

BYLAWS
BRUNSWICK SENIOR RESOURCES, INC.

ARTICLE I
NAME, MISSION

Section 1.01. Name. The name of the corporation is to be Brunswick Senior Resources, Inc., hereafter referred to in these bylaws as BSRI.

ARTICLE II
LOCATION OF OFFICE

Section 2.01. Location. The offices of BSRI shall be located within Brunswick County, North Carolina.

ARTICLE III
PURPOSE

Section 3.01. Limitation of Purpose. As set forth in the Articles of Incorporation, BSRI has been formed for charitable and educational purposes only and has not been formed for pecuniary profit or financial gain, and therefore, no part of the assets, income or profit of BSRI shall inure to or be distributed to the benefit of any donor, Director, officer, employee or private individual, except for reasonable compensation for services rendered and except for reasonable expenses actually incurred on behalf of BSRI. No substantial part of the activities of BSRI shall consist of carrying on propaganda or otherwise attempting to influence legislation, except when participating in allowable legislative activities promoting and advocating improved or additional services for older adults. It shall not, however, participate, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any provisions of these Articles, BSRI shall not engage in any activities that are prohibited:

1. By a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended or
2. By a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code, as amended.

Section 3.02. General Purposes. BSRI shall serve as an advocate for the interests of all older adults in Brunswick County, North Carolina. It will serve to create community-awareness of existing and potential needs and problems of older adults in preserving their independence and provide information on resources available to them.

BSRI shall operate programs aimed at assisting older adults in developing personal social and intellectual growth and thereby facilitate independent living and promote and initiate the development and implementation of programs and opportunities for the benefit of older adults in Brunswick County.

ARTICLE IV
MEMBERS

Section 4.01. Members. Members of the Board of Directors are the only members of BSRI.

ARTICLE V
AUTHORITY AND DUTIES OF DIRECTORS

Section 5.01. Authority of Directors. The Board of Directors is the policy-making body and may exercise all the powers and authority granted to BSRI by law.

Section 5.02. Number, Selection, and Tenure. The Board shall consist of not less than five (5) directors and no more than fifteen (15), not inclusive of ex officio professional members who shall be selected by the Board of Directors. Five (5) of the non-ex-officio members shall be appointed by Brunswick County Board of Commissioners. All other members shall be elected upon the recommendation of a Nominating Committee. (The initial Board of Directors, not in the ex-officio capacity, shall be elected to staggered terms of one, two and three years.) Members who have completed a full three (3) year term may be elected to an additional term and, thereafter, are eligible for reelection only after a twelve-month absence from membership. Vacancies existing by reason of resignation, death, incapacity or removal before the expiration of his/her term shall be filled by a majority vote of the remaining directors. In the event of a tie vote, the Chair shall choose the succeeding director. A director elected to fill a vacancy shall be elected for the unexpired term of that director's predecessor in office and will be available for reelection to two (2) subsequent full terms of office.

Section 5.03. Chair, Vice Chair, Secretary/Treasurer, Assistant Secretary/Treasurer. The Board of Directors shall elect from its membership an elected Director to serve as Chair of the Board who will preside at all meetings of the Board and perform such other duties as determined from time to time by the Board of Directors or such other duties set forth herein. The Board shall also elect from its membership a Director to serve as Vice Chair, a Secretary/Treasurer and an Assistant Secretary/Treasurer. (See Article VII for additional provisions with respect to the Chair and Vice-Chair.)

Section 5.04. Regular Meetings. The Board of Directors shall hold at least eight (8) regular meetings per calendar year, with at least two meetings being held in each quarter of the year. Meeting dates, times, and location shall be determined by the Board of Directors.

Section 5.05. Special Meetings. The Board of Directors may call special meetings as needed.

Section 5.06. Notice. Special meetings may be called by the Chair or at the request of any (5) directors by notice electronically mailed, mailed, telephoned, faxed or telegraphed to each member of the Board not less than forty-eight (48) hours before such a meeting.

Section 5.07. Quorum. A quorum at all regular and special meetings shall consist of a majority of the Board membership attending in person. All decisions will be by majority vote of those present at a meeting at which a quorum is present.

Section 5.08. Action Without a Meeting. Any action permitted to be taken at a meeting of the Board of Directors (including amendment of these Bylaws) or of any committee may be taken without a meeting if all the members of the Board or committee consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee as the case may be. However, written documentation supporting the action and recording the vote of the Board must be maintained in the minutes of BSRI. Similarly, the Board may also conduct called meetings in emergency situations by telephone conference calls as long as verifiable attempts are made to contact all elected members and actions taken during the telephone meeting are reported by the Chair in writing to the board at its subsequent regular meeting.

Section 5.09. Absences. A Director shall be allowed a maximum of three (3) unexcused absences per calendar year

Section 5.10. Reimbursement. Directors shall serve without compensation with the exception that expenses incurred in the furtherance of BSRI's business are allowable to be reimbursed with documentation and prior approval. In addition, Directors serving the organization in any other capacity, such as staff, are allowed to receive compensation for incurred expenses.

Article VI **COMMITTEES OF THE BOARD**

Section 6.01. Committees. The Board of Directors may, by resolution adopted by a majority of the Directors in office, establish standing and ad-hoc committees of the Board, as necessary, composed of at least four (4) persons. Except for an Executive Committee, all other committees may include non-board members. The Board shall make provisions for appointment of the chair of each committee, establish procedures to govern their activities, and delegate thereto authority as may be necessary or desirable for the efficient management of the property, affairs, business, and activities of BSRI.

Section 6.02. Executive Committee. The Executive Committee shall consist of the Chair, Vice Chair, Secretary/Treasurer, Assistant Treasurer/Secretary and two (2) at-large members appointed from the remaining members of the Board of Directors. The Executive Committee shall have and may exercise all of the authority of the Board in the management of BSRI between meetings, and shall report all actions taken in its behalf to the Board at each board meeting. The Executive Committee shall have responsibility for overseeing personnel matters, Bylaws, and board policy. Notwithstanding the foregoing, the Executive Committee, without board authority specifically given by resolution, shall have no power: (1) to amend or repeal these Bylaws; (2) to appoint or remove a Director; or (3) to remove or replace BSRI's President/Chief Executive Officer (CEO).

Section 6.03. Nominating Committee. There shall be a Nominating Committee, composed of the Chair and at least two (2) other members of the Board of Directors. The committee's responsibility shall be to recommend individuals for membership on the

Board of Directors and to propose a slate of officers to lead the Board. (Recommendations on membership of the initial Board of Directors shall be proposed to a group of Brunswick County citizens who shall be convened to act as electors.) Each member of the committee shall have one (1) vote and decisions shall be made by majority vote.

ARTICLE VII
AUTHORITY AND DUTIES OF OFFICERS AND STAFF

Section 7.01. Officers. The officers of the Corporation shall be a Chair, a Vice-Chair, a Secretary/Treasurer, an Assistant Secretary/Treasurer and such other officers as the Board of Directors may designate.

Section 7.02. Appointment of Officers, Terms of Office. The officers of BSRI shall be elected by the Board of Directors at meeting of the board in July of each year, or, in the case of vacancies, as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board of Directors. Terms of office for Officers may be established by the Board of Directors (usually annually), but shall not exceed three (3) years. Officers shall hold office until a successor is duly elected and qualified. Officers shall be eligible for reappointment.

Section 7.03. Resignation. Resignations of officers are effective upon receipt by either the President or the Secretary/Treasurer of the Board of written notification.

Section 7.04. Removal. An officer may be removed by the Board of Directors at a meeting, or by action in writing pursuant to Section 4.02, whenever in the Board's judgment the best interests of BSRI will be served thereby.

Section 7.05. Chair. The Chair shall be an elected director of BSRI and shall preside at all meetings of the Board of Directors. He/she shall perform all duties attendant to that office, subject, however, to the control of the Board of Directors, and shall perform such other duties as on occasion shall be assigned by the Board of Directors. The President/CEO shall collaborate more extensively with the Chair in operating BSRI than with other members of the Board.

Section 7.06. Vice-Chair. The Vice-Chair shall be an elected director of BSRI and shall preside at meetings of the Board of Directors in the absence of, or at the request of the Chair. The Vice-Chair shall perform other duties as requested and assigned by the Chair, subject to the control of the Board of Directors.

Section 7.07. Secretary/Treasurer. The Secretary/Treasurer shall be a director of BSRI and shall provide oversight to the keeping of the minutes of all meetings of the Board of Directors in official books established to preserve permanent records of the Board's actions. The Secretary/Treasurer shall also report to the Board of Directors at least quarterly on the status of BSRI's finances. The Secretary/Treasurer shall work closely with any paid executive staff of BSRI to ascertain that appropriate procedures are being followed in its financial affairs. She/he shall perform such other duties as occasionally may be assigned by the Board of Directors.

Section 7.08. Assistant Secretary/Treasurer. The Assistant Secretary/Treasurer shall assist the Secretary/Treasurer as necessary.

Section 7.09. Paid Staff. The Board of Directors shall employ a President/CEO who shall be responsible for all day-to-day operations of BSRI and who shall regularly report to the Board on such operations. She/he shall be an ex officio non-voting member of all Board established committees. She/he shall engage, dismiss, deploy, and supervise all other paid staff within the constraints of the annual budget that shall be adopted by the Board of Directors and according to personnel policies, or written exceptions thereto that have been approved by the Board of Directors.

ARTICLE VIII **INDEMNIFICATION**

Section 8.01. Indemnification Every member of the Board of Directors, officer or employee of BSRI may be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer, or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or employee of the corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights to which such a member of the Board, officer or employee is entitled. BSRI shall have the power to purchase and maintain insurance on behalf of any person who is an official of BSRI against any liability asserted against such official arising out of her/his status as an official.

ARTICLE IX **ADVISORY BOARDS AND COMMITTEES**

Section 9.01. Establishment. The Board of Directors may establish one or more Advisory Boards or Committees in addition to Board based Committees as described in Article VI of these bylaws.

Section 9.02. Size, Duration, and Responsibilities. The size, duration, and responsibilities of such advisory boards and committees shall be established by a majority vote of the Board of Directors.

ARTICLE X
FINANCIAL ADMINISTRATION

Section 10.01. Fiscal Year. The fiscal year of BSRI shall be July 1 – June 30 but may be changed by resolution of the Board of Directors. Upon completion of the fiscal year the “books” of BSRI will be subject to independent auditor review and opinion.

Section 10.02. Funds The Board of Directors shall establish funds, as in their discretion they shall consider desirable to further the purposes of BSRI. The Board of Directors may adopt such rules and policies governing the establishment and maintenance of such funds as it may determine, subject to the provisions of the Articles of Incorporation and these bylaws.

Section 10.03. Budgets. Sole responsibility for determining, adopting, and amending BSRI’s annual budget rests with the Board of Directors. The President/CEO shall be responsible for developing and proposing the budget for board consideration.

Section 10.04. Contracts. The Board may authorize any officer, or officers, agent or agents, to enter into any contract or execute and deliver any instrument on its behalf and such authority may be general or confined to specific instances.

Section 10.05. Loans. No loan to or from BSRI shall be contracted on its behalf and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 10.06. Checks, Drafts, Etc. All checks, orders for the payment of money, bills, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such officer or officers or agent or agents of BSRI and in such manner as shall from time to time be determined by resolution of the Board of Directors or of any committee to which such authority has been delegated by the Board.

Section 10.07. Deposits and Accounts. All funds of BSRI, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors or any committee to which such authority has been delegated by the Board may select, or as may be selected by the President or by any other officer or officers or agent or agents of BSRI, to whom such power may from time to time be delegated by the Board. For the purpose of deposit and disbursement from accounts of BSRI, checks, drafts, and other orders may be endorsed, assigned, and delivered on behalf of BSRI by the President/CEO.

Section 10.08. Investments. The funds of BSRI may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stock, bonds, or other securities, as the Board of Directors in its sole discretion may deem desirable, without regard to the limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments, and which are permitted to organizations exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XI
BOOKS AND RECORDS

Section 11.01. Minutes Correct books of account of the activities and transactions of BSRI shall be kept at its office. These shall include a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board of Directors. Minutes of meetings become official upon adoption by the Board and certification by signature of the Secretary/Treasurer.

ARTICLE XII
SEAL

Section 12.01. Seal The corporate seal of BSRI shall consist of two (2) concentric circles between which is the name of Brunswick Senior Resources, Incorporated and in the center of which is inscribed SEAL; and such seal, as impresses on the margin hereof, is adopted as the corporate seal of BSRI.

ARTICLE XIII
INCONSISTENCIES

Section 13.01. Inconsistencies In case any provision of these bylaws shall be inconsistent with BSRI's Articles of Incorporation, the articles of Incorporation shall govern.

Article XIV
CONFLICT OF INTEREST

Section 14.01. Conflict of Interest If a Director, Officer, employee or committee member has a interest, directly or indirectly, financially or otherwise, in a contract, transaction, arrangement or other matter presented to the Board of Directors or Board Committee for discussion, authorization, approval or ratification, such interest shall be promptly disclosed by such person before the vote, and she/he shall abstain from voting and discussing any motion or resolution of the Board of Directors or committee relating thereto.

ARTICLE XV
AMENDMENT OF BYLAWS

Section 15.01. Amendments These Bylaws may be amended by a majority vote of the Board of Directors provided prior notice is given of the proposed amendment in the notice of the meeting at which such action is taken, or provided all members of the Board waive such notice, or by unanimous consent in writing without a meeting.

Adopted May 7, 2002/ Revised July, 2002

Operating Guidelines for Brunswick Senior Resources, Inc.

The success of a nonprofit organization depends upon public confidence and broad public support. If BSRI is to flourish, it needs the support of individuals, corporations and foundations through charitable contributions and volunteer effort; by government through contracts and grants; by consumers through fees earned (when appropriate) for services rendered; and the general public.

In developing BSRI it is appropriate to establish some guiding principles that will influence how it operates. Certain fundamental values should be present in our everyday work and they will provide character and set the tone for service to the community. Honesty, integrity, fairness, respect, trust, responsibility, and a quest for accountability will earn a reputation that is a key ingredient of any nonprofit's community acceptance. These virtues of sound nonprofit management should be present in program operations, governance, human resources, financial management and fundraising.

Nine (9) **Guiding Principles** for operations of BSRI are critical focal points in building a successful and reputable nonprofit organization. They will also provide performance benchmarks that we can follow in measuring BSRI's development and the fulfillment of its obligations.

I. Principle BSRI is founded for the public good and should operate to accomplish a stated purpose through specific program activities. It should have a well-defined mission, and its programs should effectively and efficiently work towards achieving that mission. It has an obligation to ensure program effectiveness and to devote its resources to achieving its stated purposes.

BSRI's purpose, as defined and approved by the provisional Board on May 7, 2002 is as follows:

Brunswick Senior Resources, Inc. (BSRI) is a voluntary nonprofit organization whose mission is to promote the well-being and enhance the quality of life for all senior adults of Brunswick County. It advocates for programs and delivers services encouraging and sustaining independence and continued participation in the community.

Protocols

- A. BSRI's activities must be consistent with the above stated purposes.
- B. The Board will periodically revisit the mission to determine its validity and that of the organization's programs. Periodic assessments of need in the community will impact mission statement revisions. Current programs should be revised and modified and new programs developed to address changing needs.

- C. BSRI will strive to put in place cost-effective procedures for evaluating, both qualitatively and quantitatively, its programs and projects in relation to its mission. These procedures should measure effectiveness and efficiency, the relationship of these impacts to the cost of achieving them, and the outcomes for program participants.
- D. As it evaluates itself and its programs, it will strive to achieve candor and use the results to strengthen its effectiveness and, when necessary, use results to make programmatic changes.
- E. In delivering its programs or services, BSRI will act with the utmost professionalism and treat persons served with respect. Confidentiality of personal information will be guaranteed. A grievance procedure will be established to handle complaints and program participants will be regularly monitored to measure beneficiary satisfaction.

II. Principle – BSRI is to be governed by an elected, volunteer board of directors consisting of individuals who are committed to its mission. To be effective the board should endorse (and periodically review) its mission, establish management policies and procedures, assure that adequate human resources (volunteer or paid staff) and financial resources (earned income, government contracts and grants, and charitable contributions) are available and actively monitor the organization’s financial and programmatic performance.

Protocols

- A. The Board of Directors will engage in planning activities as necessary to determine the ongoing relevancy of the mission, to define specific goals and objectives related to the mission, and to evaluate the success of the organization’s programs toward achieving the mission.
- B. The Board shall establish policies for the effective management of the organization, including financial reporting, and adopt personnel policies.
- C. The Board will adopt the organization’s annual budget (and any amendments) and periodically assess financial performance in relation to the budget. Part of the budgeting process will measure the ratio of the organization’s resources spent on programs, administration, and fundraising.
- D. The Board will hire the President/CEO, set his/her annual compensation, and evaluate his/her performance. The President/CEO will hire, deploy, and supervise all other staff.
- E. The Board will periodically review the appropriateness of the overall salary structure of the organization.
- F. The Board will be composed of individuals who are personally committed to the mission of the BSRI.

- G. Although the President/CEO is an ex-officio member of all committees of the Board of Directors, he/she shall not have a vote in any deliberation of committees or the Board of Directors. His/her participation is an advisory and facilitation role.
- H. The Board of Directors shall have no fewer than five (5) and no more than fifteen (15) elected members, in addition to ex-officio members selected to provide input from local government entities within Brunswick County. To preserve the trust of Brunswick County Board of County Commissioners, whose guidance and support was pivotal in initiating BSRI, and to continue the liaison with that body, the right of nominating up to five at-large members of the Board of Directors is desirable.
- I. BSRI's bylaws sets forth term limits for the service of board members.
- J. Board membership will reflect the diversity of individuals served by the organization as well as providing for geographic representation.
- K. Board members serve without compensation, however, they may be reimbursed for expenses directly related to board service.
- L. The board is responsible for its own operation, including the education, training and development of board members, annual evaluation of its own performance, and the selection of new board members.
- M. The board will adopt stated expectations for its members, including expectations for participation in fundraising activities, committee service, and program activities.
- N. The board will have written policies addressing attendance and participation of members at board meetings, and which include a process to address noncompliance.
- O. Written meeting minutes reflecting the actions of the board, including reports of committees, will be maintained and distributed to board and committee members.

III. Principle – The Board of BSRI and its staff members will act in the best interest of the organization, rather than in furtherance of personal interests or the interests of third parties. The conflict of interest policy included in the bylaws should be thoughtfully pursued to prevent actual, potential, or perceived conflicts of interests.

PROTOCOLS

- A. By July 1, 2002 a written conflict of interest policy, elaborating on the bylaw requirements on the subject, will be presented to the Board of Directors for its consideration. The policy will be applicable to board members, elected and ex-officio, and to staff. It will also apply to program volunteers who may, in the future, have decision-making authority regarding the resources of BSRI.
- B. A written statement on conflict of interest will become a staple component of board member and volunteer recruitment and orientation.

IV. Principle - BSRI's relationship to its employees and volunteers will be fundamental to its ability to achieve its mission. Volunteers will be a critical factor in governance, administration and programmatic capacity. Any personnel policies that will be developed for the Board's adoption will provide for both personnel groups.

PROTOCOLS

A. Preliminary personnel policies for staff will be developed for adoption by the Board of Directors, effective July 1, 2002 and will, mirror many of the relevant features of Brunswick County Employees' Personnel Manual. The interim manual will address such issues as working conditions, employee benefits, vacation, sick-leave and personnel evaluation.

B. A more comprehensive operating manual covering both employees and program volunteers will be developed by January, 2003 and will cover additional items such as grievance procedures, employee, volunteer, program beneficiary confidentiality, organizational records and information, employee and volunteer growth and development. A significant portion of the manual will address volunteer screening, training, assignment, ongoing supervision and evaluation, and opportunities for advancement.

C. A formal employee orientation of those who will transition with programs from Brunswick County DSS, will be conducted during the first week of July 2002. Thereafter, new employees and volunteers will be provided with orientation within ten days of their engagement.

V. Principle - BSRI must practice sound financial management and comply with a diverse array of legal and regulatory requirements. The board should periodically review both aspects of the organization.

PROTOCOLS

A. BSRI will operate in accordance with an annual budget that has been approved by the Board of Directors. All amendments to the budget must receive similar approval. Additionally, all contracts with external parties require board approval.

B. The Board of Directors will periodically receive fiscal reports detailing the financial activities of the organization. Financial reports will be presented on an accrual base. Resources of the organization will be accounted for utilizing fund accounting. The periodic reports will provide updates on contract compliance, including monitoring by funding agencies.

C. The Board of Directors will engage an independent Certified Public Accountant who shall provide a year-end annual audit

embracing the total business operations of BSRI, accompanied by suitable management advisories.

D. During the first year of BSRI's existence, Brunswick County's finance department will provide financial accounting and reporting services. By July 2003, BSRI will have established and tested its own system.

E. Policies dealing with investment of assets, internal control procedures, purchasing practices, and reserve funds will be developed as an adjunct to establishing the reporting system.

F. In selecting members of the Board of Directors a lawyer will be recruited to membership who will act as legal council.

G. BSRI will comply with all applicable federal, state, and local laws. This includes, but is not limited to: complying with laws and regulations related to fundraising, licensing, financial accountability, human resources, lobbying, and political advocacy, and taxation.

H. The Board of Directors will secure insurance coverage commensurate with the nature and extent of BSRI's activities and its financial capacity.

I. In conjunction with the annual budget presentation, the Board of Directors will review the organization's compliance with known legal requirements and assess the adequacy of insurance coverage.

V1. Principle - Charitable fundraising will provide an important source of support for the work of BSRI. Its fundraising program will be maintained on a foundation of truthfulness and responsible stewardship. Fundraising practices will be consistent with the mission, compatible with the organization's capacity, and respectful of the interests of donors and prospective donors.

PROTOCOLS

A. BSRI's fundraising costs will be reasonable over time. On average during the first five year's, it will raise \$3 for programs for each dollar spent on fundraising.

B. Solicitation and promotional materials will be accurate and truthful and will correctly identify BSRI, its mission, its accomplishments, and intended use of the solicited funds.

C. All statements made by BSRI in fundraising appeals about the use of a contribution will be honored. Funds for general purposes will be raised for unrestricted uses.

D. All known intentions of a donor regarding the use of donated funds will be honored.

E. The privacy of donors and their right to confidentiality will be guaranteed. Information concerning donors will be publicized only with their expressed permission.

F. BSRI will not sell, rent, or exchange donor lists.

- G. BSRI will honor requests by a donor to curtail repeated mailings or telephoned solicitations.
- H. Solicitations for contributions will be free from undue influence or excessive pressure, and will be respectful of the needs and interests of the donor or potential donor.
- I. The Board of Directors of BSRI reserve the right to reject a major gift when the source or intended use is incompatible with the mission, capacity, and operating philosophy of the organization.
- J. Staff, consultants, or volunteers assigned to fundraising programs will not be compensated based on a percentage of the amount raised or another commission formula.
- K. The Board of Directors will exercise control over all staff, volunteers, or other organizations that might be engaged in fundraising activities.

VII. Principle- BSRI is a private corporation that operates for public purposes with public support. As such, it should provide the public with information about its mission, program activities, and finances. BSRI will strive to be transparent as it communicates and interacts with the public at -large.

PROTOCOLS

- A. BSRI will prepare, and make available to the public, an annual report about its mission, program activities, and basic financial data. The annual report will also provide the names of its Board members and staff.
- B. Members of the public who express an interest in the affairs of BSRI will be afforded a meaningful opportunity to communicate with an appropriate member of the organization.
- C. The President/CEO will be responsible for assuring that the organization complies both with the letter and the spirit of federal and state laws that require disclosure of information to members of the public.

VIII. Principle - BSRI should become an important vehicle through which the Brunswick community organizes and works together to improve the lives of senior adults. BSRI will represent the interests of the community through public education, public policy advocacy, direct service, as well as encouraging others to participate in the public affairs of the community.

PROTOCOLS

- A. A written policy will be developed for Board of Directors action that defines the process by which the organization determines positions on specific issues relating to the well being of senior adults.

- B. Care will be taken in providing advocacy that it not exceed the limitations imposed by federal law governing 501 (c) 3 organizations.
- C. Any educational materials that will be distributed to the public will be factually accurate and provide sufficient contextual information to be understood.
- D. BSRI will be diligent in assuring that the activities of the organization are strictly nonpartisan as it engages in promoting public participation in support of the affairs of senior adults.

IX. Principle – In all human enterprises, success depends upon a clear definition of the customer and a discovery of the various needs, wants, and desires of all elements of its constituency.

PROTOCOLS

A. In general, the Brunswick community is the primary customer. The mission of BSRI is realized to the extent that the conversion of resources into feasible services impacts on making Brunswick a better community for all citizens and, specifically, senior adults and assists them to function independently and to their full potential.

B. The individual senior adult, especially those dependent on programs operated by BSRI for daily support in maintaining their own in-home independence, need to be assured that BSRI and its people will approach them and their needs with understanding and extend to them the dignity that is a common right of all citizens. Senior Adults should know that BSRI will pursue its mission and goals in a forthright manner with the interests of the total senior adult community being paramount in its operating philosophy.

C. The Cape Fear Council of Governments, the conduit for state and federal resources to Senior Adults in Brunswick County, should be assured that BSRI will pursue its business with appropriate enthusiasm and that it will honor its service contracts not only according to the letter, but also in their spirit.

D. The Brunswick County Board of County Commissioners should look to BSRI to fulfill its desires to have full service and programming for Senior Adults be developed.

E. Other service agencies operating in Brunswick County should look to BSRI as an ally as they address the human needs in Brunswick County, recognizing that collaboration is critical in a service economy that places high demand on limited resources.

SUMMARY OF OPERATING PHILOSOPHIES

BSRI believes the people we serve are valued citizens.

Every person we serve is entitled to respect, dignity, and the right to make choices.

We believe each person has the right to the best service that we are able to provide and to expect that we will continually strive to improve service quality and effectiveness.

Our services will build on individual strengths, respond to individual needs, and will be provided with sensitivity to the individual's culture, background, economic needs, educational background, etc.

Our desire is to be of service to all Senior Adults, irrespective of race, creed, sex, economic condition, location of residence, disability, etc.

Date 05/28/02

POSITION DESCRIPTION**BOARD MEMBER BRUNSWICK SENIOR RESOURCES, INC.**

TITLE: Member of the Board of Directors

Purpose: To determine policies, procedures and regulations for the conduct of Brunswick Senior Resources, inc; to help raise funds to finance the organization and programs of the agency; to interpret BSRI's mission to the community and provide oversight and accountability for its program performance and stewardship over the financial resources entrusted to it.

Terms: Full term is three years. In forming initial board, five members are required for staggered terms of one, two and three years.

Meeting

Attendance: Regular Meetings-Monthly meetings of the Board to be held approximately 10 times a year. Meetings are scheduled to last no more than 90 minutes.

Standing committee-Each member of the Board of Directors should be appointed to at least one committee. Each committee will establish a regular meeting schedule.

Ad hoc Committee-As appointed.

Special Events-As appointed.

Responsible

To: Chair of the Board of Directors

Responsibilities and powers**Of the Board:**

1. Establish policies for administering the program and services of BSRI.
2. Employ the President/CEO. Sanction the appointment of other employees as nominated by the President/CEO.
3. Secure funds required for current expenses by mobilizing the entire volunteer and staff forces for active participation in funding efforts.
4. Ensure that BSRI's financial affairs are conducted on a responsible basis in accordance with appropriate accounting practices.
5. Ensure that the property of the agency and program facilities are maintained in a reasonable state of repairs.

Position Description (cont'd)**Page 2****Specific Duties of
A Board Member:**

1. Attendance at board meetings as a policy maker and planner.
 - Attend regularly and on time.
 - Become well informed in advance on all agenda items.
 - Be objective, contribute knowledge and express points of view germane to agenda items.
 - Consider other points of view, make constructive suggestions, and help the board make group decisions reflecting the thinking of the total group.
2. Attendance at meetings of standing committees, as well as any special Ad hoc committees to which appointed.
3. Become a financial supporter of BSRI commensurate with one's financial means.
4. Assume leadership in agency funding efforts.
5. Assume board leadership as requested and as possible (such as committee chair, elected officer, etc).
6. Represent BSRI at community events, organizations and with private individuals. Speak proudly and positively.
7. Be informed about BSRI programs, policies, and services.
8. Be informed about the needs of senior adults in Brunswick County.