

G3. The Executive Director and Deputy Executive Director may assign other duties to the Operations Director, including signature authority in their absence.

## **Article VI: Board of Directors**

### **A. Role**

The Board of Directors is responsible for providing overall policy, strategic direction and guidance to the Operations Council to ensure the proper operation and financial health of 40Plus.

### **B. Board Structure**

B1. The Board consists of not less than 11 or more than 15 members, with at least 3 members from the Operations Council. No more than 2 members of the Board may be non-40Plus members as defined by Article II, but they may not be an officer of the Board.

B2. The Executive Director and two other Operations Directors fill 3 of the Board positions. When a Director who is an Operations Director leaves the Operations Council, that Director may complete his/her Board term. The Board may elect a replacement member of the Operations Council to complete the balance of the term vacated by the predecessor, after which time the Board would put a candidate before the Membership for consideration.

B3. Board members serve as Directors for two-year terms. A Director may serve up to three consecutive terms for a total of six years. A change in membership status (Active or Alumni) while serving a term does not affect the Board member's position.

B4. The Director positions are staggered such that one-half of the total positions are eligible for election each year.

B5. If a Director position is vacated during the person's term, the Board may elect to fill that position with an individual of its choosing for the rest of the term.

### **C. Board Operations**

C1. All Board Directors are voting members of the Board.

C2. Decisions by the Board require a simple majority vote. Voting may be conducted at meetings, by email, or by other means that reliably provide Directors with adequate notice and the opportunity to consider or discuss an issue if necessary before taking a vote. A quorum for meetings is a majority of the Directors.

C3. Each year, following the annual meeting, the Board shall elect Directors to fill these 40Plus officer positions:

- Chair (person)
- Treasurer
- Secretary

The Secretary and Treasurer may be the same Director. An individual may fill an officer position for up to three one-year terms.

C4. The Board meets at least quarterly. The Board Chair notifies members of meetings at least five days in advance via email or postal mail. Approved minutes of Board meetings will be made available to any member in good standing upon request to the Board Secretary or a member of the Operations Council.

C5. Any member in good standing may attend and participate at any Board meeting. If the member wishes that the Board discuss any particular issue, the member must notify the Board Chair at least five days prior to the meeting date to arrange for that issue to be put on the agenda.

C6. The Board may vote to remove any Director who misses two consecutive meetings without explanation or prior permission from the Chair.

C7. If the Chair is not present at a meeting, the Board will elect an individual to preside over the meeting. If an officer misses a meeting the Board may assume the responsibility of that officer and make any necessary approvals with a majority vote.

C8. 40Plus will maintain appropriate professional liability insurance policies to indemnify Directors and Officers to the fullest extent of the law from legal claims made against the organization and/or covered individuals. The Board will determine appropriate coverage limits and provisions in obtaining such insurance.

### **D. Board Authority**

D1. The Board of Directors has the responsibility and authority to:

- Change the principal offices of 40Plus
- Set the required level of financial reserves
- Select the depository and investment vehicles for the reserves and Operations cash
- Authorize and approve payment for services performed by the Executive Director or the Deputy Executive Director
- Assign additional signature authority required for funds disbursement
- Set the rules for membership and classes of membership
- Set the date for weekly 40Plus open meetings

- Authorize the Operations Council to establish certain dues, fees and payment schedules without Board approval
- Approve all dues, fees and payment schedules not previously delegated to the Operations Council
- Define the complement of core services available to 40Plus Active and Alumni members at no additional cost
- Approve the date, time and location of the annual meeting
- Call special membership meetings
- Elect the Executive Director, Deputy Executive Director, and Operations Director
- Perform any other action necessary for the stability and viability of 40Plus

D2. The Operations Council makes recommendations to the Board regarding items on the list in paragraph D1. The Board shall weigh heavily such recommendations in their deliberations.

### **E. Special Committees**

The Board of Directors may create and elect one or more committees, such as an executive committee, to perform duties at the discretion of the Board and, in some circumstances, act with the full authority of the Board. The Board will determine the quorum required for such committees. Board committees include, but are not limited to:

E1. Auditing committee

E2. Nominating committee

The nominating committee is responsible for describing the available seats on the Board, the eligibility criteria for nomination to such seats, the process by which candidates are nominated and elected to the Board, and for communicating this information to the general membership each year at least thirty (30) days prior to the annual meeting.

### **F. Conflict of Interest**

Any Board member will disclose to the Board, and recuse him/herself from discussion and voting on, any issue of 40Plus business, the outcome of which could directly impact their personal or professional interests.

## **Article VII: Operations Council**

### **A. Role**

The Operations Council is responsible for ensuring the daily operations and financial stability of 40Plus, as guided by the policies and strategic direction of the Board of Directors.

### **B. Members**

Operations Council positions are:

- Executive Director
- Deputy Executive Director
- Operations Director
- Department Directors

### **C. Operations Procedures**

C1. The Operations Council meets weekly under the leadership of the Executive Director.

C2. The Operations Council makes decisions with a simple majority vote.

C3. A quorum of two-thirds (2/3) of the current membership of the Council is required at a meeting for official decision-making.

C4. The presiding officer appoints a secretary for the meeting who prepares meeting minutes and places it in the organization document archive.

C5. The Operations Council has the authority to:

- Elect members to 40Plus
- Assign duties to active members
- Create organizational departments, and/or change their structure and membership
- Supervise and approve expenditures
- Maintain facilities, equipment, and supplies
- Ensure that all organizational departments are fulfilling their responsibilities
- Recommend policies, policy changes and member monetary assessments and schedules to the Board of Directors
- Recommend candidates for appropriate seats on the Board of Directors
- Perform any other action necessary for the stability, viability, and integrity of 40Plus that does not compromise the authority of the Board of Directors

#### **D. Conflict of Interest**

Any Operations Council member will disclose to the Council, and recuse him/herself from discussion and voting on, any issue of 40Plus business, the outcome of which could directly impact their personal or professional interests

### **Article VIII: Organizational Departments**

#### **A. Role**

Organizational departments carry out the daily operational activities of 40Plus as established and directed by the Operations Council. Departments may be changed as needed by the Operations Council. Typical departments might include:

- Training
- Finance
- Membership
- Marketing
- Operations
- Technology
- Speaker Program
- Alumni Services
- Volunteer Management

## **B. Structure**

B1. Each organizational department will have a Director and sufficient members to carry out their duties and responsibilities as defined by the Operations Council, under the strategic guidance of the Board of Directors. All Directors of organizational departments are members of the Operations Council and are expected to participate in Council work.

### **Article IX: Parliamentary Procedures**

#### **A. Robert's Rules of Order**

The rules contained in the current edition of Robert's Rules of Order, Newly Revised, govern 40Plus in all cases to which they are applicable and are consistent with these by-laws and District of Columbia Code governing 501(c)(3) organizations.

### **Article X: By-laws Revisions**

#### **A. Proposal requirements**

A1. An individual member in good standing, the Operations Council, or the Board of Directors may propose by-laws revisions. A petition signed by at least 20 members in good standing must accompany revisions proposed by an individual member.

A2. The exact text of the proposed revision must be presented to the Board Secretary at least 60 days before the Board of Directors meeting at which the proposal is to be discussed and voted upon. Proposed revisions to the by-laws will be communicated to the membership at least 30 days prior to the Board meeting at which the revisions are to be considered.

A3. Any member may attend this Board meeting, participate in the discussion of the amendments and observe the Board vote on the proposal.

A4. Members in good standing who have concerns about 40Plus by-laws, or any other substantive matter affecting the organization, are encouraged to voice such concerns to Board members at times other than the annual meeting

#### **B. By-laws Revision Approval**

Approval of any revisions to these by-laws requires a two-thirds vote of the Board of Directors.

### **Article XI: Prohibited Activities**

#### **A. Political And Lobbying Activities**

A1. No more than 10 percent of the 40Plus budget (or as dictated by governing nonprofit regulation) can be devoted to governmental, political, or ideological propaganda or related activities, or otherwise attempting to influence legislation.

A2. 40Plus cannot participate in or intervene in any political campaign on behalf of any candidate for public office. This includes the publication or distribution of statements in or outside of 40Plus meetings. Individual members who participate in political activities on their own time may not suggest in any way that they are representing 40Plus.

#### **B. Section 501(c)(3) or (c)(4) Requirements**

Notwithstanding any other provision of these by-laws, 40Plus is prohibited from conducting any activities not permitted by an organization exempt under Section 501(c)(3) or (c)(4) of the Internal Revenue Code, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations, as they now exist or as they may hereafter be amended.

## Article XII: Dissolution Of 40Plus

### **A. Dissolution Authority**

40Plus may be dissolved by a majority of voting members present at an annual meeting or at a special meeting called for this purpose.

### **B. Dissolution Process Requirements**

Written notice of any proposed dissolution of 40Plus shall be given to members, electronically or through postal mail, at least 60 days prior to the meeting of the membership at which the proposed action is to be considered.

### **C. Distribution of Assets**

Upon the dissolution of 40Plus, its assets remaining after payment, or provision for payment, of all debts and liabilities shall be distributed exclusively to nonprofit organizations, or to public or private foundations organized and operated exclusively for charitable and educational purposes meeting the requirements for exemption provided by Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist, or as they may hereafter be amended.