

BY-LAWS
MT. SI SENIOR CENTER
A 501(c)(3) NON-PROFIT CORPORATION

ARTICLE I. NAME

The name of this corporation shall be Mt. Si Senior Center (hereinafter referred to as the "Center").

ARTICLE II. PURPOSE

The purpose of the Center shall be to enhance the quality of life for older adults in the Snoqualmie Valley by providing a network of programs and services including health, social, recreation and education programs, housing and transportation regardless of race, color, creed, sex or national origin.

ARTICLE III. MEMBERSHIP

The membership of this corporation shall consist of persons 50 years of age or older who wish to take part in activities of the Center. Board of Directors shall establish and periodically review membership categories and dues. There shall be a General Meeting of the Board and Center Membership at least one time per year. Voting by Center membership will determine the replacement of board members whose terms have expired.

[The Center shall not be a membership corporation as defined in Section 24.03A.010\(47\) of the Washington Nonprofit Corporation Act \(the "Act"\) and shall have no members as defined in Section 24.03A.010\(45\) of the Act. The rights of the members of this corporation shall be defined in these Bylaws.](#)

ARTICLE IV. BOARD OF DIRECTORS

The affairs of the Center shall be managed by the Center's Board of Directors. Suggestions by the Center Membership may be brought to the Board of Directors' monthly meeting and put to a board vote.

- A. The Board shall consist of at least ~~nine~~seven persons, but not more than fifteen persons (always an uneven number), the number to be determined at the discretion of the Board. Each board member's term shall be four years, with approximately one-fourth of the terms expiring each year.
- B. A majority of the members of the Board currently serving shall constitute a quorum for the transaction of business at any meeting of the Board. The act of the majority of the Directors present at a meeting at which there is a quorum shall be the act of the Board, unless a greater number is required by these Bylaws, the Articles of Incorporation or applicable Washington law.

- C. Any vacancy occurring on the Board may be filled by appointment by remaining board members at any meeting of the Board. The appointed member shall serve for the balance of the term.
- D. The Board shall determine the need for ad hoc committees and their duties and functions.
- E. Officers of the Board shall consist of President, Vice President, Treasurer, and Secretary. Unless an officer dies, resigns, or is removed from office, such officer shall hold office for a term of one year or until their successor is elected, whichever is later.
- F. Election of board members and officers shall be held annually each February, to take effect on March 1.
- G. The Board shall consist of a minimum of 51% seniors who actively participate in and are knowledgeable of Center programs.
- H. The Board shall meet a minimum of 10 times per year at scheduled monthly meetings at a time and place specified by the President or his/her designee and approved by resolution of the Board. Notice of such regular meetings other than such resolution need not be given.
- H.I. Special meetings of the Board may be called by or at the written request of the President or any three Directors. The person or persons authorized to call special meetings may fix any place either within or without the State of Washington as the place for holding any special Board meeting called by them.
- J. Notice of special Board meetings shall be given to a board member in writing or by personal communication with the board member not less than five days before the meeting. Notices in writing may be delivered or mailed to the board member at his or her address shown on the records of the Corporation or given by facsimile or electronic transmission. Neither the business to be transacted at, nor the purpose of any special meeting need be specified in the notice of such meeting. If notice is delivered by mail, the notice shall be deemed effective when deposited in the official government mail properly addressed with postage thereon prepaid. Notice provided in an electronic transmission is effective when it is electronically transmitted to an address, location or system designated by the recipient for that purpose.
- H.K. Members of the Board may participate in any Board meeting by one or more means of remote communication through which all of the members of the Board may simultaneously participate with each other during the meeting. A Board member participating in a meeting by this means is considered present in person at the meeting. For any meeting at which one or more Board members may participate by means of remote communication, notice of the meeting must be delivered to each Board member by a means which the

Commented [JLA1]: This can be any number; it should be smaller with a smaller size of board and larger with a larger number of directors.

Commented [JLA2]: This can be a shorter period if you wish. I often see two days.

Board member has authorized and provided complete instructions for participating in the meeting by remote communication.

~~J.L.~~ Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is executed by each of the Directors entitled to vote. Such written consents may be executed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting. For purposes of these Bylaws, "executed" means: (a) writing that is signed; or (b) an email transmission that is sent with sufficient information to determine the sender's identity.

ARTICLE V. DUTIES OF OFFICERS

- A. The President shall preside at all meetings. The Board will elect officers at their first meeting following the annual election of new board members.
- B. The Vice President shall act in the absence of the President.
- C. The Treasurer shall be responsible for overseeing the management and reporting of the Center's finances.
- D. The Secretary shall be responsible for written minutes of all meetings and records of actions taken. The Secretary will conduct the correspondence of the membership, as instructed by the Board.

ARTICLE VI. GROUNDS FOR REMOVAL

- A. Members of the Board shall regularly attend meetings. If a member fails to attend a majority of meetings in a year, the President or ~~his~~their designee may ask for ~~his/her~~their resignation. If a member has 3 consecutive unexcused absences, the President or ~~his~~their designee shall ask for ~~his/her~~their resignation. If a resignation is not received within 10 days of such notice, a written request for removal will be presented at the next regular board meeting.
- B. Performance of duties in an unacceptable manner or non-performance of assigned duties shall be grounds for removal from the Board.
- C. Board members are expected to adhere to the standards of conduct set out in the Center's Code of Conduct.
- ~~C.D.~~ If a removal of a board member shall be considered at a Board meeting, notice of such consideration shall be given to each member of the Board in accordance with Article IV, section J.

ARTICLE VII. CORPORATION STAFF

- A. The corporation shall consist of an Executive Director and such other paid staff as the Board deems necessary.
- B. Staff appointments at the Director level must be approved by the Board.
- C. Director level positions shall be responsible to the Board.
- D. Staff positions are approved by the Board as a matter of the annual budget process.
- E. Staff shall be responsible to their Directors.
- F. The Executive Director shall provide a monthly financial statement of the Center to the Board.

ARTICLE VIII. AMENDMENTS

The Board and/or Center Membership may review the By-laws and propose revisions to the Board in writing 30 days before a General Meeting of the Board and Center Membership. They shall then be voted on by Board and Center Membership. A two-thirds (2/3) vote of those Board and Center Members present at the meeting will be required to effect the change.

This rule may be set aside if the Board determines an emergency exists and actions to amend the By-laws should be taken immediately for the betterment of the Center.

ARTICLE IX. CLAIMS

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

ARTICLE X. RULES OF ORDER

The current edition of Robert Rules of Order, newly revised, shall govern all meetings of the Board.

ARTICLE XI. DISSOLUTION

Upon the dissolution of the corporation, the Board shall, after paying or making provision for the payment of all the liabilities of the corporation and in accordance with the Revised Code of Washington and the Mt. Si Senior Center's Articles of Incorporation, dispose of all of the assets of the corporation in such manner or to such organization as shall qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954-1986, as amended (or

corresponding provision of any future United States Internal Revenue Law) as the Board shall determine. Any such assets not so disposed of shall be disposed of by the Superior Court of King County, exclusively for such purposes or to such organization as said court shall determine are organized and operated for such charitable purposes.

ARTICLE XII. IDEMNIFICATION OF BOARD MEMBERS AND OFFICERS

Each board member or officer serving the corporation and each person who at the request or on behalf of the corporation serves as a trustee, board member or officer of any other corporation (whether for profit or not-for-profit) and his or her personal representative, heirs, and executors shall be indemnified by the corporation against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit, or proceeding in which he/she shall be adjudged in such action, suit, or proceedings to be liable for negligence or misconduct in the performance of duties. Such indemnification shall not be deemed exclusive of any other rights to which such person may be entitled under the By-laws by a vote of the Board of Directors or otherwise.

The above By-laws as revised were approved and adopted by the Board of Directors and Center Membership at the annual General Meeting of the Board and Center Membership held ~~February 23, 2016~~ February 23, 2023.

President _____

Secretary _____

Dated _____

REVISION HISTORY

These By-laws were amended and approved by the Board of Directors and Center Membership on the following dates:

- February 11, 1995
- February 28, 2006
- February 23, 2016