

AMENDED AND RESTATED BY-LAWS OF THE ADVISORY BOARD FOR THE EASTON SENIOR CENTER

ARTICLE I NAME

Section 1.1. Name. The Board will be known as The Advisory Board for Easton Senior Center.

ARTICLE II PURPOSES

Section 2.1. General Purposes. The general purposes of the Board are to oversee the operation, function and maintenance of the Easton Senior Center presently located at 650 Morehouse Road, Easton, Connecticut.

Section 2.2. Specific Purposes. The specific purposes of the Board, without limitation on its powers, may include, but are not restricted to:

Recommend the selection of a paid director and other staff for said center;

Assist the Director and other staff for the Center in operating and maintaining the Center, set policy as to types of programs at the Center, to aid in the preparation of the Town budget for the Center, and to develop and promote fundraising activities by volunteers.

ARTICLE III BOARD MEMBERS

Section 3.1. General Powers. The direction and management of the affairs of the Advisory Board shall be vested in its Board Members.

Section 3.2 Number The Board of Selectmen of the Town of Easton shall appoint no more than nine (9) members nor less than five (5) members who will serve as the Advisory Board for the Easton Senior Center.

Section 3.3. Terms of Office. Board Members appointed thereafter shall serve for a term of three (3) years and shall remain divided into three (3) such classes which are to serve staggered three (3) year terms. Each such class shall be comprised of those Members whose terms expire in the same year. There shall be no limit on the number of terms a Member may serve.

Section 3.4. Resignation. Any Member may resign at any time by giving thirty (30) days written notice of such resignation to the Easton Town Clerk with copies sent to the Board of Selectman and to the Advisory Board through the Secretary.

Section 3.5. Vacancies. When any vacancy occurs in the Advisory Board, the Secretary shall notify the Board of Selectmen.

ARTICLE IV

MEETINGS OF BOARD MEMBERS

Section 4.1. Annual Meetings. The annual meeting of the Advisory Board shall be held on the second Tuesday of February of each year, at such time and place as the Board may direct by resolution. If the annual meeting is not held on the second Tuesday of February of a given year, a substitute annual meeting shall be called by or at the request of the Advisory Board for a date as soon thereafter as practicable and such meeting shall be designated and treated for all purposes as the annual meeting for that year.

Section 4.2. Regular Meetings. Six or more regular business meetings of the Advisory Board shall be held annually on dates determined by resolution of the Board.

Section 4.3. Special Meetings. Special meetings of the Advisory Board may be called by or at the request of the Chairman or any three (3) Members.

Section 4.4. Place of Meetings. The annual, regular or any special meeting of the Advisory Board may be held at 650 Morehouse Road or any such other place within the Town of Easton, as shall be designated in the notice of the meeting or in a waiver of notice of the meeting signed by all the Advisory Board then in office.

Section 4.5. Notice of Meetings. Notices of any meeting shall be published as required by law and local ordinances of the Town of Easton and pursuant to the statutory requirements of Town Law and the Freedom of Information Act. The Secretary shall give notice of each annual and regular meeting of the Advisory Board by transmitting such notice to each Member by either (a) mail or other delivery at his or her home address, (b) e-mail to his or her designated e-mail address or c) facsimile to his or her designated facsimile number at least three (3) days before the annual or regular meeting and pursuant to the statutory requirements of Town Law and the Freedom of Information Act; unless otherwise indicated in the notice thereof, of any and all business that may be transacted at a meeting of the Advisory Board.

Section 4.6. Quorum. A majority of the Board Members then in office shall constitute a quorum for the transaction of any business at any meeting of the Advisory Board.

Section 4.7. Manner of Acting. Except as otherwise provided by law or in these By-Laws, the act of the majority of the Members present and voting at a meeting at which a quorum is present shall be the act of the Advisory Board. For the purpose of these By-Laws, although not physically present, a member shall be deemed to be present and in attendance at a meeting if that Member of the Advisory Board can communicate simultaneously with the other Members engaged in such meeting whether by telephone, or other teleconference capability.

ARTICLE V

OFFICERS

Section 5.1. Titles. The officers shall be a Chairman, a Vice-Chairman, a Secretary and, if so desired, other officers determined by resolution of the Board Members. Any two or more offices, may be held by the same person, except the offices of Chairman and Secretary.

Section 5.2. Election and Term. The officers of the Advisory Board shall be elected by the Advisory Board from among their number at the organizational meeting and each annual meeting thereafter. Each officer shall hold office until the next annual meeting or until his or her successor is elected and qualifies.

Section 5.3. Vacancies. A vacancy in any office of the Advisory Board shall be filled promptly and held until the next annual meeting..

Section 5.4. Chairman. The Chairman shall be the chief executive officer of the Advisory Board and, subject to the control of the Advisory Board Members, shall supervise and control the management of the Advisory Board in accordance with these By-Laws. The Chairman shall preside at all meetings of the Advisory Board. He or she shall sign, with any other proper officer, instruments which may be lawfully executed on behalf of the Advisory Board, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be delegated by the Advisory Board to some other officer or agent. In general, the Chairman shall perform all duties incident to the office of Chairman and such other duties as may be prescribed by the Advisory Board from time to time.

Section 5.5. Vice-Chairman. The Vice-Chairman shall exercise the powers of the Chairman during that officer's absence or inability to act. Any action taken by the Vice-Chairman in the performance of the duties of the Chairman shall be presumptive evidence of the absence or inability to act of the Chairman at the time such action was taken. The ViceChairman shall have such other powers and perform such other duties as may be assigned to him or her by the Advisory Board.

Section 5.6. Secretary. The Secretary shall keep accurate records of the acts and proceedings of all meetings of the Advisory Board and committees and shall have general charge of the records. The Secretary shall give all notices required by law and these By-Laws and shall sign such instruments as may require his or her signature and, in general, shall perform all duties incident to the Office of Secretary and such other duties as may be assigned to him or her from time to time by the Chairman or by the Advisory Board.

ARTICLE VI


GENERAL PROVISIONS

Section 6.1. Waiver of Notice. Whenever notice is required to be given to any Director or other person under the provisions of these By-Laws or by applicable law, a written waiver of such notice signed by the person or persons entitled to such notice, whether before or after the stated time shall be equivalent to the giving of such notice. Facsimile or E-mail notice shall be as valid as the original.

Section 6.2. Fiscal Year. The fiscal year of the Advisory Board shall be the calendar year ending on June 30 of each year as governed by the Town of Easton.

Section 6.3. Amendments. These By-Laws may be amended or repealed and new By-Laws may be adopted by the affirmative vote of a majority of the Members then in office at any annual, regular or special meeting of the Advisory Board; provided, however, that notice of such proposed action shall have been announced at a previous meeting and shall have been included in the notice of the meeting or shall have been waived as provided in these By-Laws, and submitted to the Easton Board of Selectmen for approval.

Dated at Easton, Connecticut this 14th day of February 2017.


Mary Ann C. Freeman, Chairman

CERTIFICATION

I hereby certify that the foregoing is a correct and accurate copy of the By-Laws of The Advisory Board of the Easton Senior Center adopted and ratified by resolution of Board Members on _____ which have not been amended or modified and are now in full force and effect.

Dated at Easton, Connecticut this 14th day of February, 2017.

ATTEST:


Prabha Gupta, Secretary
The Advisory Board of the Easton Senior Center

The Easton Board of Selectmen approved these By-laws on January 5, 2017.