

# **REDWOOD COAST SENIORS, INC.**

## **BYLAWS**

**July 8, 2014**

### **ARTICLE I. NAME AND PURPOSE**

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

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

**C. Principle Office:** The principle office of the corporation is located at 490 North Harold Street, Fort Bragg, California 95437. The Board of Directors, at their sole discretion, may change the location of the principle 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 of 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. Each member shall serve on one or more committees and shall actively participate in projects of the center.

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

**F. Election of Board Members:** Public notification of a vacancy on the Board shall be published two months prior to the date of a Board Meeting at which a new Board member is to be elected. This notification includes newspaper, bulletin board, web site, radio and other forms of communication. Also, a RCSC Board-led Ad Hoc Recruitment/Search Committee will seek out qualified candidates.

1. Applications for Board Membership shall be accepted until two weeks prior to the election.
2. Board Members shall be elected by a majority yes vote that he/she meets the desired qualifications for Board membership by a quorum of Board members. If more candidates are voted as qualified that seats available, the candidates with the greatest yes votes will be elected.
3. If more candidates are voted as qualified, with the equal number of votes than open seats are available, further voting would be required to select the successful candidate.
4. If not enough qualified candidates are voted for membership to fill vacancies, the election recruitment process would be repeated.

**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, by two thirds majority vote, may terminate the relationship at any time with cause.

1. If three consecutive meetings are missed without acceptable reason and without notifying the Board, 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. After expiration of a second term, a person is

not eligible to run again for a period of one year. The day before the annual Board Meeting in September shall be the date of term expiration.

**J. Vacancies:** Vacancies in the Board of Directors shall be filled by the approval of a majority of remaining Board members through the public notification process set out in Section F. The new board member shall be elected to complete the remaining term of the replaced member.

**K. 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 excuse him/herself and will refrain from the discussion and voting on said item.

### **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 annual meeting. A vacancy in any office because of death, resignation, removal, disqualification or other reasons shall be filled by a majority vote of the of the Board. 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 Chairs; 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 weekly 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 to

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:** The last Friday of each month the Board of Directors shall meet at 1:00pm in the Conference Room at the Senior Center. President of the Board may change the time, date or location of a Board Meeting by giving all Members written notification two weeks prior to the changed meeting. Meetings may be selectively waived by a majority vote of the Board of Directors. The Board shall meet not less than six times annually. Any meeting, regular, special, or emergency, may be held by conference telephone or similar communications equipment, so long as all Directors 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.

a. Board members may participate by conference call if unable to attend in person at the place where the meeting is held.

b. The business transacted at any special meeting shall be limited to that mentioned in the notice. The transactions of such a meeting 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. Such notice shall be delivered personally, by mail, or e-mail before the time of such meeting, as specified in the notice.

a. Board members may participate by conference call if unable to attend in person at the place where the meeting is held.

b. The business transacted at any special meeting shall be limited to that mentioned in the notice. The transactions of such a meeting 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 meeting of this Corporation shall be held in September of each year. If there is a change to this date notice shall be given to each Board Member at their address at least five (5) days before the meeting.

a. At this annual meeting the Board shall elect officers, and elect new Board Members to replace those members who have retired or whose terms have expired.

**5. Quorum:** The presence in person of a majority of Board Members shall constitute a quorum; binding corporate business may not be conducted absent a quorum.

**6. Conduct of Business:** All business meetings shall be conducted in accordance with Robert's Rules of Order Newly Revised.

a. The President may appoint a Parliamentarian during his or her term. The duties of the Parliamentarian shall be to give advice on procedural rules to the President and other members upon request.

b. All meetings of the Board are open to the public. Notice of meetings must be posted on the Redwood Coast Senior Center's website and on the Board Bulletin Board outside the main Center office at least one week prior to regular meetings, and three days prior to special meetings.

c. 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.

d. 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 3 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.

**B. Supervision:** To 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 to fix their compensation

**C. Governance:** To set policy, goals, and priorities of the Corporation and to make rules and regulations consistent with the law, the Articles of Incorporation and the Bylaws. In addition, the board shall discuss and vote upon proposed new programs and sponsored activities.

1. Changes in approved programs or deletions in existing programs shall be brought to the board's attention.

**D. Finances:** To borrow money and incur indebtedness for the purpose of the Corporation and for that purpose to 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.

**E. Executive Director:** To specifically employ or discharge the Executive Director and to supervise 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.

**F. Indemnify Members:** To take 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. Finance Committee:** The Finance Committee shall meet monthly to review fiscal operations, including internal controls, and recommend fiscal management policies, work with the financial officer in preparation of the budget and review income and expenditures. The Finance

Committee shall develop, subject to Board approval, written policies for long-range investment and financial planning, which are consistent with any long-range, strategic plans for the Corporation.

**B. Fundraising Committee:** The Fundraising Committee shall actively employ effective methods to raise funds for the Center, sharing fundraising leadership, ideas, and support with the Executive Director. All Board Members should be cognizant of the financial status of Redwood Coast Seniors and assist with its fundraising efforts.

**C. Governance Committee:** The Governance Committee shall conduct an annual review of the Bylaws, Personnel Policies, Mission Statement, Organizational Values, and Strategic Plan in preparation for discussion and approval by the Board. (See section on Bylaws Amendments: III. D.7.)

**D. Operations Committee:** The Operations Committee shall arrange an annual review by the Board of each major project of the Senior Center: Transportation; Meals On Wheels; Day Care; Consultation and Programs; and Food Service.

## **VI. MISSION STATEMENT**

The Mission of Redwood Coast Seniors is to provide a community center for activities and services that support optimal wellness and healthy aging for all seniors on the Mendocino North Coast.

Bylaws revised July 8, 2014

Robert Bushansky, President of the Board  
Redwood Coast Seniors, Inc.