

Montpelier Senior Activity Center Governance Policies & Procedures

*First adopted by membership at June 19, 2018 Annual Meeting
Amended September 17, 2018, December 10, 2018, November 4, 2019, [February 18, 2020](#)*

Table of Contents:

- Part A: Organization (*page 1*)
- Part B: Advisory Council (*page 2*)
- Part C: Committees (*page 6*)
- Part D: Principles of Conduct and Ethical Behavior (*page 6*)
- Part E: Amendments (*page 8*)

A. ORGANIZATION

1. Name: The name of the organization is the Montpelier Senior Activity Center, hereinafter referred to as MSAC.
2. Mission: The MSAC mission is to enhance the quality of life for older adults in the Montpelier area through opportunities that develop physical, mental, cultural, social and economic well-being in a welcoming, flexible environment.
3. Purpose: The MSAC purpose is to foster healthy aging by offering older persons activities, services and opportunities for socialization and lifelong learning. MSAC nurtures a climate of support and respect that recognizes the value older adults contribute to the community and invites them to gain and exercise skills and share their wisdom, experience and insight.
4. Membership: Any person age 50 or older is eligible for membership. In this document, the term "member" means an individual currently registered as an MSAC member. Membership must be renewed each year.
5. Administration: MSAC, along with the divisions of Parks and Trees and Recreation, is a division of the Department of Community Services for the City of Montpelier, Vermont (hereinafter referred to as "City"). Therefore, the MSAC Director and other staff are City employees, and MSAC policies and procedures are subject to City approval. The MSAC Director (hereinafter referred to as "Director") oversees day-to-day MSAC operations and is responsible for its programs, facility, staff, budget and finances. This includes oversight of the recruitment, training, supervision and coordination of MSAC volunteers and paid staff, responding to questions, inquiries or complaints regarding MSAC, and maintaining a positive relationship between MSAC and the community. The MSAC fiscal year period is July 1 through June 30.
6. Communications:
 - a) MSAC produces a monthly "Active Times" newsletter (hereinafter referred to as "Newsletter") available to members in print and electronically. The newsletter is sent by US Postal Service mail to MSAC members who choose that option.

- b) MSAC maintains a website (www.montpelier-vt.org/msac) where member resources such as meeting minutes and information about MSAC classes are posted, and makes printed resource materials available at the facility.
 - c) MSAC Advisory Council meetings are open to the public and announced in advance (*see Part B for details*).
 - d) Planning and organizational documents (e.g., procedural instructions, committee descriptions, meeting minutes) bear an edition date to enable readers to determine the version of the draft or final document being reviewed.
7. Annual Membership Meeting:
- a) The annual meeting of MSAC members (hereinafter referred to as "Annual Meeting") usually occurs on the third Tuesday of June. Notice of the Annual Meeting date, time and place is published in the Newsletter at least sixty (60) days in advance.
 - b) A quorum for the Annual Meeting is fifteen (15) MSAC members.
 - c) The Advisory Council (*see Part B below*) may call a special meeting of the membership. When feasible, notice of such a meeting would be in the Newsletter distributed at least ten (10) days in advance of the special meeting.

B. ADVISORY COUNCIL

1. Role: Since MSAC is a municipal entity rather than an independent agency, its Advisory Council (hereinafter referred to as "AC") advises the Director and makes recommendations regarding the MSAC facility and operations, but does not have the decision-making authority of Boards that oversee private nonprofit organizations. The Director makes recommendations to the Montpelier City Manager and Council, who approve the budget, receipt and expenditure of MSAC funds.
2. Composition and Quorum:
 - a) The AC consists of no fewer than nine (9) and no more than eleven (11) MSAC members. While the majority of AC members are Montpelier residents, MSAC tries to elect at least one AC representative from a contributing town. A meeting quorum exists when more than half (50%) of the active AC members are present, the term "active" meaning an AC member who had not resigned, suspended or otherwise vacated the AC seat mid-term.
 - b) The Montpelier City Council may appoint an additional representative to the AC. This ex officio AC participant need not be an MSAC member or be present in order for an AC meeting to reach its attendance quorum.
3. Expectations:
 - a) To serve a ~~two~~three year term starting and ending in late June.
 - b) To attend Advisory Council meetings (six per year as of January, 2020)~~six AC meetings each year, currently held Mondays from 12:30—3:00 pm, usually at MSAC but occasionally off site. These bimonthly meetings occur in January, March, May, July, September and November.~~ An AC member may attend the meeting by telephone or other electronic means so long as the member is

identified as present, can hear and be heard during the meeting, and is able to review materials discussed at the meeting.

- c) To gain a general understanding of the MSAC mission, policies, annual calendar and budget, with MSAC staff providing training as needed.
- d) To represent the membership at large and, when appropriate, voice other members' questions, feedback and concerns to staff.
- e) To play a ~~leadership~~ role in the work of the Advisory Council by volunteering for AC projects and activities and, to the extent possible, by contributing to the financial healthstrength of the organization ~~bythrough~~ personal donation ~~or s and/or volunteer~~ assistance with fundraising activities.
- f) To advise the MSAC Director on matters such as:
 - Programming priorities (e.g., classes, public events, partnerships, clinics)
 - Budget (membership and program revenue and expenditures)
 - Facility maintenance and improvements
 - Policy development on topics like membership, instructors, volunteers, facility
 - Strategic planning
 - Outreach, i.e., media presence, member recruitment and communications, engagement with local organizations and businesses
- g) To be reachable by email for the purpose of AC meeting communications.
- h) To notify the AC Chair at least seven days before an AC meeting if a specific item needs to be included in the agenda for that meeting.
- i) To serve on least one committee (*See Part C for details*)

4. Conduct for AC Members:

- a) An individual AC member may only speak or act on behalf of the full AC when AC meeting minutes reflect the circumstances warranting that action and that the AC sanctioned the action.
- b) AC members recognize need for ongoing leadership development and play an active role in identifying potential new AC members.

5. Officers:

- a) The AC officers consist of the Chair and Vice Chair and serve one-year terms. AC members may re-elect an officer for an indefinite number of terms as long as that individual remains an active AC member.
- b) The AC Chair presides at all AC meetings and consults the MSAC Director in developing the agenda for each AC meeting. Any member wanting to add a specific item to the agenda should notify the Chair at least seven days before that meeting. The Chair may vote on any motions and may appoint committees, and the chairs thereof, to assist the AC in carrying out its responsibilities, with the discretion to determine the composition and mandate of such committees. The Chair, in consultation with the Director, may convene the AC for special meetings if needed in addition to the bimonthly meetings.
- c) The Vice Chair assists the Chair as needed and presides at AC meetings in the absence of the Chair.

- d) The secretary to the AC is an MSAC member designated to document minutes of AC meetings and enable the Director to provide the written minutes for AC review and approval. The Director provides reminders, agendas and notes to prepare AC members for their meetings.
- e) An AC officer may be removed from that office for cause after a hearing before the AC and an affirmative vote of at least two thirds of the active AC members (*see Part B, Section 9 below for details*).

6. Term of Office:

- a) Effective with the 2020 Annual Meeting, AC members are elected to ~~two~~three-year terms, starting and ending with the June date of the Annual Meeting. Terms are staggered to ensure some year-to-year turnover in AC membership. No member may ~~serve on the AC for more than six consecutive years~~~~be elected to more than two consecutive three-year terms~~ (*see next section on Vacancies*). After a gap of at least one year, a member who had served six consecutive years would be eligible to serve on the AC again.~~After an absence of at least one year, a former AC member may be elected to serve additional three-year terms.~~
- b) A final meeting of the sitting AC is held prior to the Annual Meeting. The organizational meeting of the newly constituted AC is held following the Annual Meeting, at which time they elect the officers to serve one-year terms and determine the bimonthly AC meeting schedule for the year starting July 1.

7. Vacancies:

- a) AC members are expected to attend at least four of the six bimonthly AC meetings in any twelve months following the Annual Meeting and to notify the Director if they will be unable to attend a meeting. Consistent participation by AC members facilitates the understanding and resolution of matters under consideration.
- b) AC members who determine they cannot complete their AC terms, attend the minimum number of AC meetings, or carry out other AC duties may resign before the term expires by notifying the Director and AC Chair of that decision and its effective date, in writing or by email. The AC, by a two-thirds vote of its active members, may grant a temporary suspension of duties requested by an AC member as long as the absence is justified, the suspension time period is clear, and the minimum number of nine AC seats remain filled by active AC members.
- c) A seat on the AC may remain vacant as long as the minimum of nine AC seats remain filled. Each monthly MSAC newsletter will identify current AC members and vacancies and invite MSAC members to contact AC members or the MSAC director if they are interested in serving on the AC. MSAC will actively recruit candidates to fill a vacancy only if there are at least two years remaining in the unexpired term.~~MSAC staff and AC members will actively recruit candidates to fill one or more vacancies if there are fewer than nine AC members~~ and no eligible MSAC member has expressed a desire to fill the vacancy.
- d) The AC may appoint a viable candidate to fill the vacancy for remainder of the unexpired term. When the length of the unexpired term results in an appointment

lasting ~~two years or more~~ less than six months, that short-term service would not count toward the limit of six consecutive years of AC service. When the appointment takes effect between July 1 and December 31 of a calendar year, the period from its starting date to the next Annual Meeting will count as a full year for the purpose of determining whether the member qualifies to serve an additional six years. ~~the member appointed to fill the vacancy would be eligible to be elected to only one consecutive three year term. When an unexpired term filled by appointment is less than 24 months long, this would not disqualify the appointed member from serving an additional two consecutive three year terms.~~

8. Election Process:

- a) The February and March Newsletters announce AC vacancies to fill in June, request nominations and describe the nomination process and deadline. MSAC makes copies of these Policies and Procedures available to clarify for potential candidates expectations of AC members.
- b) Only MSAC members may nominate themselves or other MSAC members for an AC seat. Nominations must be in writing and include the candidate's name, address, telephone number and email address (if any), and confirm that they are an MSAC member. Nominations must be delivered or emailed (msac@montpelier-vt.org) to the MSAC office by March 31. In years when March 31 is on a weekend, the nomination deadline would be the following Monday.
- c) Before April 15, the nominee must accept the nomination and provide to the MSAC office a brief biographical statement and photo. MSAC staff could take the photo if needed. In years when April 15 is on a weekend, this nomination acceptance deadline would be the following Monday. The May edition of the Newsletter would include candidate information and photos as well as the ballot.
- d) Only MSAC members are eligible to vote in the election, and only one ballot may be cast per member. June 1 is the deadline for completed ballots to be received by the MSAC office, including ballots that are mailed, cast online, delivered or emailed.
- e) In case of a tie vote, the tie is resolved by a secret ballot vote of sitting AC members at the AC meeting convened immediately prior to the Annual Meeting. The final election outcome is announced at the Annual Meeting.

9. Removal:

- a) A member may be removed from the AC for unexcused failure to attend three consecutive AC meetings. The AC may make a determination that extenuating circumstances precluded such attendance.
- b) A member may be removed for other cause such as disruptive behavior or failure to abide by the AC member expectations described in this document, after a hearing before the AC and affirmative vote by two thirds of the other active AC members.

10. Conflict of Interest:

- a) Since MSAC is a municipal entity, its staff abides by the Montpelier Ethics Policy, posted on the City website (www.montpelier-vt.org). The policy also considers AC members to be "public officers" because the AC is linked to the City administration. Therefore, the policy applies to AC members in the following way:
- b) A conflict of interest may arise if the AC is taking an action that could benefit an individual AC member, personally or financially, to a greater degree than others affected by the action. (For example, no conflict of interest arises with a decision about MSAC membership fees because the decision similarly affects others.) AC members with reason to think they have a conflict of interest should recuse themselves from that action. However, if they believe they can act objectively and in the public interest despite the appearance of a conflict of interest, they may disclose this information to the AC prior to the vote and not be expected to abstain from the decision making process.

C. COMMITTEES

1. General: In addition to the Advisory Council, MSAC convenes committees that may include MSAC members-at-large as well as appropriate staff. Some may be created for special projects, such as committees working on national accreditation or developing a formal strategic plan. Other Standing Committees (*see section 2 below*) address ongoing MSAC needs. Minutes generally are not recorded for such meetings, and all MSAC members are welcome to attend. The frequency and schedules for these committee meetings may vary.
2. Standing Committees:
 - a) Program Committee meets quarterly to advise the Director regarding programming, such as classes, public events, partnerships and clinics.
 - b) Finance Committee meets during the fall budget season or as needed regarding membership and program revenue and expenditures.
 - c) Fundraising Committee meets quarterly or as needed regarding activities to generate revenue for MSAC.
 - d) Membership & Hospitality Committee meets bimonthly or as needed regarding actions and resources to improve MSAC's role as a welcoming environment.

D. PRINCIPLES OF CONDUCT AND ETHICAL BEHAVIOR

1. Background: MSAC has over a thousand members taking part in classes and events at the MSAC facility and other locations. Members join for many reasons. A shared set of guidelines can promote behavior that ensures a welcoming environment respectful of the variety of individuals and groups participating in MSAC activities.
2. Respectful Treatment: Members, instructors, staff, volunteers and visitors are treated with respect at MSAC. All are encouraged to bring ideas, questions or concerns to the attention of staff or Advisory Council members. Smoking is prohibited at MSAC and within 25 feet of the facility, and use of scented products should be minimized to prevent adverse reactions in individuals sensitive to fragrances. Private conversations should be quiet enough to avoid disturbing any classes, activities or people working nearby. This includes respecting the privacy of members using the Computer Lab equipment at the facility.
3. Confidentiality of Personal Information: Staff restrict access to personal information provided by members, and federal law protects the privacy of personal health information. Staff may provide member contact data to an instructor unless otherwise requested by the member. Instructors are expected to respect the privacy of participants in their classes, though they may share their own personal information and participants may agree to share class lists. Staff will inform instructors when a participant wishes to reach them, unless the instructor has given permission to share their contact information. Any group emails should be blind-copied to group members to prevent the widespread distribution of personal email addresses.

4. Classes:

- a) A class is a learning environment where all participants should feel welcome and safe. Financial aid applications are available, and all scholarship applicants receive equitable consideration within budgetary limits and at the discretion of the Director.
- b) Individuals registered for a class are expected to attend regularly, arrive on time and remain for the duration of the class period, and to communicate with the instructor if or when this may not be feasible. An individual deciding to drop out of a class should inform the MSAC office promptly in case there is a waiting list. MSAC staff can respond to any related questions about class fees. Class times are reserved for the class registrants, and except in the case of an emergency, may not be interrupted by personal mobile electronic devices or other intrusions.

5. Disruptive or Harassing Behavior:

- a) MSAC does not tolerate disruptive or harassing behavior, verbal or physical, toward members, staff, instructors, volunteers or visitors. This includes sexual harassment as well as noise that disrupts anyone's enjoyment of MSAC or jeopardizes safety. Anyone with a concern may report such behavior to an MSAC instructor or staff member. Instructors and event leaders may request that a participant refrain from disruptive behavior. At the discretion of the individual instructor or leader and in consultation with the Director, MSAC may bar a member from registering for or attending a particular class or event.
- b) A person engaging in disruptive or harassing behavior will be warned verbally that they might be asked to leave the facility if that behavior continues. Failure to comply with a second verbal warning may result in expulsion of the disruptive person from the facility.
- c) With sufficient cause or provocation, staff may contact community enforcement supports such as the police department or mental health screeners. The Director may request issuance of a no-trespassing order for an individual who is repeatedly disruptive to the MSAC community.

6. Ethical Behavior Guidelines: Part B, Section 10 of this Governance notes that the City of Montpelier Ethics Policy, as now constituted and as may be amended, applies to MSAC staff and Advisory Council members, particularly insofar as a conflict of interest may potentially influence decision-making. In addition, MSAC expects its staff, Advisory Council, instructors, volunteers, members and visitors to abide by the following guidelines since all of those individuals contribute to creating a welcoming and respectful environment.

- a) Discrimination: Individuals at MSAC may not knowingly engage in behavior that demeans or discriminates against others based on factors such as gender, race, age, religion, ethnicity, sexual orientation, language, socioeconomic status or physical, mental or emotional disability.
- b) Preferential Treatment: MSAC staff, instructors and volunteers may not allow decisions about financial aid, registration for classes with waiting lists, or other MSAC actions to be influenced by personal relationships or by the offer or receipt of gifts or other benefits.

- c) Truthful Reporting: MSAC staff, instructors, volunteers and members may not knowingly provide incorrect information on time sheets, financial aid applications or other MSAC documents.
- d) Research: The MSAC Director must approve in advance any request to conduct surveys or other research involving MSAC members.

E. AMENDMENTS

1. Changes: These Policies and Procedures may be amended by a two-thirds vote of active AC members as long as the language for the proposed change accompanies the agenda provided to AC members in advance of the AC meeting.
2. Annual Review: The AC will readopt these Governance Policies and Procedures, or an amended version if applicable, at least annually, at which time the edition date will change accordingly.
3. Adoption: Effective with the adopted edition date in its page headers, this document supersedes earlier editions of the MSAC "Governance Policies and Procedures", as well as other MSAC organizational documents created before May of 2018, such as the By-Laws and annual "Advisory Council Expectations and Elections" and "Election Procedures" outlines.