

**REVISED BY-LAWS  
OF  
THE MIAMI SENIORS' CENTER, INC.**  
(Revised November \_\_\_\_, 2025, 501C3 Board of Directors' Meeting)

**ARTICLE I  
PRINCIPAL OFFICE**

**SECTION 1:** The principal office of The Miami Seniors' Center, Inc. shall be located at 2014 Denver Harner Drive, Miami, Oklahoma, Ottawa County, State of Oklahoma, or at such other locations as my hereafter be selected by the Board of Directors, provided, however, that same shall be located within the Corporate limits of the City of Miami, Oklahoma.

**ARTICLE II  
MEMBERS**

**SECTION 1: Conditions of Membership**

Any person desiring to be a Member of this Organization and is age 55 or over or has a spouse aged 55 or over who is a Member may register as a Member. Members must be residents of or do business in the vicinity of Miami, Oklahoma. Provided, however, in order to participate in particular Programs offered by this Organization, additional requirements may be imposed as required by the sponsoring agency of that program. There shall be maintained, with the corporate records, an up-to-date list of all registered Members.

There shall be an annual Membership Fee of \$25.00 per Member. Fee may be adjusted by a two-thirds vote of the Board of Directors.

Non-Members may be allowed access to and participation in use of the Organization's facilities as guests if not otherwise prevented by specific program requirements.

**SECTION 2: Voting**

Each registered Member shall be entitled to one vote on each matter submitted to a vote of the Members.

**SECTION 3: Powers and Rights of Members**

Subject to the requirement of Quorum and proper Agenda notice for an Annual Meeting or a Special Meeting, Members of the Organization have the power:

1. At the Annual Meeting of the Members, to confirm the slate of nominees for the Board of Directors of the Organization which have been selected by the City Council of the City of Miami (“City Council”).
2. To remove from office any Director or Officer for good and sufficient cause by a two-thirds vote of the Members present at the Annual Meeting or Special Meeting.
3. To hear, consider, and approve or disapprove reports of the Board of Directors, Officers, and committees of the Organization by majority vote of the Members present at the Annual Meeting or Special Meeting.
4. To review and modify, suspend, or reverse any decision of the Board of Directors by two-thirds vote of the Members present at the Annual Meeting or Special Meeting.
5. To amend these Bylaws by two-thirds vote of all the Members present at the Annual Meeting or Special Meeting.

#### **SECTION 4: Meeting of Members**

1. The Annual Meeting of the Members of this Organization shall be held at the principal office of the Organization, 2104 Denver Harner Drive, Miami, Oklahoma, or at such other place within the City of Miami, State of Oklahoma, as may be designated in the call of such meeting in the month of April of each year beginning in April of 2026. This change replaces the previous schedule of holding the Annual Meetings in November. The place, time, and purpose of the Annual Meeting must be stated in the notice and Agenda, which shall be published in a newspaper of general circulation in the City of Miami no less than one (1) week before the meeting and no more than three (3) weeks before the meeting. At the annual meeting, the Members of the Organization shall confirm Directors as prescribed in Article III, Section 1 and may conduct such other business as is set forth in the notice and Agenda.
2. Special Meetings of the Members of this Organization may be held at the principal office of the Organization or such other place within the City of Miami, State of Oklahoma, as may be designated in the notice and Agenda of such meetings whenever called in writing by the President or a majority of the Board of Directors or by a petition of at least 20 Members. The place, time, and purpose of a Special Meeting must be stated in the notice and Agenda, which shall be published in a newspaper of general circulation in the City of Miami no less than five (5) days before the meeting and no more than ten (10) days before the meeting. Only business set forth in the notice and Agenda may be conducted at a Special Meeting.

**SECTION 5: Quorum**

Quorum for any Annual Meeting or Special Meeting shall be no less than 20 Members.

**SECTION 6: Proxies**

There will be no proxy voting by Members permitted for any purpose in conducting the business of this Organization.

**SECTION 7: Membership Fee**

There shall be an annual Membership Fee of \$25.00 per Member. This amount may be adjusted by a two-thirds vote of the Board of Directors.

All membership fees collected by the Board of Directors shall be remitted in full to the City. The Board shall transmit such funds to the City's designated financial officer or department within forty-five (45) days following receipt, in accordance with City financial policies and procedures. The Board shall maintain accurate records of all membership fee collections and transfers for audit reporting purposes.

**ARTICLE III  
BOARD OF DIRECTORS**

**SECTION 1: General Powers**

The business affairs of the Organization shall be managed and directed by its Board of Directors.

**SECTION 2: Number and Election of Board of Directors**

The number of Directors shall be five (5). The election of Directors shall take place at the Annual Meeting of the Members and shall be by Secret Ballot. After the election, each Director's term shall be for one (1) year or until the completion of the election at the next Annual Meeting.

**SECTION 3: Qualification of Directors**

1. Active Membership Requirement: With the exception of the City Manager or his designee, all members of the Board of Directors must be active members of the Miami Seniors' Center, Inc. "Active Member" means an individual who participates in the

regular activities, programs, or services of the Center on an ongoing basis, not merely attending the meetings of the Board.

2. **City Manager Representation:** The City Manager of the City of Miami or his duly authorized designee shall serve as an ex officio voting member of the Board of Directors, regardless of age or other membership qualifications. The City Manager or his designee shall not be eligible to serve as President of the Board but may hold any other office or committee position as determined appropriate by the Board.
3. **Regular Participation:** Directors are expected to attend and take part in Center activities on a regular basis, demonstrating a continuing interest in and contribution to the Center's mission and community. Attendance at Board meetings alone shall not constitute active membership.
4. **Verification of Participation:** The Board of Directors may establish reasonable procedures to verify that Directors remain active participants in the Center's programs.
5. **Failure to Remain Active:** Any Director who fails to maintain active participation in the Center's activities for a period of time deemed excessive and without justification by the Board may be subject to review and possible removal in accordance with the provisions governing removal of Directors in these By-Laws.

#### **SECTION 4: Meetings of the Directors**

The Regular Meeting will be held on the second Wednesday of each month at 10:00 A.M. to discuss and vote on the business brought up by the Directors or Members.

Special Meetings of the Directors may be called by the President or by two (2) of the Directors or by twenty (20) Members. The time, place, and purpose of the Special Meeting must be stated in the notice and Agenda. The notice and Agenda shall be hand-delivered or e-mailed to all Directors and posted at the principal office of the Organization no less than forty-eight (48) hours prior to the Special Meeting. Only the business set forth in the notice and Agenda may be conducted at a Special Meeting.

All meetings of Directors shall be open to the Members and the general public, except for purposes of discussing individual personnel matters, the acquisition of real property, or pending or threatened investigations or litigation.

#### **SECTION 5: Quorum**

A majority of the Board of Directors shall constitute a quorum.

#### **SECTION 6: Vacancies**

Any vacancy occurring in the Board of Directors shall be filled on an interim basis by nomination by the City Council and confirmed by the affirmative vote of a majority of the remaining Directors at the next Regular Meeting. A Director selected to fill a vacancy shall serve until the completion of the election at the next Annual Meeting of the Membership.

#### **SECTION 7: Compensation**

Directors of this Organization, including those also serving as officers, shall serve without salary or compensation except they may be reimbursed for travel and out of pocket expenses.

### **ARTICLE IV OFFICERS AND EMPLOYEES**

#### **SECTION 1: Election of Officers**

The Board of Directors shall elect Officers from its Members, including a President, Vice-President, and a Secretary. The Treasurer shall be selected from the Members of the Organization by the Board of Directors. The Board of Directors may also recommend to the City of Miami the hiring of such other employees as determined to be necessary and proper to the transaction of its business.

#### **SECTION 2: Suspension or Removal of Officers**

Any Officer may be removed from office by vote of the majority of the Members. Such removal must be for cause or upon missing three consecutive regular meetings without excused absences. Any vacancy resulting from the resignation or removal of an officer as herein provided may be filled by the Board of Directors.

#### **SECTION 3: President – Powers and Duties**

The President of the Organization shall be the Organization's principal executive officer and shall exercise general supervision and control over all the business affairs of the Organization. The President shall have the following specific powers and duties:

1. To preside at all meetings of the Members and Board of Directors.

2. To have general and active management of the business of the Organization.
3. To see that all orders and resolutions of the Board of Directors and Members are carried into effect.
4. To have a general superintendence and direction of all the other Officers of the Organization and of the agents and employees thereof and to see that their respective duties are properly performed.
5. To operate and conduct business and affairs of the Organization according to the orders and resolutions of the Board of Directors and Members.
6. To submit a report of the operations of the Organization to the Board of Directors at the regular monthly meeting, and an annual report thereof to the Members at the Annual Meeting, and from time to time to report to the Board of Directors all matters within his/her knowledge that should be brought to their attention in the best interests of the Organization.
7. To appoint, with the approval of the Board of Directors, the Members to serve on any and all committees.
8. The President shall act on all incoming and outgoing correspondence except for routine matters.
9. In addition to the foregoing, the President shall have other powers, duties, and authority as may be set forth elsewhere in these Bylaws and as may be prescribed by the Board of Directors from time to time.

#### **SECTION 4: Vice-President**

The Vice-President shall have the authority and duties specified by the Board of Directors. In case of the inability of the President to act on account of absence, illness, or for any other reason, his/her power shall be assumed and his/her duties discharged during the period of such inability or absence by the Vice-President, and such acts of the Vice-President, duly authorized and performed under such conditions, shall be the acts of and binding upon the Organization to the same extent as if performed by the President. A Vice-President acting as President under this Bylaw shall report fully all such acts to the President on his/her return and to the Board of Directors with respect to all actions taken and transactions accomplished by him/her during the absence or disability of the President.

## **SECTION 5: Secretary**

The Secretary of the Organization shall be the custodian of and shall maintain the Organization books and records, including a current, up-to-date list of all registered Members, and shall be the recorder of the Organization's formal actions and transactions. The Secretary shall have the following specific powers and duties:

1. To record or see to the proper recording of the minutes and transactions of all meetings of the Board of Directors and of the Members and to maintain separate minutes books at the principal office of the Organization, or such other place as the Board of Directors may order, of all such meetings in the form and manner required by law or the Board of Directors.
2. To attend to the giving and serving of all notices of the Organization required by law or these By-Laws to be given.
3. To attend to such correspondence such as opening and recording the mail, advising the President and Board of Directors of correspondence that requires action, and make such reports as may be assigned to him/her.
4. To assume the duties as acting President in the absence of the President and Vice-President pursuant to the same terms and conditions set forth in Article IV, Section 4.
5. To maintain the corporate seal which shall have inscribed thereon "Miami Seniors' Center, Inc. Corporate Seal of Oklahoma", and affix same as may be required by law.

In addition to the foregoing, the Secretary shall have such other powers, duties, and authority as may be set forth elsewhere in these By-Laws and as may be prescribed by the President or Board of Directors from time to time.

## **SECTION 6: Treasurer**

The Treasurer of the Organization shall be its chief fiscal officer and the custodian of its funds, securities, and property. The Treasurer shall have the following specific powers and duties:

1. To keep and maintain, open to inspection by the Board of Directors and Members at all reasonable times, adequate and correct accounts of the properties, bank accounts and

business transactions of the Organization, which shall include all matters required by law and which shall be in form as required by law, or in the absence thereof, by generally accepted accounting practices.

2. To have the care and custody of the funds and valuables of the Organization and deposit the same in the name and to the credit of the Organization with such depositories as the Board of Directors may designate.
3. To maintain accurate lists of and descriptions of all capital assets of the Organization, including land, buildings, and fixtures and equipment.
4. To see to the proper drafting of all checks, drafts, notes, and orders for the payment of money as required by the business of the Organization. All such instruments must be signed by two of the following: Treasurer, President, Vice-President, Secretary, or one of the Board of Directors.
5. To disburse the funds of the Organization for proper expenses and as he/she may be lawfully ordered by the Board of Directors and to take proper vouchers for such disbursements.
6. To render to any officer or Board of Directors, whenever they may require it, an account of all his/her transactions as Treasurer, and financial statement in form satisfactory to them, showing the financial condition of the Organization.

## **ARTICLE V FINANCIAL**

**SECTION 1:** In connection with the fiscal affairs of the Organization, the Board of Directors shall have the following powers:

1. To make provision for the prompt discharge of Organization obligations as they mature, including payment for any property or rights required by the Organization, either in money, or if approved by resolution of the Membership, bonds, debentures, or other securities of Organization lawfully issued for the purpose.
2. To borrow money on the credit of the Organization. No loan shall be contracted on behalf of the Organization, and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Membership. Such authorization must be confined to specified transactions.

3. To establish and provide for the proper maintenance and use of sinking fund for repairs or alterations to the buildings of the Organization and for any other proper Organizational purpose that will be advanced, in the opinion of the Board of Directors, by the use of the sinking fund.
4. To select banks and other depositories for the funds and securities of the Organization.
5. Except for membership fees, which shall be remitted to the City as required by these By-Laws, the Board may donate or contribute other funds under its control to the City for any purpose the Board deems appropriate and in the best interest of the Seniors' Center. All such donations shall be made in accordance with applicable laws, City financial procedures, and the Board's fiduciary responsibilities.

### **SECTION 2: Financial powers of the Board of Directors**

The Board of Directors shall have the power to acquire by purchase, gift, or any other lawful manner, any property, both real and personal, that the Organization may lawfully acquire, at such price and on such terms and conditions as the Board of Directors shall deem proper. The Board of Directors shall also have the power to create, make and deliver mortgages, deeds of trust, trust agreements, security interests, or any other kind of lawful collateralization of property of the Organization, if approved by the resolution of the Membership which authorizes the creation of such secured debt.

### **SECTION 3: Signatories**

Only duly appointed members of the 501(c)(3) Board of Directors shall be authorized signatories on the organization's bank accounts, financial instruments, or other documents requiring Board approval. No City employee, including the City Manager or his designee serving in an ex officio capacity, shall be permitted to serve as an authorized signatory on behalf of the organization.

## **ARTICLE VI BOOKS AND RECORDS**

The Organization shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the meetings of its Members, Board of Directors and committees. All books and records of the Organization may be inspected by any Member or his/her attorney or accountant for any purpose at any reasonable time. All books and records of the Organization must be preserved for at least seven (7) years.

## **ARTICLE VII**

**FISCAL YEAR**

The fiscal year of the Organization shall begin on the first day of July and end on the last day of June of the following year.

**ARTICLE VIII  
DISSOLUTION**

In the event of the dissolution of this Organization for in the event it shall cease to carry out the objectives and purposes herein set forth, the Board of Directors shall after paying or making provision for the payment of all liabilities of the Organization, dispose of all of the remaining assets of the Organization, to the City of Miami, Oklahoma.

**ARTICLE IX  
INDEMNIFICATION**

This Organization shall indemnify and hold harmless the following persons, to the fullest extent permitted by law, from and against any and all obligations, liabilities, and expenses arising from and in the course of the performance of their assigned duties: Directors and officers and their duly appointed agents.

**ARTICLE X  
AMENDMENTS**

These Bylaws may be altered, amended, or repealed and new Bylaws be adopted by a two-thirds vote of the Members present at any Annual Meeting or Special Meeting, if at least thirty (30) days public notice is given of intention to alter, amend or repeal or to adopt new Bylaws at such meeting and if the content of the proposed change is publicly posted.

(SEE ATTACHED SHEET FOR SIGNATURES OF MEMBERS APPROVING AMENDED BY-LAWS)

Originally adopted July 24, 1990

Changes made March 25, 1994

Amended March 26, 1998

Revised at Annual Meeting on November 14, 2013

Revised at Annual Meeting on November 19, 2015

Revised at Annual Meeting on November 22, 2024

Revised Fees at Special Board Meeting on December 11, 2024

Amended at Annual Meeting on November \_\_\_, 2025



**VOTE ON BY-LAW AMENDMENT**

On November \_\_\_\_, 2025, with proper notice having been posted and published, and with \_\_\_\_ directors voting, constituting a quorum of the Board of Directors, the proposed By-Law amendment was unanimously approved by voice vote.

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President

Attest:

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Jill Fitzgibbon