

EAST COUNTY SENIOR CENTER, INC., BYLAWS

**Approved and adopted October 23, 2009**

(Replacing and superseding all previous bylaws)

The name of this organization shall be East County Senior Center, Inc., a non-profit organization incorporated under the state laws of Washington.

**ARTICLE I:**

**Purpose of the organization**

- A. The East County Senior Center, through its Board of Directors shall:
1. Provide a facility to house the Center by lease, purchase, or gift.
  2. Promote social, recreational, and educational activities for seniors and disabled adults over the age of 18 of the East Snohomish County area of the State of Washington.
  3. Engage, when financially able, professional workers to manage the Center.
  4. Encourage the use of the Center by all people, promote its programs, and solicit financial or material support for its activities.
  5. Cooperate with other centers and agencies for the betterment of all assistance to senior citizens and disabled adults

**ARTICLE II**

**Membership**

- A. Any individual, organization or business may become a member of the East County Senior Center

**ARTICLE III**

**Board of Directors**

- A. The Board of Directors shall comprise citizens of the encompassed area who are interested in assisting in the goals and efforts of the Senior Center. New members may be added by a majority vote of approval by members of the Board of Directors.
- B. The term of service shall be for three years and shall expire at the end of the third anniversary of the member's election. A board member may continue on the board with the board's approval by majority vote.
- C. Board members may not serve more than two (2) consecutive terms (6 years) as an officer of the Board. After a year's absence from serving as an officer of the board, a person may again be nominated for, and serve as, an officer of the Board. Should an elected officer's tenure end before his term of office, he may finish his term of office.
- D. The Board of Directors shall consist of not fewer than 15 nor more than 20 members.
- E. The Board of Directors shall lead community efforts for financial support and elect the Executive Officers.
- F. The Board of Directors shall establish all fiscal policies.

- G. If a board member accepts employment at the Center, that board member shall resign from the Board of Directors, prior to the commencement of employment.
- H. Board members shall be aware of, and agree to follow, the East County Senior Center Code of Ethics and Policy
- I. The Executive Director shall be responsible to the Board of Directors and shall implement all policies governing the Center and its personnel, including volunteers. The Executive Director in conjunction with the Budget and Finance Committee shall submit an annual budget to the Board of Directors for approval at the May meeting.
- J. The Executive Director shall be employed or terminated by a two-thirds (2/3) vote of the Board of Directors at a regular or special meeting of the board, providing notice of the meeting and its agenda have been sent to members of the Board of Directors at least at least twenty-four (24) hours prior.
- K. A board member may be terminated without cause from the board by a two-thirds vote of the board. All board members must be notified at least two weeks in advance of the vote.

#### ARTICLE IV

##### **Nominations and Elections**

- A. At the regular October meeting, the Board shall elect a nominating committee consisting of three (3) persons elected by plurality. The person who receives the most votes shall be declared the chairperson. In the event only three people are nominated, the Chair shall declare them elected and appoint the chairperson.
- B. At the regular November meeting, the Nominating Committee shall present a list of nominees for all offices with the exception of President. Additional nominations may be made from the floor. The First Vice-President/President Elect shall automatically advance to fill the office of President.
- C. Elections shall be held during the December meeting and written ballots shall be utilized. Absentee or proxy voting shall not be allowed. Election shall be by majority vote. If only one candidate is nominated for an office, the President may declare that nominee elected. The term of office shall be one (1) year.
- D. Proxy voting is allowed only for voting in a new member of the Board of Directors. A written, verbal, or email proxy to the Board President or Executive Director is acceptable.

#### ARTICLE V

##### **Officers and Their Duties**

- A. The Board Officers shall be a President, First Vice President/President Elect, Second Vice President, Secretary, and Treasurer. Officers shall be elected from the membership of the Board of Directors.
- B. The President shall call to order and preside at all meetings and act as Chief Executive of the Board of Directors. The President shall be an ex-officio member of all committees except the nominating committee.
- C. The First Vice President/President Elect shall serve in the absence of the President and shall assume that office if the President is unable to complete the term of office. Should the First

- Vice-President/President Elect be required to fill in the remaining term of a president, he/she would have the option of continuing on to complete his/her own term of office.
- D. The Second Vice President shall serve in the absence of the First Vice President.
  - E. The First and Second Vice Presidents shall serve as ex-officio, non-voting members of the Committees to which they are assigned by the President to act as liaison, except that they may vote if they also have been assigned to that Committee as a committee member.
  - F. The Secretary shall keep written minutes and records of all action taken by the Board of Directors.
  - G. The Treasurer shall serve as Budget and Finance Committee Chairman, and with other members of that committee, give direct assistance in the preparation of the annual budget. The Treasurer shall prepare fiscal reports and distribute monthly financial reports to the Board of Directors.
  - H. The Treasurer shall have oversight of all monies, funds and securities of the Center and shall have access to the books of account of all Center business transactions. He/she shall approve and/or review payment of all bills and obligations authorized by and within a timeframe approved by the Board of Directors
  - I. The executive director is authorized to sign checks up to \$300 with no additional signatures. Checks over \$300 require two signatures.
  - J. With the exception of the office of the President, any office vacated during the term of office shall be filled by nomination from the floor at the next regular meeting of the Board of Directors. Election shall be by majority vote at that same meeting. The term of office will end with the following annual election and installation of officers.

## **ARTICLE VI**

### **Executive Committee**

- A. The Executive Committee shall consist of elected officers and the Immediate Past President of the Board of Directors. Any member of the Board of Directors may be requested to attend the Executive Committee meeting. The Executive Director shall be an ex-officio member of the Executive Committee.
- B. The Executive Committee may meet once a month prior to the Board of Director's meeting. With reasonable notice, a special meeting of the Executive Committee may be called by the President or by three members of the Executive Committee. The President shall report on the Executive Committee's recommendations at the next Board meeting.
- C. The Executive Committee shall meet to discuss committee assignments, and the duties of the First and Second Vice Presidents, not later than the last day of February of any calendar year.
- D. The Executive Committee is not empowered to make final decisions or to take final actions on behalf of the East County Senior Center unless authorized to do so by the Board of Directors. The purpose of the Executive Committee is to review matters concerning the center and make recommendations to the Board of Directors.
- E. In the event there is no active Executive Committee, the Board of Directors shall assume all functions of the Executive Committee.

## **ARTICLE VII**

### **Committees**

- A. The Board of Directors shall determine the need for standing committees, their duties and functions. Any standing committee chairman must be on the Board of Directors. The President shall appoint committee chairpersons except the Nominating Committee and the Budget and Finance Committee Chair. The President may in turn suggest individuals who may wish to serve on the committees. It is the responsibility of committee chairs, however, to appoint committee members they feel shall serve most effectively on their particular committee.
- B. Committees may include members of the ECSC who are not ECSC Board members.

### **ARTICLE VIII** **Meetings**

- A. A general membership meeting shall be held annually on a date and at a time to be established by the East County Senior Center Board of Directors. The members of the center shall receive notice of this meeting at least two weeks in advance.
- B. All meetings of the Board of Directors, with the exception of executive sessions, are open to the membership and to the public to attend. To participate, attendees would need to be on the agenda approved by the President.
- C. The Board of Directors may have a regular meeting once a month or at the call of the President with reasonable notice. One-half (1/2) of the Board members shall constitute a quorum for regular Board of Director's meetings.
- D. With reasonable notice, the President, the Executive Committee, or a quorum of Board members may call a special meeting of the Board of Directors. For special meetings only a quorum shall consist of one-third (1/3) of the Board members.
- E. Any Board members who fails to attend three (3) consecutive meetings (general and/or special) of the Board of Directors without just cause may be terminated from the Board of Directors by a two-thirds vote.

### **ARTICLE IX** **Dues**

The Board of Directors may determine whether members of the East County Senior Center shall pay dues and set the amount thereof from time to time. Members of the Board shall be dues-paying members of the Center if dues are required for membership.

### **ARTICLE X** **Policies and procedures**

- A. The Board of Directors shall adopt and maintain a Policies and Procedures Manual that will govern the operation of the Center. Such policies and procedures shall serve as management guidelines so the day to day operation can be accomplished without constant board approval.
- B. Copies of the Policies and Procedures Manual will be provided to each member of the Board of Directors. A copy of the Policies and Procedures Manual shall also be maintained in the Center office for the information and convenience of the membership.
- C. The procedure for amending the Policies and Procedures Manual shall be outlined in that manual.

**ARTICLE XI**  
**Indemnification of Directors**

- A. As used in this Article:
1. "Director" means any person who is or was on the Board of Directors of the East County Senior Center, hereinafter referred to as the "corporation."
  2. "Expenses" includes attorney's fees and costs related thereto.
  3. The words "he" and "his" shall have the same meaning as "she" and "hers."
  4. "Party" includes a person who was, is, or is threatened to be made a named defendant or respondent in a proceeding.
  5. "Proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative.
- B. The corporation shall indemnify any director made a party to any proceeding by reason of the fact that he/she is or was a director against judgments, penalties, fines, settlements, and reasonable expenses actually incurred by him/her in connection with such proceeding if:
1. He/she conducted himself in good faith, and
    - a) In the case of conduct in his/her own official capacity with the corporation, he/she reasonably believed his/her conduct to be in the corporation's best interest; or
    - b) In all other cases, he/she reasonably believed his/her conduct to be at least not opposed to the corporation's best interests; and
  2. In the case of any criminal proceeding, he/she had no reasonable cause to believe his/her conduct was unlawful.
- C. The termination of any proceeding by judgment, order, settlement, or conviction, shall not, of itself, be determinative that the director did not meet the requisite standard of conduct set forth in this subsection.
- D. The corporation shall indemnify any director made a party to any proceeding by, or in the right of, the corporation by reason of the fact that he/she is or was a director against reasonable expenses actually incurred by him/her in connection with such proceeding if he/she conducted himself/herself in good faith, and;
1. In the case of conduct in his/her official capacity with the corporation, he/she reasonably believed his/her conduct to be in its best interest; or
  2. In all other cases, he/she reasonably believed his/her conduct to be at least not opposed to its best interests; PROVIDED, that no indemnification shall be made pursuant to this subsection in respect of any proceeding in which such director shall have been adjudged to be liable to the corporation.
- E. A director shall not be indemnified in respect of any proceeding charging improper personal benefit to him/her, whether or not involving action in his/her official capacity, in which he/she shall have been adjudged to be liable on the basis that personal benefit was improperly received by him/her.
- F. No indemnification shall be made by the corporation unless authorized in the specific case after a determination that indemnification of the director is permissible in the circumstances because he/she has met the standard of conduct set forth herein. Such determination shall be made
1. By the Board of Directors by a majority vote of a quorum consisting of directors not at the time parties to such proceeding; or

2. If such a quorum cannot be obtained, then by a majority vote of a committee of the Board, duly designated to act in the matter by a majority vote of the full Board (in which designation directors who are parties may participate), consisting solely of two or more directors not at the time parties to such proceeding.
- G. Authorization of indemnification and determination as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible.
- H. The corporation shall have power to purchase and maintain insurance on behalf of any director or the Board of Directors against any liability asserted against him/her and incurred by him/her in any such capacity or arising out of his/her status as such, whether or not the corporation would have the power to indemnify him/her against such liability under the provisions of this Article.

## **ARTICLE XII**

### **Fiscal Year**

The fiscal year of the East County Senior Center shall begin on July 1 and end on June 30.

## **ARTICLE XIII**

### **Amendments**

These bylaws may be amended at any regular or special meeting of the Board of Directors by a two-thirds (2/3) vote providing that notice of the amendment(s) has been sent so that board members will receive it no later than five (5) days prior to the meeting.

## **ARTICLE XIV**

### **Dissolution**

This corporation is a non-profit corporation, and no member shall receive dividends or distribution of property in the event of liquidation. Upon dissolution of the corporation, any surplus operating funds remaining on hand shall be paid to the United Way Fund of Snohomish County. In the event the United Way of Snohomish County shall have ceased to exist or shall have lost its tax exempt status from the Internal Revenue Service, the surplus operating funds remaining shall be distributed according to the judgment of the liquidating Directors of the corporation. They shall select an organization whose activities most nearly promote the objectives for which this corporation was formed and as are described under Section 501(C) (3) of the Internal Revenue Service. In the case of dissolution, endowment funds should go to another nonprofit organization which shall be decided upon by the current board of directors.

## **ARTICLE XV**

### **Parliamentary Authority**

The rules contained in Roberts Rules of Order, Newly Revised, shall govern the Board of Directors in all cases to which they are applicable, and in which they are not inconsistent with the bylaws and any special rules of order the Board may adopt.