

**BY-LAWS**  
**PEOPLE PLUS**  
**ARTICLE I**

The name of the corporation is People Plus as provided in the certificate of organization of the corporation.

**ARTICLE II**

**Section 1. Purposes:** The mission of People Plus is to support an engaged, healthy, and independent life for older adults, while joining with others to build community for all ages.

**ARTICLE III**

**Section 1. Non-Profit Corporation:** This shall be a non-profit corporation, any net income of which shall not inure to the benefit of any private individual. Its purpose and powers shall be exercised only to the extent that they are not inconsistent with the permitted functions and purposes of a charitable corporation as defined in Section 501 of the Internal Revenue Code to which charitable contributions may be made under Section 170 of said Code, it being the intent that contributions made to the corporation shall be deductible as charitable contributions under Section 170 of the Internal Revenue Code, and that the corporation shall be exempt under Section 501 of said Code and Sections ancillary thereto.

a. No part of the assets of the corporation, either principal or income, shall ever inure to the benefit of any private stockholder, or individual, or any person or association that is not itself a charitable corporation as defined in Section 501 of said Internal Revenue Code, or to any of the corporation trustees or officers, either directly or indirectly, in the sense these words are used in Section 170(c) of Section 501(3) of said Code.

The corporation shall not engage in any prohibited transactions as defined in Section 503 of said Code, nor carry on any activity which would disqualify said corporation from receiving charitable contributions under said Section 170.

b. No part of the assets, either principal or income, other than in the normal course of business expenditures, shall be distributed to, or applied for, the use of any corporation trust, community chest, fund or foundation, a part or all of the net earnings of which inures to the benefit of any private shareholder or individual or a substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation or the political campaign of a candidate for public office.

c. If and when the corporation is ever liquidated or dissolved, all of its assets, real and personal, shall be distributed to such charitable or exempt corporations (as defined in Section 501) as the Trustees of the corporation may determine.

d. This article may not be amended except to conform from time-to-time with the then current Federal Laws relative to deductible charitable contributions for income tax purposes.

## ARTICLE IV

### OFFICERS, COMMITTEES AND ASSOCIATE MEMBERS

**Section 1. Trustees:** There shall be nineteen (19) Trustees appointed in the following manner:

a. One member shall be the Director of the Brunswick Recreation Department, ex-officio, or his/her designee.

b. Eight members are to be appointed by the Town Council.

(1) A minimum of five of these Trustees must be Brunswick residents. Three of these Trustees may reside in the other communities served by the Center: namely Topsham and Harpswell.

(2) Five of these members must be 55 years of age or older.

c. The remaining ten members are to be appointed by the Board of Trustees.

d. Trustees shall be appointed for three year terms unless filling the remainder of an unexpired term. No Trustee who has served two consecutive three year terms may be reappointed until one year has passed from the time he/she was last in office.

**Section 2. Powers and Duties:** The Trustees shall be responsible for the maintenance and upkeep of the physical plant and will oversee the Director in scheduling building use and programming. They shall be responsible for financing and fund-raising sufficient to keep the Center solvent. They shall annually elect the following officers from among themselves: Chairman, Vice-Chairman, Treasurer and Secretary. Election shall take place at the first meeting of the fiscal year.

a. Chairman and Vice-Chairman: The Chairman shall preside at all meetings and shall be the official spokesperson for the Board or shall otherwise designate this responsibility as he/she deems necessary. The Vice-Chairman shall preside in the Chairman's absence. Each shall have such further duties as the Trustees may from time-to-time decide.

b. Treasurer: The Treasurer, or his/her designee, shall oversee the financial transactions of the corporation.

c. Secretary: The Secretary shall keep an accurate record of the meetings of the Trustees. The Secretary may also be the Clerk of the corporation.

**Section 3. General Term of Office:** A Trustee holds office until his/her successor is duly appointed. Any vacancy on the Board shall be filled as soon as possible by the Town Council or by the Board of Trustees, depending on the seat vacated.

**Section 4. Committees:** The Trustees shall appoint any committees considered essential to the Center's efficient operation.

## ARTICLE V

## MEETINGS AND QUORUM

**Section 1. Meetings:** Regular meetings of the Trustees shall be held monthly at a regularly established time and in a conveniently located place established by vote of the Trustees.

**Section 2. Quorum:** A simple majority of Trustees constitute a quorum for the transaction of business at any meeting.

**Section 3. Special Meetings:** Special meetings of the Trustees may be called by the Chairman, or in his/her absence, the Vice-Chairman, or by any two Trustees. Written or telephone notice to each Trustee stating the time, place and purpose of such special meetings shall be required and sent to each Trustee 24 hours prior to such meetings. If deemed necessary, each Trustee may be polled by telephone concerning a special issue and the majority opinion will prevail.

**Section 4. Agenda:** Any Trustee may have items placed on the agenda. Any item may be placed on the agenda but not more than three times consecutively. A minimum of five day's notice is required for an item to be placed on the agenda. Items may be added at the meeting by a vote of the Board. All agenda items should be submitted to the Director.

**Section 5. Attendance:** To assure a quorum for meetings, members shall inform the Director or Chairman prior to any meeting absence. Any member failing to attend two-thirds of the meetings or three consecutive meetings within the fiscal year, without just cause, may be suspended by a majority vote of the Board. Suspended members who had been appointed by the Town Council shall be reported to the Chairman of the Town Council. The Town Council may declare the position vacant and take action to fill the vacancy.

**Section 6. Fiscal Year:** The fiscal year shall be from July 1st to June 30th.

## ARTICLE VI

**Section 1. By-laws Amendment:** These by-laws shall be reviewed at least annually by the Trustees. These by-laws may be amended at any regular or special meeting of the Trustees by an affirmative vote of a majority of Trustees.

## ARTICLE VII

**Section 1. Furnishings:** Any furnishings or equipment donated to People Plus for the use of senior citizens shall become the property of the Center and their final disposition shall be decided by the Trustees.

## ARTICLE VIII

**Section 1. Moneys:** All moneys raised through Center activities shall be considered funds of the Center.

## ARTICLE IX

**Section 1. Conflict of Interest:**

a. When a Board member is deemed to have a direct or indirect pecuniary interest on any issue before the Board, the vote on the question or the contract is not voidable or actionable if the official makes full disclosure of interest before any action is taken and if the official abstains from voting on the particular issue and does not attempt to influence a decision in which the official has an interest. The official's disclosure and a notice of abstention from taking part in a decision in which the official has an interest shall be recorded with the Clerk or Secretary.

b. No persons shall serve on the Board of Trustees or its committees when:

1. That person or a member of his/her immediate family is employed by People Plus;

or

2. That person has been an employee of People Plus within the last two years.

51. Ex-officio members of Boards and Committees

Robert's Rules of Order Revised

"If the ex-officio member is not under the authority of the society, he has all the privileges including the right to vote, but none of the obligations of membership; as when the governor of a state is, ex-officio, a manager or a trustee of a private academy."

Amended November 2002

Amended August 2003

Amended September 2005