

REDWOOD COAST SENIORS, INC.

BYLAWS

January 27, 2016

ARTICLE I. NAME AND PURPOSE

A. Name: The name of the organization shall be Redwood Coast Seniors, Inc. It shall be a nonprofit Corporation incorporated under the laws of the State of California.

B. Purpose: The purpose is to operate a senior center, and to provide social services, education, nutrition, transportation, and recreation.

C. Principal Office: The principal office of the corporation is located at 490 North Harold Street, Fort Bragg, California 95437. The Board of Directors, at its sole discretion, may change the location of the principal office.

ARTICLE II. BOARD OF DIRECTORS

A. Board Role: The Board of Directors is responsible for overall policy and direction of the organization, and delegates responsibility for day-to-day operations to the Executive Director, who shall report directly to the Board.

B. Members: There shall be one class of Members of this corporation and all members of this corporation are entitled to vote. The membership of the Board of Directors comprises the total membership of this corporation. Hereinafter, the Directors shall be referred to as Board Members and membership will terminate on death, resignation, end of term-of-office, or removal by vote of the Board. Election of successor Board Members provided by these bylaws will create full voting membership in the Corporation.

C. Voting rights: Each Board Member of the corporation shall have one vote.

D. Qualifications for Membership: Members of the Board shall be concerned with the welfare of older adults and possess skills and resources that will be used to advance the mission of the corporation.

E. Number of Board Members: The Board shall consist of up to nine (9) Board Members.

F. Election of Board Members: New Board Members shall be seated by a unanimous vote of the Members of the Board. A vacancy on the Board may be filled at any time at the Board's discretion.

G. Compensation: Board Members shall receive no compensation for their service as Board Members. Board Members may be reimbursed for reasonable expenses incurred in fulfilling their duties.

H. Resignation, Termination and Absences: Resignation from the Board must be in writing and received by the Board. Service on the Board is at will. The Board may remove a Member by a unanimous vote by the remaining members. If three consecutive meetings are missed without Board notification, the Member is automatically removed from membership on the Board.

I. Term of Office: The term of office for Board Members shall be three (3) years. Members may be re-elected for one additional term by the Board. The day before the annual Board Meeting in September shall be the date of term expiration.

J. Conflict of Interest: Any Member of the Board who has a financial, personal, or official interest in, or conflict (or appearance of conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that Member from acting on the matter in an impartial manner, will offer to the Board to voluntarily recuse him/herself and will refrain from the discussion and voting on said item.

ARTICLE III. OFFICERS OF THE CORPORATION

A. Officers of the Corporation shall be: President, Vice-President, Secretary, and Treasurer.

B. Election and Vacancies: The Board of Directors shall elect officers of the Corporation for terms of one year at the September meeting each year. A vacancy in any office because of death, resignation, removal, disqualification or other reason shall be filled by a majority vote of the Board at the meeting following the occurrence of the vacancy. Candidates must be Members of the Board.

C. Duties of Officers

1. President: The President shall preside at all meetings of the Board of Directors; shall appoint all Committee members; shall represent the Senior Center to the public; shall prepare the agenda for regular meeting of the Board; shall meet and confer with the Executive

Director on a regular basis; and shall have such other powers and duties as may be prescribed by the Board of Directors.

2. Vice-President: In the absence of the President, the Vice-President shall perform all of the duties and shall have all of the powers of the President, and shall have such other powers and duties as may be prescribed by the Board of Directors.

3. Secretary: The Secretary shall have charge of all official records and papers of the Corporation as determined by the Board of Directors, and perform additional duties authorized by the Board of Directors.

4. Treasurer: The Treasurer shall review the financial reports of the Corporation on a monthly basis and report on their accuracy to the Board; chair the Finance Committee; conduct an annual review of financial policies and procedures; and perform additional duties as may be authorized by the Board of Directors.

D. Meetings

1. Regular Meetings: On the fourth Wednesday of each month the Board of Directors shall meet at 1:30pm in the Conference Room at the Senior Center. The President of the Board shall notify Members of the time, date and location of a Board Meeting by giving all Members written notification two weeks prior to the meeting date. The Board shall meet not less than six times annually. Any meeting, regular, special, or emergency, may be held by conference telephone or similar electronic means, so long as all Board Members participating in such meetings can hear one another.

2. Special Meetings: Special meetings of the Board of Directors may be called by the President or by an ad hoc committee of a majority of the Members of the Board of Directors with at least three days written notice to all Board Members and any other concerned individuals. Business transacted at any special meeting shall be limited to that mentioned in the notice. Transactions of such meetings shall be valid as corporate business if there is a quorum of the Board of Directors present and participating. The minutes of the meeting shall be valid Corporation records.

3. Emergency Meetings: Emergency meetings of the Board of Directors may be called by the President, the Vice President, the Secretary, or by three of the members of the Board of Directors, and such meetings shall be held at the principal office of the corporation. Meeting notice shall be delivered personally, by mail or e-mail at least 24 hours before the time of

such meeting, as specified in the notice. The business transacted at any special meeting shall be limited to that mentioned in the notice. The transactions of such meetings shall be valid as corporate business if there is a quorum of the Board of Directors present and participating. The minutes of the meeting shall be valid Corporation records.

4. Annual Meeting and Election: The annual election meeting of this Corporation shall be held in September of each year. If there is a change, notice shall be given to each Board Member at their address at least five (5) days before the meeting.

5. Quorum: The presence in person or by electronic means as specified in these Bylaws of a majority of Board Members shall constitute a quorum. Binding corporate business may not be conducted absent a quorum.

6. Conduct of Business:

- a. All meetings of the Board are open to the public.
- b. Board Members can elect, by a majority vote, to meet in closed session in order to respect the confidentiality of any person relative to legal, personnel or business matters coming before the Board.
- c. Any official action taken by the Board in closed session must be posted in the official minutes of that meeting.

7. Bylaws Amendments: Bylaws and Mission statement shall be reviewed at least every three years by the Board of Directors. Changes may be made at any regular business meeting. The proposed changes shall be distributed at the meeting prior to the meeting at which a vote is to be taken, in order to allow Members time for careful consideration. Amendments to the Bylaws require a two-thirds vote of the Members of the Board.

8. Notice of Meetings: Notice of meetings shall specify the place, day, and hour of the meeting. Meeting Agendas shall be posted in a location freely accessible to the public three business days or 72 hours in advance.

IV. POWERS OF THE BOARD OF DIRECTORS

A. Authority: Subject to the limitations of the Articles of Incorporation, other sections of these Bylaws, U.S. and California law, corporate powers shall be exercised by and under the authority of the Board of Directors. The business and affairs of the Corporation shall be controlled by the

Board of Directors. Without limiting the general powers, the Board of Directors shall have the following specific powers:

- 1. Supervision:** The Board shall select and remove officers, agents and the Executive Director of the Corporation; prescribe such duties for them consistent with the law, the Articles of Incorporation and the Bylaws; and fix their compensation.
- 2. Governance:** The Board shall set policy, goals, and priorities of the Corporation and make rules and regulations consistent with the law, the Articles of Incorporation and the Bylaws. Further, the Board is responsible annually to adopt a strategic plan and budget which establishes the operating priorities for the upcoming fiscal year.
- 3. Finances:** The Board may borrow money and incur indebtedness for the purposes of the Corporation and for those purposes cause to be executed and delivered in the corporate name: promissory notes, bonds, debentures, deeds of trust, mortgages, pledges or other evidence of debt and securities.
- 4. Executive Director:** The Board is responsible for specifically employing or discharging the Executive Director and supervising the Executive Director to assure that those duties are performed properly and in accordance with the goals and objectives of the Corporation. The Board shall conduct a comprehensive written annual review of the Executive Director within three months of the close of each fiscal year. The basis for this review shall be the operational outcomes as adopted by the Board in the Annual Strategic Plan & Budget or as subsequently reprioritized by subsequent Board action.
- 5. Indemnify Members:** The Board is responsible for taking the necessary steps to indemnify the Board of Directors and Officers as a whole and individually to the fullest extent reasonable and appropriate.

V. COMMITTEES OF THE BOARD

- A.** Committees (ad hoc or other) shall be created by the President of the Board. Committees may be formed at any time to address fund development, operations, governance, etc.
- B.** The Treasurer shall oversee and review fiscal operations.

VI. MISSION STATEMENT

The Mission of Redwood Coast Seniors, Inc. is to support optimal wellness and healthy aging for elders on the Mendocino North Coast by operating a senior center and providing appropriate activities and services; advocating for appropriate public policies, programs and funding; and effectively communicating positive quality of life information.

Adopted by the Board of Directors at their regular Board Meeting on January 27, 2016.

Richard Banker, President of the Board
Redwood Coast Seniors, Inc.