

BYLAWS

OF

SNO-VALLEY SENIOR CITIZENS

ARTICLE I. Name and Address

The name of this corporation shall be Sno-Valley Senior Citizens (also known as Sno-Valley Senior Center). The Sno-Valley Senior Citizens operates as a member of the Sound Generations with a signed memorandum of agreement by both parties. The principal office shall be located at 4610 Stephens Avenue, Carnation, WA 98014.

ARTICLE II. Objectives

The corporation's purpose shall be:

- A. To operate for charitable, social, and educational purposes within the meaning of Section 501 (c) (3) and exempt from taxation under Section 501 (c), of the Internal Revenue Code, as now in force or afterwards amended. To have and exercise the powers specified in the Washington Non-Profit Corporation Act, R.C.W. 24.03.035.
- B. To participate in and/or work for older persons in the Lower Snoqualmie Valley which includes Carnation, Duvall, Fall City, and surrounding areas. The organization seeks to make available to all its members and persons from the community at large the programs and services offered through and at the Center:
 - Programs and services include but are not limited to health and senior wellness, nutrition, transportation, senior housing, social, recreation and education.
 - Encourage members and others to participate in the Center's programs and activities and to support the Center with membership dues and other financial contributions, and volunteer support and/or in-kind contributions.
 - Promote all the Center programs and activities through local and regional media and public relations, and to do so in accordance with the Sno-Valley By-Laws and the by-laws and stated policies of Sound Generations.

ARTICLE III. Membership

- A. Any person who accepts the responsibility of supporting the aims and purposes of the Center, may become a member of the organization by requesting membership and paying dues annually, regardless of age, sex, race or creed, sexual orientation, or religion. Each member in either membership category who is currently registered and who has paid their annual dues shall be entitled to vote on election of the Center Board of Directors or other Center business requiring a membership vote. In addition, any elected or appointed officer, member of the Board of Directors, or committee member of the corporation may be removed from office by a two-thirds (2/3) vote of a quorum of the membership of the corporation at a regular annual or special meeting of the membership. Notice of such proposed removal and reason for removal must be given in writing to the member sought to be removed and to all the Officers and the Board of Directors at least thirty (30) days prior to the meeting at which the question is to be voted.
- B. Membership dues in each category shall be established by the Center Board of Directors.
- C. There are 2 types of memberships available annually:
 - 1. **Member** – All persons of any age.
 - 2. **Lifetime Member** – Any member over the age of 50 who pays a one-time lump sum. Exact sum to be determined by the Board.

ARTICLE IV. Board of Directors

- A. Composition of the Board of Directors. The number of board members shall be at least 9 and no more than 15. Directors shall be of adult age. Directors must be a member of the Sno-Valley Senior Center. A director must follow the job description for board members to the best of their ability. A director must attend at least 75% of all board meetings held unless excused by the board president.
- B. Election. Candidates for membership shall be selected from among those nominated by the Nominating Committee, which shall consist of three persons appointed by the President (see Article IV, Section P). Directors shall be elected by a majority vote of the membership.
- C. Terms. Each director shall serve for a term of three years so that approximately one third of the Board shall stand for election each year at the annual meeting. A director may serve two consecutive terms of three years but cannot serve an additional term until after the lapse of one year in service.
- D. Removal. A director who has missed three or more consecutive meetings may be removed by a majority vote of the board members then sitting. A director may be removed for any reason by a vote of two-thirds of the board members then sitting.

E. Vacancies. Vacancies may be filled at any time by a majority vote of board members then sitting. The new board member shall serve until the next annual meeting when they shall be eligible for election.

F. General Powers. The board of directors shall constitute the governing body of the corporation. The board shall manage the business and affairs of the corporation. It shall have all powers necessary to carry out the objectives of the corporation as set forth in Article 2. The board may accept, on behalf of the corporation, any contribution, bequest, or devise.

G. Meetings. Meetings of the board of directors shall be held at least six times each year, at a reasonable time and place designated by the president. The president may designate additional meeting dates. One-third of the board members then sitting may, by written request, schedule additional meetings.

H. Notice of Meetings. Board members shall receive ten days' notice of regularly scheduled meetings. This notice may be given in writing, in person, by telephone, or by any other reasonable method.

I. Consent to Notice by E-Mail. If notice is provided to directors by e-mail, it is effective only with respect to directors who have: (a) consented in writing or by e-mail to receive notices transmitted by e-mail; and (b) designated in the consent the message format that is accessible to the recipient, and the address, location, or system to which these notices may be e-mailed. A director who has consented to receipt of e-mailed notices may revoke the consent by delivering (by mail, facsimile, or e-mail) a revocation to the Corporation. The consent of any director is revoked if the corporation is unable to transmit by e-mail two (2) consecutive notices given by the corporation in accordance with the directors' consent, and this inability becomes known to the officer responsible for giving notice. The inadvertent failure by the corporation to treat this inability as a revocation does not invalidate any meeting or other action.

J. Delivery of Notice. Notice provided by e-mail to a director who has consented to receive notice by such means is effective when it is (a) e-mailed to an address, location or system designated by the recipient for that purpose; or (b) has been posted on a listserv and a separate record of the posting has been delivered (by mail, facsimile, or e-mail pursuant to the recipient's consent) to the recipient together with comprehensible instructions regarding how to obtain access to the posting on the listserv. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the director at his or her address as it appears on the records of the corporation, with postage thereon prepaid. Other forms of notice described in this section are effective when received.

K. Waiver of Notice. Any director may waive notice of any meeting at any time. Whenever any notice is required to be given to any director, a waiver thereof in writing or by e-mail executed by the director entitled to notice shall be deemed equivalent to the giving of notice, whether delivered before or after the meeting. The attendance of a director at a meeting shall constitute a waiver of notice of the meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

L. Informal Action. If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, the action shall be as valid as though it had been authorized at a meeting of the board.

M. Participation by Telephone or Similar Communications Equipment. Members of the board of directors or its committees may participate in a meeting of the board or such committees, or conduct the meeting, by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time during the meeting and participation by such means shall constitute presence in person at the meeting.

N. Resignations. Any director may resign at any time by giving notice of resignation to any officer of the board.

O. Quorum. A quorum for the transaction of business at any board meeting shall be a majority of the board.

P. Committees. The board of directors may appoint any committee it deems necessary to help fulfill its functions. The following standing committees shall serve the board of directors: By-Laws, Building, Finance, Fund Raising, Nominating, Marketing and Communication, and Program. Chairs of these committees shall be board members. Short-term committees or task forces can be appointed and dissolved by the President with 2/3 vote of the Board. Center members and community-at-large members are appointed by the Board President to standing Board committees. Board members shall serve on at least one standing committee. Center members and community-at-large members may also be asked to serve on Board committees except for the Executive Committee.

Roles of Standing Committees:

- 1) By-Laws: Periodically review and propose amendments as needed in the Center By-Laws. Ensure Center By-Laws are in harmony with those of Sound Generations.
- 2) Building: Conduct annual inventory of all Center assets. Recommend annual maintenance plan and rental agreements and/or capital improvements.
- 3) Finance: Work with the center's director in preparing the Center budget within the guidelines of Sound Generations, and when approved by the Board, present it to Sound

Generations. Recommend to the Center Board all revisions to the budget. Present monthly financial reports to the Board and review annual tax filings.

4) Fund Raising: Develop and implement fund raising plan and goals for all fund-raising activities and events based upon the program needs of the Center. Maintain memorial plaques and oversee Memorial Fund. Promote leaving legacies to the Center in wills or estates to ensure the Center's presence in Sno-Valley.

5) Nominating:

a. Recruit qualified prospective members for the board of directors. The Nominating Committee shall also recommend candidates to be appointed for vacancies on the Board or in the officer's positions which may arise between Annual Meetings.

b. Each year the Nominating Committee shall prepare (i) a slate of prospective members to fill vacancies on the board of directors, and/or offer (ii) a multiple-choice ballot for election of the members of the board of directors.

c. The ballot shall be posted at the Center at least thirty (30) days prior to the Annual Meeting held in January. The ballots shall be distributed by mail to all voting members of the Center and counted three days prior to the Annual Meeting. The election results shall be announced at the Annual Meeting. Members of the board of directors will be elected by majority of ballots received. The newly elected members of the board of directors shall assume office immediately following the Annual Meeting.

d. The Nominating Committee shall elect one of its members as Chairperson.

6) Marketing and Communication: Advise the Center Board and the membership on advocacy issues on behalf of older people. Communicate the Center's programs and services to the media and community at large. Recognize and thank contributors for their time and talents in numerous ways. Carry out Membership recruitment.

7) Program: Recommend programs and services for the Center. Monitor and evaluate the outcomes or results of all programs on an annual basis.

Q. Compensation of Board Members. No member of the board of directors shall receive any salary or compensation for their services as director.

ARTICLE V. Officer and Executive Committee

A. Officers. The board of directors shall have a president, a vice-president, a secretary, and a treasurer, and any other officers as the board deems necessary.

B. Election and Terms. The officers shall be elected by the board of directors. The term of office shall be for one year, or until the member's term as director expires, with the option of being re-elected up to term limits.

C. Duties of Officers. The President or the officers in their order shall sign all documents which require the signature of officers. When only one eligible officer is available, in cases requiring two signatures, a member of the board of directors may sign.

1. The President shall preside at all meetings. He or she shall be an ex-officio member of all committees.
 2. The Vice President/President Elect shall, in the absence of or disability of the President, be vested with the power and duties of the President.
 3. The Secretary shall keep minutes of all meetings, keep records of the organization and corporation, and perform other such acts as the President may direct.
 4. The Treasurer shall understand all funds belonging to the organization and can render periodic financial reports.
 5. The Immediate Past President will serve on the Board of Directors ex-officio for one year after serving as Board President.
- D. Executive Committee. The Executive Committee shall be composed of the officers of the board of directors and other board members as a majority of the board shall designate. They shall meet as needed to plan for the board's work and to fulfill tasks assigned to them by the board.

ARTICLE VI. Affiliation with Sound Generations

Sno-Valley Senior Center operates under an Affiliation Agreement with Sound Generations. This agreement documents the organizational relationship and mutual obligations of both parties with respect to the provision and management of senior center programs and administrative services. If there is any conflict in meaning or intent between these By-Laws and the Affiliation Agreement, the provisions of the Affiliation Agreement will prevail.

ARTICLE VII. Claims or Property Rights

No member of this corporation or organization or his or her heirs by reason of membership herein, shall have any property rights or claims to any of the assets or monies whatsoever of this corporation or organization, and no claim shall be made by him or her or in his or her behalf in relation thereto, in the event of his withdrawal, expulsion or death.

ARTICLE VIII. Parliamentary Procedures

Robert's Rules of Order shall be the parliamentary authority for all matters of procedure not specifically covered by these bylaws.

ARTICLE IX. Amendments of the Bylaws

These By-Laws may be amended by a majority of Center members participating at a meeting, provided, however, that written notice has been given to the members at least thirty (30) days

in advance of the meeting and the contents of the proposed amendments are set forth in said notice.

Approved: _____