

**TREASURE OF THE HILLS  
SENIOR CITIZENS  
COMMUNITY CENTER, INC.**



**TREASURE OF THE HILLS  
SENIOR CITIZENS COMMUNITY CENTER, INC.**

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**BYLAWS  
TREASURE OF THE HILLS  
SENIOR CITIZENS COMMUNITY CENTER, INC.**

**ARTICLE I**

**Name**

The name of the organization shall be TREASURE OF THE HILLS SENIOR CITIZENS COMMUNITY CENTER, INC. (hereinafter known as TOTH).

**ARTICLE II**

**Objective**

The organization is chartered as a corporation to operate exclusively for charitable, educational, scientific, and literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Revenue Law). The mission of TOTH is to provide physical facilities and understanding leadership designed to meet the emotional, physical, social, and civic needs of mature persons in Cedar Park and surrounding locality.

**TREASURE OF THE HILLS BYLAWS**  
**ARTICLE III**  
**Membership**

- A. Classification of Membership: Any person at least 50 years of age may apply for participating membership, hereinafter also referred to as active membership.
- B. Rights and Privileges of Membership: All active members whose dues are not in arrears shall be entitled to hold elected and appointed offices, to hold positions on elected and appointed committees, and to participate in general meetings and vote in elections.
- C. Dues: Annual membership dues shall be determined by the Board of Directors. Notice of a change in dues shall be sent to all members. This notice can be included in a routine membership mailing. Persons applying for membership after June 30 shall pay one-half membership dues.
- D. Nonpayment of Dues: Any member whose dues are two months in arrears shall be removed from membership.
- E. Reinstatement for Nonpayment of Dues: Any former member who forfeited membership for nonpayment of dues may be reinstated by paying the appropriate dues.
- F. Membership/Fiscal Year: The membership year and terms of the officers, board members, and committees shall be January 1 through December 31. The fiscal year shall be the same as the membership year.

# **TREASURE OF THE HILLS BYLAWS**

## **ARTICLE IV**

### **Officers**

#### **Section 1: Qualifications**

Any nominee for any office and the current office holder must be a member in good standing.

A. The President

Must have been a member of TOTH in good standing for at least one year as of the beginning of the calendar year the nominee's term would begin.

B. The Vice President

Must have been a member of TOTH in good standing for at least one year as of the beginning of the calendar year the nominee's term would begin.

C. The Secretary

Must have been a member of TOTH for six months or more as of the beginning of the calendar year the nominee's term would begin.

Must have some proficiency with the use of a computer.

D. The Treasurer

Must have been a member of TOTH for six months or more as of the beginning of the calendar year when the nominee's term would begin.

Must have some-proficiency with the use of a computer and working knowledge of current accounting practices.

#### **Section 2: Duties**

The officers of TOTH shall be a President, Vice President, Secretary, and Treasurer. Officers shall be trained by the outgoing officers, installed in December, and assume office January 1. Duties of officers shall be:

A. The President shall:

- Serve as Chief Executive Officer of TOTH and the Chair of the Board of Directors and its Executive Committee;
- With the approval of the Board of Directors establish Non-standing Committees of the Board (see Article VII) as needed and appoint the Chairs thereof.



# **TREASURE OF THE HILLS BYLAWS**

## **ARTICLE IV**

### **Officers**

#### **Section 2: Duties/President - continued**

- Serve as a member ex-officio without vote on committees of the Board of Directors, with the exception of the Nominating Committee;
- With guidance from the Board, serve as official spokesperson for TOTH;
- Have the general powers of supervision and active management typically vested in the office of President.

#### **B. The Vice President shall:**

- Serve as a member of the Board of Directors and its Executive Committee;
- Preside at meetings in the temporary absence of the President or when the President is temporarily unable to perform the functions of the President, as determined by the Board of Directors;
- Chair the Special Events and Resource Development Committee;
- Perform such other duties as may be designated by the President or Board of Directors.

#### **C. The Secretary shall:**

- Serve as a member of the Board of Directors and its Executive Committee.
- Handle all associated correspondence.
- Publish the agenda from Executive Committee for the Board meeting.
- Write and maintain Minutes of all Board and Membership meetings.
- Submit Minutes for Board approval within one week of Board meeting.
- Make approved Minutes available at the Receptionist desk for membership perusal.
- Perform such other duties as may be designated by the President or the Board of Directors.

**TREASURE OF THE HILLS BYLAWS**  
**ARTICLE IV**  
**Officers**

**Section 2: Duties – continued**

D. The Treasurer shall:

- Serve as a member of the Board of Directors, its Executive Committee, and as Chair of the Finance Committee;
- Be custodian of all funds and securities of TOTH;
- Be responsible for submitting full and accurate accounting records of monies of TOTH and deposit all monies and other valuables in the name of and to the credit of TOTH in such depositories as may be designated by the Board.
- Be responsible for the timely filing of all required Federal, State, and local tax returns;
- Make capital expenditures as designated by the Board.
- Co-sign all TOTH checks along with one of the individuals designated by the Board as co-signers; in the absence of the Treasurer two other authorized individuals, at least one of whom must be an officer of TOTH, shall co-sign all checks.
- Submit a financial report at each regularly scheduled meeting of the Board and an annual financial report at the January business meeting of the membership;
- Submit all financial records for review or audit, as requested by the Finance Committee;
- Submit a proposed annual budget to the Executive Committee in December for approval by the Board of Directors at the first Board meeting of the new calendar year.
- Perform such other duties as may be assigned by the President or the Board of Directors.

**TREASURE OF THE HILLS BYLAWS**  
**ARTICLE V**  
**Executive Committee and Board of Directors**

**Section 1: Executive Committee**

The Executive Committee shall be composed of the President, Vice President, Secretary, and Treasurer. Three members shall constitute a quorum for the transaction of business. The Executive Committee shall meet prior to each Board of Directors meeting. In addition, the Executive Committee shall meet on call of the President or at the request of two members of the Committee. The Executive Committee shall transact necessary business between meetings of the Board of Directors. A report of its action shall be presented to the Board of Directors and included in the Minutes. The Executive Committee shall make recommendations to the Board of Directors for approval, including the submission of the annual TOTH budget. The Executive Committee may conduct business by email, telephone, or computer-based zoom meeting. A report of any action taken shall be presented to the Board of Directors and included in the Minutes.

**Section 2: Board of Directors**

A. Composition:

The Board of Directors (the Board), shall consist of the officers (President, Vice President, Secretary, and Treasurer) and four (4) elected directors.

B. Terms:

The four (4) elected Directors of the Board who are not officers shall serve staggered terms so that only two directors complete a term in any one membership year. The Board shall take whatever action is necessary to establish and maintain this method of staggered terms. Board members shall serve two years except those Board members subsequently elected to be officers of TOTH or those elected to fill the unexpired term of an outgoing Board member.

A Director who is subsequently elected an officer of TOTH shall relinquish his or her seat as Director, and the vacancy shall be filled as described herein under Election and Vacancies.

- i. Members elected to fill an unexpired term of an outgoing Board member shall serve only for the remainder of the term of that outgoing Board member.
- ii. Officers of TOTH shall serve for the membership year following their election at the Annual Business Meeting. Members who are elected officers between Annual Business Meetings will fill the unexpired term of the officer they replace.
- iii. Directors and any nominees for Director must be members in good standing. for six months or more as of the beginning of the calendar year the nominee's term would begin.



**TREASURE OF THE HILLS BYLAWS**  
**ARTICLE V**  
**Executive Committee and Board of Directors**

**Section 2 – continued**

C. Meetings and Quorum:

Meetings of the Board of Directors shall be held at least once each quarter of the membership year. Special meetings of the Board may be called by or at the request of the President or any two (2) Board members. The person or persons authorized to call special meetings of the Board may fix the time and place for holding any special meetings. Notice of any special meetings of the Board shall be given at least three days before the meeting by email or telephone. A quorum of the Board for the regularly scheduled meetings or any special meetings shall be fifty percent (50 %) of the Board members.

D. Responsibilities:

The Board of Directors shall be responsible for the business and property of TOTH. It is the responsibility of the Board of Directors to set policy, approve budgets, salaries, and contracts, as well as to see that the financial needs of TOTH are met.

The Board is expressly responsible for selecting and establishing the salary of a Managing Director and a Bookkeeper. The Managing Director reports to the President. The Bookkeeper reports to the Treasurer.

The Board shall monitor attendance at Board meetings and establish policy for the required attendance at a percentage or a given number of the Board meetings. Any member of the Board failing to attend the required number of scheduled meetings shall automatically lose his/her place on the Board. He/she may be reinstated as a member of the Board by majority vote at any meeting at which a quorum is present. To resign from the Board of Directors, a member shall give written notice to the President of the Board.

Any decision by the TOTH Board of Directors can be discussed and reversed at a general meeting of the membership. The decision shall be considered only if the Board has been provided with a petition requesting a reversal of a specific action and containing the names of at least ten (10) member signatories. The Board may then either sustain or reverse its decision. If the Board decides to sustain its decision, it shall then call a general membership meeting where both the petition's signatories and the Board can present their arguments for and against the action(s) in question. The general membership meeting must be announced in a letter or email "blast" sent to the membership at least five (5) days prior to the date of the meeting. The action of the Board can be reversed only by a majority of the current membership voting at the called general meeting.

**TREASURE OF THE HILLS BYLAWS**  
**ARTICLE V**  
**Executive Committee and Board of Directors**

**Section 2 – continued**

**E. Elections and Vacancies:**

The election of all Board members shall take place each year at the Annual Business Meeting.

Vacancies for board members shall be filled by an election held during the Annual Business Meeting. The election shall be conducted in accordance with the Policies and Procedures approved by the Board for the election of board members.

In the event of a vacancy occurring during the year, the following shall apply:

- a. If the vacancy is that of the President, the Vice-President shall assume the duties of the President for the remainder of the calendar year.
- b. If the vacancy is the Vice-president, Secretary, Treasurer, or any other member of the Board, the Nominating Committee, with the assistance of the Managing Director, shall, within five (5) days of such vacancy occurring, solicit, via email “blast”, volunteers from the membership to serve in the vacant position(s), and shall propose within five (5) more days all such candidates to the Board of Directors.  
The Board will appoint a member from the candidate(s) to serve for the remainder of the calendar year.

Should the office of President and Vice President become vacant simultaneously, Board members shall be appointed by the Board as soon as possible to temporarily serve as President and Vice President for the remainder of the calendar year.

**F. Financial Interest:**

No member of the Board of Directors, nor any salaried employee, nor any member, may be admitted, directly or indirectly, to any financial share or benefit arising from TOTH business or programs, nor shall they own or acquire interest in any property contract, or proposed contract, which would conflict with the performance of their duties as members of the Board of Directors.

This does not preclude any member from accepting a paid position as Managing Director.

Employment of any family member of a Board member shall be on a one-year basis and shall be subject to annual review by the Board.



# **TREASURE OF THE HILLS BYLAWS**

## **ARTICLE VI**

### **Meetings**

#### **Section 1: Business Meetings**

Minutes of any membership meeting shall be kept by the Secretary.

##### **A. General Meetings of TOTH Membership**

At least two general meetings of TOTH members must be held in each calendar year, the first in the third quarter of the year, to present candidates for Officers and Directors, and the second to hold elections. The election meeting must be held during the last quarter of the year, at which time committee reports and Officers' reports will be presented, as well as any other business deemed appropriate. Additional general meetings may be scheduled by the Board of Directors, or upon petition of at least ten members.

##### **B. Election Procedures:**

The same procedures shall apply for Annual and Special elections.

The Chairperson of the Nominating Committee shall be in charge of the election. If the Chairperson's name appears on the ballot, the Board of Directors shall name another member of the Nominating Committee as temporary Chairperson.

#### **Section 2: Special Meetings**

Special meetings of the members may be called by the President or the Board of Directors. Notice of such meeting stating the place, date, hour, and purpose shall be sent by the Secretary of TOTH to all members of TOTH at least five days prior to such meeting.

#### **Section 3: Quorum for Membership Meetings**

The quorum for the Annual Business Meeting shall be ten percent (10%) of the voting members of TOTH, with a fifty-one percent (51%) majority for approval on any motion made.

Any motions made at all other business meetings or special meetings shall require the approval of two-thirds of the certified members present at the meeting.

# **TREASURE OF THE HILLS BYLAWS**

## **ARTICLE VII**

### **Committees**

The Board shall establish and define the purpose of committees, as required, to manage and conduct the business of TOTH.

#### **Section 1: Non-Standing Committees**

The President, with approval of the Board, shall establish non-standing committees and appoint the Chairperson(s) of each. Committee members shall be selected by the chairperson of the committee. The Board shall disband such committees upon completion of the specific assignment or when the need no longer exists.

#### **Section 2: Standing Committees**

Standing Committees shall report to the Board of Directors. No member of TOTH shall hold more than one office or serve on more than one standing committee at a time. The chairpersons of standing committees shall be ex officio members without vote.

There shall be four Standing Committees:

- A. The Nominating Committee shall consist of at least three members. The Chairperson of the committee shall be selected and approved in January of each year by the Board of Directors without the vote of the President. The Chairperson of the committee shall nominate the other members of the committee for approval of the Board without the vote of the President and shall serve ex-officio without vote as a member of the Board. All members of the committee shall serve until December 31 of the year they are elected.

The Nominating Committee shall solicit members to serve as candidates for Officers and Directors no later than July of each year and shall submit that list of candidates to the Board of Directors at or prior to the August board meeting each year. This list shall provide the nominees for officer and board vacancies that shall be submitted to the membership for vote at the Annual Business Meeting or for early voting as described under Election Procedures. The list shall be announced at the September membership meeting, at which time nominations shall be accepted from the floor. The list of candidates shall be published in the October *Golden Gazette* with instructions for early voting. If the date of the September meeting falls after the deadline for the October *Golden Gazette*, the publication of the *Golden Gazette* shall be delayed until nominees can be published.

The committee shall also present nominees to the Board for filling of any vacancies that occur between Annual Business Meetings.



## ARTICLE VII

### Committees

#### Section 2 – continued

- B. The Finance Committee shall have five (5) members composed of the Treasurer as Chairperson, one non-officer member of the Board of Directors designated by the Board, and three members at large, also approved by the Board. The purpose of the Finance Committee shall be:
- to monitor the financial affairs of TOTH;
  - to approve the annual budget prior to submission to the Board;
  - to assure the development and implementation of internal financial controls, in addition to providing for an annual financial review or professional audit.
- C. The Special Events Committee shall consist of the Vice President of the Board of Directors as Chairperson, plus as few or many additional members as the Chairperson deems necessary.

The Vice President may select other members to serve as Chairs of Special Events sub-committees such as the Spring Fling, Game Day, and Senior Expo. This committee will interact with the Communications and Publicity Committee in providing marketing and promotional support for the events. The Chairs of the Special Events will recruit other members of TOTH to assist in promoting and implementing their activities.

The committee shall also be responsible for developing plans and implementing procedures to advance the purposes of TOTH through other fund-raising activities.

- D. Communications and Publicity Committee shall be responsible for generating awareness of the Senior Center to the news media and outlets that are read and/or frequented by its target audiences.

The committee shall:

- publicize all TOTH activities to its membership and other interested constituencies.
- develop and utilize an email list to make announcements a few days before the event, and again the day before the event.
- establish a media list and send out news releases highlighting special events and unique activities.
- ensure copies of publicity announcements are maintained and filed by the Managing Director.
- make special announcements by other committees or officers.

Standing Committees shall present written reports to the Board of Directors if any committee action has occurred since the previous meeting and shall notify the President of all committee meetings.

# **TREASURE OF THE HILLS BYLAWS**

## **ARTICLE VIII**

### **Games**

Games regulated by the State of Texas shall be conducted in accordance with the policies and regulations of the State of Texas. For example, bingo games shall be held in accordance with the rules and regulations of the Texas Lottery Commission.

## **ARTICLE IX**

### **Duration**

Duration of the Corporation is intended to be perpetual. In the event dissolution is necessary for any reason, the balance of any local, State, and Federal funds, after payment of all related expenses, shall be returned to the funding local, State, or Federal agency. All other existing funds remaining after payment of all expenses shall, by vote of the Board of Directors, be given to an exempt organization(s) as described in Section 501©(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Revenue Law).

## **ARTICLE X**

### **Parliamentary Authority**

Robert's Rules of Order Newly Revised shall govern TOTH in all cases to which are applicable and in which they are not in conflict with these Bylaws.

## **ARTICLE XI**

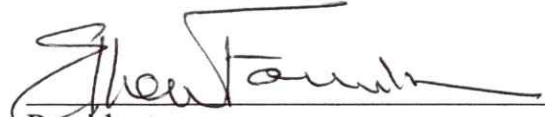
### **Amendments**

A quorum of the Board of Directors may recommend amending or revising the Bylaws of TOTH by a majority vote of the Board members present and voting. The revision or amendment(s) shall then be voted upon at a membership meeting and passed with a majority vote of those members present and voting, provided notice of such proposed revision or amendment(s) shall have been filed with the Secretary and copies made available to all members at least five (5) days preceding the meeting at which the vote shall be taken.

# TREASURE OF THE HILLS

## BYLAWS

These Bylaws have been revised and amended according to the dates listed below and subsequently approved by the TOTH Board of Directors on this the 25th day of March, 2024.

  
President:

  
Secretary:

Adopted May 1990  
Revised July 19, 1990  
Amended December 20, 1993  
Amended November 18, 1996  
Revised August 20, 2001  
Amended December 10, 2004  
Revised January 15, 2007  
Revised May 19, 2008  
Amended November 15, 2010  
Amended January 3, 2011  
Amended October 17, 2011  
Amended October 15, 2012  
Amended October 19, 2015  
Amended October 11, 2021  
Revised November 8, 2021  
Revised August 9, 2022  
Revised March 25, 2024

TOTH Approval: June 26, 2024