MANHATTAN SENIOR CENTER, INC.[1]

A KANSAS CORPORATION

BYLAWS

ARTICLE I. NAME AND LOCATION

Section 1. The name of this not- for-profit, nonstock corporation shall be MANHATTAN SENIOR CENTER, INC. (Corporation hereafter).

Section 2. The principal office of the Corporation shall be located at 301 N. Fourth Street, Manhattan, Kansas, or any other place that may be designated by the Articles of Incorporation.

ARTICLE II. PURPOSE

Section 1. The purpose of this not-for-profit Corporation is to provide services for older adults living in Manhattan and Riley County, Kansas. Services may include educational and fitness programs, specialized recreational and social activities, volunteer opportunities, information and referral, and any other appropriate services selected by the older adults of Manhattan and Riley County, Kansas, and as deemed appropriate by the Board of Directors (defined in Article IV, Section 1) or the Riley County Council on Aging.

Section 2. The Corporation is organized exclusively for charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt under section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE III. MEMBERSHIP

Section 1. The membership of this corporation shall be open to any individual residing and any organization doing business in Riley County or the city of Manhattan, Kansas. No person shall be denied membership in the Manhattan Senior Center. The members shall be those individuals and organizations meeting the above qualification who wish to support the objectives of this corporation and pay the annual membership fee. No stock certificates shall be issued to said members.

Section 2. There shall be an annual membership fee for individuals and organizations. The annual individual membership fee places the member's name on the membership role providing the right to participate in all services provided by the organization and to elect the board of directors. Paid membership is necessary in order to participate in the Manhattan Seniors Center's activities and to receive services offered. Membership requirement exception exists for Friendship Meals, Hermes Footcare, AARP tax prep, Medicare Part B, and any other activities determined by the board.[2]

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[1] 1The name was changed from Riley County Seniors' Service Center, Inc. to Manhattan Senior Center, Inc. by the Members and Board of Directors at the annual meeting on December 9, 2022. The required "Name Change Amendment" was filed with the Kansas Secretary of State on January 11, 2023.

[2] This Section was amended by action of the Board at the April 18, 2025, meeting. The wording of this Section prior to the amendment was as follows: "There shall be an annual membership fee for individuals and organizations. The annual individual membership fee places the member's name on the membership role providing the right to participate in all services provided by the organization and to elect the board of directors." This change approved by the Board, was further approved by Membership pursuant to Article XII at a specially called meeting of Membership on May 16, 2025.

Section 3. It shall be the duty of members to attend meetings, to do their fair share by serving on committees or serving as an officer when asked, and to help promote the Center and its activities.[3]

ARTICLE IV. BOARD OF DIRECTORS

Section 1. The Board of Directors (Board hereafter) for this corporation shall consist of no less than nine (9) and no more than twelve (12) elected directors with the majority over 60 years of age. Board of Directors must be current members of the center. The Board may have additional ex officio directors from the Riley County Commission and Manhattan City Commission who will have voice but no vote in matters brought before the Board. Ex officio directors shall not be required to be members of the center. The elected Chair, officers and remaining directors are elected at the annual meeting.[4]

Section 2. The business and affairs of this corporation shall be managed by the Board, which shall in all cases act as a board of directors and they may adopt such rules and regulations for the conduct of their meetings and the management of the Corporation as they deem proper, not inconsistent with these Bylaws and the laws of the State of Kansas. Any action required or permitted to be taken at any meeting of the board of directors or of any committee thereof may be taken without a meeting if all members of the board or committee, as the case may be, consent thereto in writing or by electronic transmission.[5]

Section 3. All directors of the Board shall hold office for a three (3) year term. This can be renewed for one (1) additional three (3) year term. After this the board member must be off the board for at least one year before renomination and reelection to the board.[6]

Section 4. The Board may hold its meetings at such places, dates and times as the majority of the directors may designate. The Board shall meet annually in January or as soon thereafter as practical. Members of the board of directors or any committee designated by the board, may participate in a meeting of such board or committee by means of conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this subsection shall constitute presence in person at the meeting.[7]

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[3] This Section was amended by action of the Board at the April 18, 2025, meeting. The amendment was to delete the last sentence from this Section of the old bylaws which read as follows: "However, paid membership will not be necessary in order to participate in the Manhattan Seniors Center's activities and to receive services offered." This change approved by the Board, was further approved by Membership pursuant to Article XII at a specially called meeting of Membership on May 16, 2025.

[4] This Section was amended by action of the Board at the April 18, 2025, meeting. The wording of this Section prior to the amendment was as follows: "The Board of Directors (Board hereafter) for this corporation shall consist of twelve (12) elected directors with the majority over 60 years of age or older. The elected Chair, officers and remaining directors are elected at the annual meeting." This change approved by the Board, was further approved by Membership pursuant to Article XII at a specially called meeting of Membership on May 16, 2025.

[5] This Section was amended by action of the Board at the April 18, 2025, meeting. The amendment was to add the following sentence: "Any action required or permitted to be taken at any meeting of the board of directors or of any committee thereof may be taken without a meeting if all members of the board or committee, as the case may be, consent thereto in writing or by electronic transmission." This change approved by the Board, was further approved by Membership pursuant to Article XII at a specially called meeting of Membership on May 16, 2025.

[6] This Section was amended by action of the Board at the September, 2023, meeting. The wording of this Section prior to the amendment was as follows: "All directors of the Board shall hold office for a one (1) year term and until the next succeeding annual meeting or thereafter until their successors shall have been elected. Directors shall serve no more than three (3) consecutive one-year terms."

[7] This Section was amended by action of the Board at the April 18, 2025, meeting. The wording of this Section prior to the amendment was as follows: The Board may hold its meetings at such places as the majority of the directors may designate. The Board shall meet annually in January or as soon thereafter as practical. This change approved by the Board, was further approved by Membership pursuant to Article XII at a specially called meeting of Membership on May 16, 2025.

Section 5. In the event of death, resignation or disqualification of a director, the Board shall elect another person to fill the vacancy. At the discretion of the majority of the Board, a director may be disqualified due to failure to attend three (3) consecutive Board meetings without notice, incapacitation, or impeding the work of the board.

Section 6. A quorum shall consist of a majority of the voting directors of the board.

Section 7. All actions of the Board shall be decided by a majority vote of the directors of the Board present.

Section 8. The Board shall have the power to hire, compensate, and dismiss the Executive Director of the Corporation. The Board shall annually perform a written evaluation of the Executive Director. The Board shall have the power to define the duties of the employees and fix their compensation and terms of employment.

Section 9. Special meetings of the Board may be called by the Chair upon at least three (3) days notice given to the directors either orally, in writing, or electronic communication. If in writing, notice must be delivered or mailed to the Board at his or her usual place of business or residence at least three (3) days before said special meeting and similar notice to the Executive Director.

Section 10. Special meetings may also be called by the Secretary upon the request of a majority of the directors by similar notice.

Section 11. The directors and officers of the Center shall not be personally liable for the acts, debts, liabilities or obligations of the Corporation to any extent whatsoever; nor shall any of the property of the directors or officers of the Corporation be subject to the payment of any debts or obligations of the Corporation.

ARTICLE V. CHAIR

Section 1. The Chair shall have supervision of the business of the Corporation, and power to execute, make and enter into on behalf of the Corporation, contracts and agreements necessary and proper for the carrying out of the purposes for which the Corporation has been organized. The Chair shall further discharge the duties as may be developed upon him or her by the Board.

ARTICLE VI. VICE CHAIR

Section 1. The Vice Chair shall discharge the duties of the Chair in his or her absence or disability, and, in addition, such other and special duties as may from time to time be prescribed by these Bylaws or delegated to him or her by resolutions of the Board.

ARTICLE VII. SECRETARY

Section 1. The Secretary shall have supervision of all the minutes of the Corporation in a record. He or she shall see that proper notice is given of all meetings of the Board and shall perform such other duties as may be required by said Board or the Chair of the Corporation. Recording of minutes may be delegated to staff.

ARTICLE VIII. TREASURER

Section 1. The Treasurer, aided by staff, shall maintain accurate records of said Corporation’s finances, make reports at the meetings of the Board, and submit the books of said Corporation for financial review.

ARTICLE IX. COMMITTEES

Section 1. In addition to the Executive Committee and the Nominating Committee, there shall be such standing committees as are necessary for the conduct of the business and program of the Corporation. The personnel of each committee shall consist of such members as may be designated by the Chair. The Board shall create and dissolve committees as it sees fit. Special committees may also be appointed from time to time as the need arises.

Section 2. Executive Committee

A. The Executive Committee shall consist of the Chair, Vice Chair, Secretary, and Treasurer of the Board.
B. The Executive Committee shall act between the meetings of the Board and shall possess all of the powers of the Board in regard to the conduct of the routine business of the organization, subject, however, to every action being confirmed by the Board. The Executive Committee shall meet as often as the Chair deems that the business of the Corporation requires it. Minutes of the executive committee meeting(s) will be attached to the next Board meeting minutes.

Section 3. Nominating Committee

A. The Board of Directors shall serve as the Nominating Committee. The Executive Director may act in an advisory capacity.[8]
B. The nominating committee shall prepare a slate of nominees for the Board and the officers of the Corporation, considering the needs of representation of rural areas and minority groups. The consent of the nominee shall be secured before nominations by the committee. Members shall be informed when nominations are being accepted and considered for new board membership and can recommend nominations.[9]
C. Nominations may be made from the floor. The consent of the nominee shall be secured before nominations from the floor are made.

ARTICLE X. MEMBERS' MEETING

Section 1. An annual meeting of the members of the Corporation shall be held at a convenient place designated by the Chair of the Board. The annual meeting of the members shall be held during the last quarter of each year. Changes from this date must be approved by the Board. At the annual meeting of the members, the members shall hold an election for the directors and officers of the Corporation and conduct any other business which may properly come before the annual meeting.

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[8] This Section was amended by action of the Board at the April 18, 2025, meeting. The wording of this Subsection "A." prior to the amendment was as follows: "There shall be a nominating committee selected each September by the Board. It shall consist of five (5) members. One shall be a member of the Board, one a member of the Riley County Council on Aging, two from the general membership, and one the past Chair of the outgoing nominating committee. The committee shall select its own Chair. The Executive Director may act in an advisory capacity to the nominating committee." This change approved by the Board, was further approved by Membership pursuant to Article XII at a specially called meeting of Membership on May 16, 2025.

[9] This Section was amended by action of the Members at a specially called meeting on May 16, 2025, to approve other amendments proposed by the Board. The following language was added to subsection B: "Members shall be informed when nominations are being accepted and considered for new board membership and can recommend nominations." The Board approved that change on June 13, 2025 at a regularly called Board meeting.

Section 2. A special meeting of the members may be held at such convenient place as may be designated by the Chair, and at a time so designated by the Chair or Board or at the registered office of the Corporation in the State of Kansas. It shall be the duty of the Chair and/or Board to hold such a meeting whenever requested by twenty percent (20%) of the members of the Corporation.

Section 3. At any meeting of the members, votes must be cast in person and said voting shall be restricted to the individual members of the Corporation who are members by October 1 before said annual meeting. A plurality of the total votes cast shall determine any issue or election.

ARTICLE XI. FISCAL INFORMATION

Section 1. The fiscal year of Corporation shall commence on the first day of January and shall end on the last day of each calendar year. The said fiscal year may be changed by a majority vote of the Board.

Section 2. The annual budget shall be submitted to the Riley County Council on Aging.

Section 3. No part of the earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized to pay reasonable compensation for service rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. 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 publishing or distribution of 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, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE XII. AMENDMENTS

Section 1. These Bylaws may be amended by the affirmative vote of two-thirds of the membership present, voting at any regular or special meeting of the Corporation, provided the amendment has been approved by a majority of the Board at a regular meeting and that notice shall have been given to the entire membership prior to the date set for the meeting at which the amendment is to be presented.

ARTICLE XIII. DISSOLUTION

Section 1. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Riley County District Court.

ADOPTED AND APPROVED, this _______________ day of _______________ 20___

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Chair Secretary