

**Partnerships Center for Adult Day Care, Inc.
3 Industrial Circle, Hamden, CT 06517**

By-Laws - Effective April 21, 2022

Article One – Organization

1. The name of this non-stock corporation shall be Partnerships Center for Adult Day Care, Inc. (the “Corporation”).
2. The Corporation may at its pleasure, by a majority vote of the Board of Directors, change, its name. In 2019, the Corporation voted on a DBA of “Partnerships Adult Day Center.”

Article Two – Purpose

The purpose for which this Corporation has been organized is to operate and manage an adult day center facility providing a medical model of care services to residents of Hamden and surrounding towns.

Article Three – Membership

The Corporation is to have no members.

Article Four – Board of Directors

1. The business of the corporation shall be managed by a Board of Directors consisting of a minimum of 9 and a maximum of 17 members. The Board of Directors shall be composed of business and professional persons and other persons who have an interest in the health and well-being of senior or mentally or physically impaired adults and in furthering the purposes of the Corporation.
2. New directors for the ensuing year shall be appointed at the annual meeting of the Board of Directors and they shall serve for a term of two years, renewable annually for one year.
3. The Board of Directors shall have the complete control and management of the affairs and business of the Corporation. Included within its duties shall be the approval of an annual budget for the operation of the Corporation, the establishment of fees and charges for the Corporation’s services, and the establishment of salaries of the Corporation’s employees.
4. The Board of Directors shall establish and enforce the overall policies and procedures of the Corporation as they apply to:
 - Plant and facility
 - Dates and hours of operation
 - Fees
 - Services provided

- Definition and establishment of service standards and quality assurance
- Medical policies and procedures
- Personnel policies
- Anti-discrimination policies
- Conflict of interest policies
- Admission and discharge policies
- Maintenance of financial, administrative and client records

5. Notwithstanding the above, the Board of Directors shall be responsible for the care and management of the business, property and affairs of the Corporation and subject to any restrictions imposed by law, by the Certificate of Incorporation and these by-laws; may exercise all the powers of the Corporation, and so far as it is lawful, may delegate any and all such powers as it may see fit.

6. The Board of Directors shall only act in the name of the Corporation when it shall be convened by its President after due notice to all the directors of such meeting.

7. One-third of the members of the Board of Directors shall constitute a quorum for the conduct of business by the Board of Directors. However, a lesser number in attendance may adjourn the meeting for a period of not more than two weeks from the date scheduled, and the Secretary shall cause a notice of this adjourned meeting to be e-mailed at least 5 days before the date of the adjourned meeting to all members who were not present at the meeting originally called. A quorum as hereinbefore set forth shall be required at any adjourned meeting.

8. Regular meetings of the Board of Directors shall be held at least 6 times per year on the third Thursday of each month or at such other date as may be determined by the Board of Directors.

9. The order of business at all regular meetings of the Board of Directors shall be as follows:

- Roll Call
- Approval of minutes of the preceding meeting
- Finance report
- Executive Director's report
- Committees' reports
- Old business
- New business
- Good of the order
- Adjournment

10. Special meetings of the Board of Directors may be called by the President when he/she deems it is in the best interest of the Corporation. Notices of such meetings shall be emailed by the Secretary to all members of the Board of Directors at least 5 days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom it was called.

11. At the request of one-third of the members of the Board of Directors, the President shall cause a special meeting to be called but such request must be made in writing, at least 7 days before the requested scheduled date of such special meeting. No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

12. The annual meeting of the Board of Directors shall be held on the third Thursday of June each and every year, except that should such date be deemed to be inconvenient for whatever reason, the Board of Directors shall fix another date not more than two weeks from the date fixed by these by-laws. The President shall generate and cause to be posted in writing to every member of the Board of Directors a notice stating the agenda, date, time and place of such annual meeting. The election of directors and officers shall be held at the annual meeting.

13. A majority vote of those members of the Board of Directors present at a duly convened meeting shall be sufficient to approve a motion brought before such members, except for items of business affecting the existence of the Corporation such as merger, acquisition and dissolution which shall require a two-thirds vote of those members present. If previously agreed at such a duly convened meeting, a specific issue may be discussed via email until a vote is called. Voting shall be via an Internet polling application that records the votes and closes the poll at a specified time.

14. Each director shall have one vote and such voting shall not be done by proxy.

15. The Board of Directors may make such special rules and regulations covering the conduct of its meetings as it may in its discretion determine to be necessary. In the absence of a special rule or regulation covering a particular issue, Robert's Rules of Order shall govern the conduct of all such meetings.

16. Vacancies in the officers of the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year. The President shall propose to the Board individuals to fill such vacancies.

17. The President of the Board of Directors by virtue of the office shall be chairperson of the Board of Directors.

18. A director may be removed when sufficient cause exists for such removal. The Board of Directors may entertain charges against any director. A director may be represented by legal counsel at any removal hearing. The Board of Directors shall adopt such special rules for any removal hearing as it may in its discretion consider necessary for in the best interests of the Corporation and in fairness to the director so charged.

19. All members of the Board of Directors must strictly preserve as confidential any information concerning clients of the services provided by the Corporation, must act at all times to avoid dealings with the Corporation which would benefit such member financially, and must avoid any conduct or actions in general which would be determined to or reflect adversely on the Corporation and its purposes.

20. Directors shall not receive any salaries from the Corporation for their services as directors but may be reimbursed for expenses incurred as a result of such service upon approval by the Board of Directors.

ARTICLE FIVE – OFFICERS

1. The officers of the Corporation shall be as follows:

President
Vice-President
Vice-President for Communications
Vice-President for Development
Treasurer
Secretary
Immediate Past President

2. Officers shall by virtue of their office be members of the Board of Directors. The President and Treasurer shall be elected for two-year terms; the Vice President and Secretary shall be elected for terms of one year each. Directors have initial terms of two years, renewable thereafter for one-year terms.

3. **The President** shall preside, by virtue of the office as chairperson of the Board of Directors at all membership meetings; present at each annual meeting of the Board of Directors an annual report of the work of the Corporation; appoint all committees, temporary or permanent; see that all books, reports and certificates as required by law are properly kept or filed, be one of the officers who may sign the checks or drafts of the Corporation; and have such powers as may be reasonably construed as belonging to the chief executive of any corporation. The President shall act as the authority to review and if necessary, to research current and future Corporation's legal documents.

4. **The Vice-President** shall in the event of the absence or inability of the President to exercise his/her office, becomes acting President of the Board of Directors with all the rights, privileges and powers as if he or she had been the duly elected President. The Vice-President shall also chair the Operations Committee whose function is to oversee the well-being of the facility and efficiency and effectiveness of the Corporation.

5. **The Vice President for Communications** shall be the chair of the Communications Committee and shall be responsible for working with the Executive Director to promote and market the agency to the Greater New Haven community. This shall include oversight of the website and social media pages, engagement of local media, referral sources, and outreach to caregivers.

6. **The Vice President for Development** shall be the chair of the Development Committee and work in partnership with the Executive Director to identify needs and opportunities for funding including grants, special events, and special initiatives through digital and mail campaigns. They shall also be a member of the Finance and Budget Committees.

7. **The Secretary** shall keep the minutes and records of the Corporation in appropriate books and/or electronic files; file any certificate required by statute, federal or state; give and serve all notices to members of the Board of Directors; be the official custodian of the records and seal of the Corporation; be one of the officers able to sign the checks and drafts of the Corporation; present to the Board of Directors at any meeting any communication addressed to the Secretary of the organization; attend to all correspondence of the Corporation and exercise all duties incident to the office of Secretary.

8. The Secretary shall call for agenda items from the directors, and under direction of the President, prepare and distribute by email, no later than the second Thursday of the month, the agenda of the following Board of Directors meeting. The President shall maintain and include in

the agenda the list of Old Business that has not been completed. Unfinished Old Business may be removed only by a vote of the Board of Directors. The Secretary shall record in the minutes the completion or disposition date of all agenda items. New Business is added to the agenda at the discretion of the President or by presenting it to the Secretary by the second Tuesday of the 9. month or as a "Point of Order" at the beginning of the meeting. The Board shall vote to accept or reject or table the new agenda item.

10. **The Treasurer** shall have the care and custody of all monies belonging to the Corporation; be solely responsible for such monies or securities of the Corporation; file any reports or returns required by taxing authorities; and be one of the officers who shall sign checks or drafts of the Corporation. The Treasurer shall be the chair of the Finance Committee whose function is to create, implement, and review policies and procedures for managing the association's finances and alerting the President to any fiduciary concerns. The treasurer determines which persons can make payment on behalf of the organization.

11. The Finance Committee shall monthly render to the Board of Directors a written account of the assets and finances of the Corporation, including an account of actual revenue and expenses against budget. As such, the report shall be included in and sent with the agenda for the meeting of the Board of Directors.

12. **The Immediate Past President** shall be an advisory officer to the Board of Directors.

ARTICLE SIX –EXECUTIVE DIRECTOR

The Executive Director, under the general direction of the Board of Directors, shall be in charge of the day-to-day operation of the Corporation, including supervision of other employees of the Corporation and responsibility for management and administration of the services provided to clients. The Executive Director shall provide a written monthly report to the Board of Directors and have weekly check-in calls with the President and an annual evaluation.

ARTICLE SEVEN – COMMITTEES

All committees of the Corporation shall be appointed by the Board of Directors and their term of office shall be for a period of one year or less if sooner terminated by the action of the Board of Directors.

ARTICLE EIGHT – AUTHORIZATIONS

1. Checks drawn upon the Corporation for amounts less than or equal to \$500.00 may be signed by any one of the following: the Executive Director, Deputy Director, the President, the Vice President, the Secretary, the Treasurer.

2. Checks drawn upon the Corporation for amounts in excess of \$500.00 must be signed by the Executive Director and any one of the following: the President, the Vice President, the Secretary, the Treasurer.

3. Any borrowing of funds on behalf of the Corporation must be approved by the Board of Directors with specific authorization given to the President and/or Treasurer to execute documents to effectuate such borrowing.
4. Any grant acceptances or agreements must be approved by the Board of Directors with specific authorization given to the President and/or Treasurer to execute the requisite documents.
5. Any contracts or agreements obligating the Corporation which have a value in excess of \$500.00 must be approved by the Board of Directors with specific authorization given to an officer or officers to execute the requisite documents., Contracts or agreements which obligate the Corporation in amounts less than or equal to \$500.00 may be executed by the Executive Director and any one of the following: the President, the Vice President, the Secretary, the Treasurer.
6. The Corporation shall be required to obtain at least three bids on contracts for goods and services costing more than \$1,500.00 and such bids shall be presented to the Board of Directors for approval. This bidding requirement may be waived by the Board of Directors where such a procedure is impractical due to the nature of the goods and services or time requirements.
7. All funds of the Corporation shall be placed in insured depository accounts.

ARTICLE NINE – NONPROFIT STATUS

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Certificate of Incorporation. 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 of 1954 (or corresponding provisions of any subsequent federal tax laws) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any subsequent federal tax laws).
2. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to a tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.
3. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

4. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

5. The Corporation shall not make investments in such a manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

6. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or any corresponding provisions of any subsequent federal tax laws.

ARTICLE TEN – DISSOLUTION

Upon the dissolution of the Corporation or the wind-up of its affairs, the assets of the Corporation shall be distributed exclusively to organizations of the type which would qualify under the provisions of Section 501 (c)(3) of the Internal Revenue Code of 1954 and its Regulations as they may exist at that time.

ARTICLE ELEVEN – AMENDMENTS

These By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than two-thirds of the members of the Board of Directors.

Resolved, that the following language be added to numbered paragraph 2 of the Certificate of Incorporation:

“The purposes of the Corporation shall be limited to those set out in Section 501 (c) (3) of the Internal Revenue Code.”

Further resolved, that the following language be added to numbered Paragraph 5 of the Certificate of Incorporation:

“No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Certificate of Incorporation. 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 of 1954 (or corresponding provisions of any subsequent federal tax laws) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any subsequent federal tax laws).

The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to a tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not make investments in such manner as to subject it to tax under Section 494 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not make any taxable expenditures as defined in Section 4954 (d) of the Internal Revenue Code of 1954, or any corresponding provisions of any subsequent federal tax laws.

Upon the dissolution of the Corporation or the wind-up of its affairs, the assets of the Corporation shall be distributed exclusively to organizations of the type which would qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954 and its Regulations as they may exist at that time.