

BY-LAWS

of the

KELSO SENIOR CENTER ASSOCIATION, INC.

(As accepted March 15, 2011)

Article I

Official Name and Address

- Section 1:** The name of this Association shall be Kelso Senior Center Association, Inc. An Incorporated Association registered with the Secretary of State of Washington. (Hereinafter referred to as the Association)
- Section 2:** The principal address shall be: Kelso Senior Center Association P.O. Box 1154 Kelso, Washington 98626

Article II

Mission

- Section 1:** The Mission of the Association is to enhance the quality of life and autonomy of individuals fifty (50) and over, and offer, through a broad range of services and support which would include nutrition, activities, information and referral, education and opportunity for peer interaction, with concern for mental, emotional and physical well-being.

Article III

Membership

- Section 1:** The membership of the Association shall consist of any senior, 50 years of age or older, who resides in good standing in Cowlitz County, and whose annual dues are current.
- Section 2:** A qualified voting member is a member in good standing and whose annual dues are current. For the casting of votes for the election of members of the Board of Directors or Association officers, a qualified voter must have been a registered member for a minimum of fifteen (15) days prior to the date of the election. Association Officers are members of the board of directors.

Article IV

Discipline of Members

- Section 1:** Any member of the Association, who has violated the Ethics Code of Conduct of the Kelso Senior Center may be removed by a majority vote of the Board of Directors, or the Program Manager, following a verbal and written warning.
- Section 2:** Notice of such proposed removal must be given to the member, who is sought to be removed, at least ten (10) days prior to a posted Board of Directors meeting at which

time the question is to be voted upon. A Code of Ethics for the Kelso Senior Center will be posted in plain view at the Kelso Senior Center.

- Section 3:** A member against whom such charges are sustained, after a hearing before the Board, may be disciplined or removed from the Association by a two-thirds (2/3) vote of the entire Board.
- Section 4:** Disciplinary action can result in a private reprimand, a public reprimand, or dismissal from the Association and rights to use the Center for recreational purposes. Any individual receiving written notice will be permitted to hear all evidence against him or her, and be afforded the opportunity to provide evidence in his or her defense.
- Section 5:** In the case of a health or safety risk, a member may be suspended immediately, by any member of the Board of Directors, or the Program Manager, and remain suspended until the Board of Directors can meet to vote on the suspension.

Article V **Board of Directors**

- Section 1:** The business and property of the Association shall be managed by a Board of Directors consisting of nine (9) elected members, and the immediate Past President, who will serve in a non-voting advisory role.
- Section 2:** The Board of Directors shall consist of four (4) Officers (Executive Committee) and five (5) Directors-at-Large.
- Section 3:** The Executive Committee of the Board of Directors (Elected officers) shall function, between meetings of the Board of Directors, at the call of the President.
- Section 4:** The Executive Committee shall have the authority to direct day-to-day operations of the Association and shall report to, and make recommendations to the Board of Directors at their regular meetings.
- Section 5:** Spouses or immediate family cannot serve on the Board at the same time.
- Section 6:** If a position is established, the Senior Center Program Manager cannot serve on the Board of Directors, but will make regular monthly reports and written annual reports on expense, revenue and program specifics.

Article VI **Officers**

- Section 1:** The Officers of the Association (Executive Committee) will consist of President, Vice President, Secretary and Treasurer.

Article VII **Duties of Officers**

- Section 1:** The President of the Board of Directors shall:
1. Be the executive officer of the Association.
 2. Execute all instruments on its behalf.
 3. Sign as a signatory on the Association Accounts.
 4. Preside over all meetings of the Association and Board of Directors.

5. Be an ex-officio member of all standing and special committees.
6. Perform all duties usually inherent to the office of Association President.
7. Promote membership growth and the Mission of the Association.

Section 2: The Vice President of the Board of Directors shall:

1. Act for the President in his/her absence.
2. Serve at the request of the President.
3. Sign as a signatory on the Association Checking accounts

Section 3: The Secretary of the Board of Directors shall:

1. Keep written records of the Board of Directors and the Association. File at least one copy of all records at the Senior Center.
2. Provide Association minutes of the Executive Board, Board of Directors, Special and General Membership meetings for approval.
3. Perform such other acts as the President may direct.

Section 4: The Treasurer of the Board of Directors shall:

1. Receive and deposit all funds collected by the Association.
2. Be accountable for tracking revenue and expenses.
3. Complete an end-of-year report prior to the January Board Meeting.
4. Cooperate with the chosen tax preparer for annual tax filings for the corporation.
5. Pay all obligations incurred by the Senior Center Association, following approval by the Board of Directors,
6. Maintain bank accounts records and depositories designated by the Board of Directors.
7. Render monthly financial reports at the Board and General Membership Meetings.

Article VIII **Meetings**

Section 1: General Membership Meetings shall be held the 3rd Tuesday of the each month, or as soon thereafter, if there are scheduling conflicts. The Annual Membership meeting will be the December General Membership meeting of each year. Additional meetings can be called at the discretion of the Board of Directors.

Section 2: The President and Secretary will meet to formulate all meeting agendas. Agendas for the General Membership Meeting and the Board Meeting will be posted at the Senior Center, on the Association website (when established) or through other electronic communication, at least one (1) week in advance of the monthly meeting.

Section 3: At any meeting of the General Membership of the Association, a majority of votes received by the membership will constitute the decision of the Association. Each qualified member present shall be entitled to one vote. There shall be no voting by proxy or absentee balloting.

Section 4: The Board members of the Association shall hold regular meetings on the 3rd Tuesday of each month, and attend such special meetings, as the President of the Association deems necessary, for the competent management of the affairs of the Association.

- Section 5:** All Board Meetings will be open to all Association members who wish to attend, except during announced Executive Sessions, but only the Board of Directors shall have a vote at an Association Board meeting.
- Section 6:** Each member of the Board of Directors shall possess one vote in matters relating to Board business. All voting, at meetings of the Board of Directors, shall be only by Board members in attendance. Voting by proxy will not be allowed. An assembly of five (5) members of the Board of Directors shall constitute a quorum.
- Section 7:** Telephone conferences and email conferences can be authorized decision-making tools, if results are recorded by the Secretary at the next available meeting, and there was a qualified 2/3 approval of action.
- Section 8:** The Board of Directors can be polled to agree to not meet on any specific month if there is no new financial or formal business transaction that needs to be addressed from the prior month.

Article IX **Reconsideration of Board Action**

- Section 1:** Whenever a petition, signed by a majority of the entire Association Membership alleges that a decision of the Board of Directors should be reconsidered by the membership of the Association, the Association secretary shall give at least fourteen (14) days notice to the entire membership, by the posting of the petition at the Senior Center. A General or Special Meeting to reconsider the decision of the Board of Directors shall be held within thirty (30) days of the date of the petition. At this meeting, the decision of the Board of Directors may be reversed by a two-thirds (2/3) vote of those members present.

Article X **Committees**

- Section 1:** The President of the Association shall appoint all committees subject to the approval of the Board of Directors. Committees will consist of at least three (3) general membership members. The Committee chairpersons shall not be members of the Board of Directors. The President will be an ex-officio member (non-voting) of all standing and special committees.
- Section 2:** The President of the Association shall appoint a Nomination Committee, each year in October, to present a slate of nominees for the Executive Board officers and the Directors at Large.
- The slate of nominees is to be presented, in writing, and posted at the Senior Center at least two (2) weeks in advance of the election by the General Membership.
 - Annual Elections shall be held at the December General Membership meeting.
- Section 3:** The President of the Association shall appoint a Budget Committee, each year in October, to develop and present a preliminary annual budget to be presented to the Board of Directors at the annual December Board meeting.
- Section 4:** In the event a standing committee is not appointed in the correct timeframe, the duty will fall to the Executive Committee of the Board of Directors.

Section 5: Additional Standing or Special Committees can be called at the discretion of the President or Board of Directors.

Section 6: Each standing committee shall be composed of three (3) or more members and shall serve for a term specified by the Board. All members of a committee are appointed by, and subject to, removal by the President. Each committee shall be responsible to the President and shall make such reports as the President or Board of Directors may direct.

Article XI

Nomination and Elections of Board Members

Section 1: The five (5) elected Directors-at-Large members will be elected for a one (1) year term at the December General Membership meeting and will begin their term on the first day of January of each year.

Section 2: The four (4) Executive Board Officers of the Association will serve staggered two-year terms as follows: The President and the Secretary will each serve two (2) year terms beginning on the first day January of each “even” year. The Vice President and Treasurer will each serve two (2) year terms beginning on the first day of January of each “odd” year.

Section 3: Two (2) Executive Board members will be elected for a two (2) year term at the annual December General Membership meeting.

Section 4: Voting for all Board of Directors will be by secret ballot. No absentee or Proxy votes, or electronic votes will be accepted.

Section 5: A Board of Director can serve two (2) consecutive terms, but must take at least one year off before being reelected to a new term of office.

Section 6: By the December General Membership meeting of each year, a Nominating Committee will meet and place into nomination, at least five (5) names of candidates to fill the three Director-at-Large positions, and at least one (1) name each to fill the two annual open Executive Board positions.

Section 7: Nominations from the floor, at the December General Membership meeting, will also be included along with the slate presented by the Nominating Committee. Candidates must be in good standing and have been a member of the Association for at least fifteen (15) days.

Section 8: The Executive Board Officers and Directors-at-Large shall be elected by a majority vote of those members present. Proxy, absentee and electronically submitted votes will not be accepted.

Section 9: Exceptions to the timeframe of service can be adjusted if the Association has been inactive for more than nine months.

Article XII
Vacancies in Office

Section 1: The unexpired term of a Board of Director, caused by resignation, death, unexcused absence/non attendance or other type of action causing a shortage of Board members, shall be filled by a majority vote of the remaining Board Members.

Article XIII
Board Member Removal from Office

Section 1: Unexcused absences at three (3) consecutive meetings of the Board of Directors, shall be due cause for removal of a Board member.

A Board member must notify the President or Vice President, by phone or in writing by letter or e-mail, to constitute a legitimate request for an excused absence.

Section 2: Action to be taken, following an appearance of Ethics Code violation: (Following acknowledgement of a reported or observed of one or more violations of the Ethics Code, as posted at the Senior Center and approved by the Senior Center Association, by any member of the Executive Committee or the Board of Directors, or any contracted personnel)

1. The Board will give written notice of the alleged facts to the officer or director conducting the violation within thirty (30) days of the official acknowledgement, following board discussion.
2. The Board of Directors, upon the examination of the facts, can remove a Board Member, Officer or contracted personnel by a majority vote of the remaining Board, and replace the Officer or Board Member as per Article XI Section 1.

Article XIV
Budget and Finance

Section 1: The Association's annual proposed Association budget will be presented and reviewed at each Annual December Board meeting and the annual December General Membership meeting.

Section 2: The annual Membership dues shall be as determined by the Board of Directors and shall be approved by a two-thirds (2/3) vote of the members present at any General Membership meeting, provided notice shall have been posted at the Senior Center at least one week/7 days prior to the meeting. Meetings with expected vote reported in a media release.

Section 3: Large sums of money, exceeding \$100, received from fund-raising projects in which the public participates, or donations from members or others, for the service activities sponsored by this Association, shall be removed from the center and placed in an Association bank account within two (2) banking days.

Section 4: All withdrawals from the Association's checking account will require two signatures. The President and one of either the Treasurer or the Vice President shall be required to sign on all Association Accounts.

Section 5: The Association's books of account will be audited at least once each year. The auditors shall be named by the Board of Directors, and upon request, to any Association member and be placed on file at the Senior Center by March 15.

The auditors should be familiar with financial statements and should reconcile bank statements (if necessary) and actively review income, deposits, withdrawals and expenditures for the past year. The auditors may be Association members, but shall not be the Secretary or the Treasurer. A copy of the auditor's report shall be provided to the Board of Directors and, upon request, to any Association member and be placed on file at the Senior Center.

Section 6: The Board of Directors will determine the official depository or depositories of Association, and investment instruments.

Section 7 If the Association is dissolved, or otherwise ceases operations, all Association assets and funds remaining, after the Association's obligations are paid in full, will be under consideration to be placed in a Certificate of Deposit and/or donated to an agency that will benefit an ongoing activity center for Seniors in the City of Kelso.

Article XV **Severability**

Section 1: In the event that any provision of these By-Laws is held invalid, all other provisions shall remain in effect.

Article XVI **Parliamentary Authority**

Section 1: Robert's Rules of Order Newly Revised shall be the parliamentary authority for all matters of substance or procedure not specifically covered in these By-Laws.

Article XVII **Amendments**

Section 1: All proposed amendments to the By-Laws of the Association will be submitted in writing, displayed for at least ten (10) days at the Kelso Senior Center, posted on the website and made available to members asking for copies.

Section 2: These By-Laws may be amended following a presentation at a General Membership meeting through a majority vote of the members present. No votes by proxy or absentee balloting will be accepted.