

# **NORTHSHORE SENIOR CENTER BYLAWS**

## **ARTICLE I. NAME AND IDENTITY**

A. The name of this organization shall be the Northshore Senior Center (“NSC”). The NSC shall be a non-profit corporation incorporated under the laws of the State of Washington and 501c3 Statute of the IRS code of 1954.

B. The mission of the Northshore Senior Center is to promote healthy living in our community through programs, services, resources and civic engagement.

C. Service Area: The service area is that generally defined as the Northshore School District No. 417 and north, to include the City of Mill Creek, south to include Kirkland and west to include the community of Lake Forest Park or any other locations determined by the board. Membership shall not be confined to residents living in he near proximity to the above mentioned boundaries.

D. Our primary administrative office is at 10201 E. Riverside Drive, Bothell, WA 98011 and our Registered Agent is our Chief Executive Officer.

E. Limitations: No part of the net earnings of the organizations shall inure to the benefit of any private person or organization. The Corporation may devote part of its activities for lobbying purposes (including the publishing or distribution of statements) or otherwise attempting to influence legislation. However, the Corporation may not participate or intervene in (including the publishing or distribution of statements) any political or judicial campaign on behalf of any candidate for public office.

## **ARTICLE II. GOVERNANCE**

A Board of Directors (the “Board”) is established to give direction to NSC operations and activities. The Board may establish standing or ad hoc committees it deems necessary to accomplish the NSC’s mission. Unless otherwise stated, each committee will elect its own chair.

## **ARTICLE III. MEMBERSHIP**

A. Membership in the NSC is open to any business, community service organization or to any person.

B. Priority in participation in NSC activities shall be given to those members 50 years or older and to those individuals with disabilities.

#### **ARTICLE IV. MEMBERSHIP MEETINGS**

- A. An Annual Meeting of the NSC shall be held once a year, at such time and place as designated by the Board.
- B. Written notice of the date, time and place of any Meeting shall be given to the membership not less than 30 days prior to the Meeting. Such notice shall be posted at NSC and on the NSC website.
- C. A special meeting of the membership may be called by the Board, or by written request to the Board of not less than eleven members of NSC.
- D. Notice of any special meeting shall consist of the issue or issues to be presented at such meeting.
- E. Board Members are authorized to vote on all voting decisions.

#### **ARTICLE V. BOARD OF DIRECTORS**

##### **A. DUTIES AND FUNCTIONS**

- 1. The Board shall be comprised of elected representatives who are committed to achieving the mission and goals of the body of NSC.
- 2. The Board shall serve as the governing body of NSC.
  - a. Its functions shall include establishing the general policies of NSC, leading community efforts for financial support, electing executive officers and overseeing the affairs of the NSC.
  - b. The Board shall be responsible for approval of the annual budget.
  - c. The Board shall approve or not approve any expenditure in excess of \$10,000 that was not in the approved budget.
  - d. Authorized Board Member and the CEO's signatures are required for expenditures exceeding \$50,000.
- 3. The Board shall be responsible for hiring a Chief Executive Officer (CEO) who reports to the Board of Directors.. The CEO shall be responsible for performing all duties assigned by the Board, including, without limitation, cooperation with the Board in the development and implementation of NSC programs and oversight of all operations, facilities and personnel. The CEO shall not be a member of the Board, but may speak to all matters before the Board and attend all meetings except when in Executive Session. The CEO may attend an

Executive Session only at the invitation of the Board. The CEO may be hired at any meeting of the Board of Directors by a majority vote and shall serve until removed by the Board of Directors upon an affirmative vote of two-thirds (2/3) of the Board Members present at a meeting of the Board of Directors. Such removal may be with or without cause. The board has responsibility to set the compensation for the CEO.

4. Code of Conduct: All Board Members must comply with the organizational Code of Conduct, and must pass a background check required as part of the volunteer on-boarding process.
5. Conflict of Interest: Board Members must disclose any potential or real conflicts of interest to the board chair. Any board member having or appearing to have a conflict of interest may speak to the matter at issues, but shall abstain from voting on such matters, which shall be noted in the minutes.

## **B. COMPOSITION**

1. NSC's objective is to have active, engaged Board Members who will physically attend meetings, understand the issues on the agenda, and be capable of contributing to the resolution of those issues.

2. NUMBER OF DIRECTORS: The Board shall consist of not less than 11 members nor more than 15 members.

3. TERM OF DIRECTORS: The Members of the Board shall be elected to serve a term of three years.

4. MEMBERSHIP; SERVICE. Upon election all members must become dues paying members. Members of the Board shall be eligible to serve three consecutive terms.

- a. Upon completion of three consecutive terms, the Member's representation on the Board shall cease.
  - b. A member may be eligible for a new Board election not less than one year following expiration of his/her final term.
5. RESIGNATION OF A BOARD MEMBER: A Board member may resign his or her position at any time by delivering written notice to the remaining Board members.
  6. TERMINATION OF A BOARD MEMBER: The Board of Directors may remove any Board Member whenever, in its judgment, the interests of the Northshore Senior Center would be best served.

- a. At any regular or special meeting of the Board, a Board member may be removed from office, with or without cause, by an affirmative vote of a simple majority of Board members.
- b. The Executive Committee of the Board may authorize a leave of absence for any Board Member. When given an excused leave of absence, the individual is no longer counted towards the quorum count.

### **C. NOMINATING COMMITTEE**

In accordance with Article II, the Board shall create a Nominating Committee. The Nominating Committee shall consist of six positions. Each position on the Nominating Committee carries a three-year term. The committee shall be comprised of at least three non-board members. The Committee will elect its own chairperson. Open Nominating Committee positions shall be appointed by the Board President.

#### **1. NOMINATIONS FOR BOARD ELECTION:**

The Nominating Committee should strive to ensure that the board candidates reflect the broad diversity of the communities served.

- a. At a meeting of the Board, the Nominating Committee shall present candidate(s) for election by the Board. The Board shall vote on each candidate set forth.
- b. Any NSC member or community member may apply for election by submitting an application to the Nominating Committee who shall verify that the candidate meets selection criteria as determined by the Board.
- c. Board Members will serve without compensation.
- d. Conflict of Interests: Any potential conflicts of interest for a candidate should be brought before the Nominating Committee prior to the vote.

### **D. MEETINGS OF THE BOARD**

1. Regular meetings of the Board shall be held at a minimum quarterly, at a time and place determined by the Board. Written notice of such meetings shall be posted.

2. All meetings of the Board are open to NSC membership and to the public; provided, however, any Executive Session of the Board shall be closed from the NSC membership and the public. Action taken in Executive Session of the Board must be confirmed by Board action at the next open meeting and recorded in the official meeting minutes.

3. Special meetings of the Board may be called by the President, or by written petition of at least a quorum of the Board members. The Advisory Council can also petition the Executive Committee for a special meeting of the Board. Unless waived, notice of any special meeting shall be given not less than five business days prior to such meeting. In event of a special meeting being called, each Board Member must be notified by telephone if written notice cannot be assured.

#### **E. QUORUM**

A quorum (greater than 50%) shall be convened upon the appearance, either in person or by telephonic communication, of more than one-half of the then current Board Members (absent people on formal Leave of Absence). Once a quorum is convened for a meeting, a subsequent lack of a quorum shall not affect any vote taken at any point in the meeting.

#### **F. VOTING**

Unless otherwise stated, any vote at any Board meeting shall carry by a simple majority of the Board Members present, either in person or telephonically, at such meeting.

#### **G. ACTIONS BY WRITTEN CONSENT**

A Board vote in the absence of a meeting is permitted provided that each Board Member receives notice of the subject matter being voted on. Notice shall be given not less than five business days prior to such vote. In event of such a vote, each Board Member must be notified by telephone if written notice cannot be assured. In the event a Board vote is required in the absence of a meeting, such vote shall carry only by unanimous decision. The vote must be evidenced by one or more consents describing the action taken and delivered by inclusion in the minutes. Consents may be electronically transmitted by an email setting forth the action so taken and shall be executed by all of the directors entitled to a vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote in a meeting and may be described as such. For purposes of the 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.

#### **H. INDEMNIFICATION OF DIRECTORS AND OFFICERS**

The Organization shall indemnify and hold harmless, to the fullest extent permissible under the law, as the same exists or may exist in the future each person who was or is made a party or is threatened to be made a party or is otherwise involved in any threatened, pending or completed action, suit or proceeding, whether formal or informal, whether of a civil, criminal, administrative or investigative nature, by reason of the fact that they are or were a director or officer of the Organization, whether the basis of such proceeding is an alleged action or inaction in an official

capacity or in any other capacity, from and against all costs, charges, liabilities and losses suffered and expenses reasonably incurred by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of their heirs, executors and administrators.

## **ARTICLE VI. OFFICERS AND THEIR DUTIES**

### **A. EXECUTIVE OFFICE**

The Board shall maintain certain standing Executive Officers. Executive Officers shall consist of a President, a Vice President, a Secretary, a Treasurer and an At-Large Board Member. Each officer position shall be nominated by the Board and elected by a majority vote.

### **B. SELECTION OF OFFICERS:**

The Board President shall solicit nominations for an adhoc Officer Nominations Committee. The Committee shall select their Chairperson. The ad hoc Officer Nominations committee shall submit to the Board a slate containing at least one nominee for each office.

Nominations may also be made from the floor at any Board meeting. The individuals making nominations from the floor must have obtained the consent of the persons being nominated prior to placing their name in nominations.

1. Officer's positions shall come up for election every year. To be eligible for an Executive Officer position a member must have served on the Board for at least two quarters.

2. The term of office shall be one year.

3. Any Officer may be elected to serve two consecutive terms in any office.

### **C. DUTIES OF OFFICERS:**

The **EXECUTIVE COMMITTEE** shall be composed of the Executive Officers of the Board. The Executive Committee shall create, addition to the Nominating Committee, a Finance Committee, and may create any other standing or temporary committee from time to time. The Board President shall appoint members of the Board to serve on a standing or temporary committee. The committees shall have and exercise only such authority granted by the Board.

All Officers shall fulfill the general duties of their office.

1. **PRESIDENT:** The President shall call and preside at all meetings, and act as chief executive of the Board.

a. The President may be ex-officio member of all committees.

b. The President assures that all standing committees have a chairperson selected by the Committees.

c. The President shall prepare the agenda for all regular board meetings, in consultation with the CEO and Executive Committee.

2. **VICE PRESIDENT:** The Vice President shall act in the absence of the President. If the President is unable to serve out his or her full term, the Vice President shall fill the vacancy.

3. **SECRETARY:** The Secretary shall be responsible for the written minutes and records of all action taken by the Board and such correspondence as directed by the Board. The Secretary shall be third in line to assume presidential responsibilities.

4. **TREASURER:** The Treasurer shall chair the finance committee, monitor the financial records and monitor the annual budget process. The Treasurer shall be fourth in line to assume the presidential responsibilities.

5. **At-Large Board Member**

6. **FILLING VACANCIES ON THE EXECUTIVE COMMITTEE:** Except in the case of the President, any vacancy on the Executive Committee shall be filled by election at the next Board meeting following notification of vacancy.

#### **Article VII: ADVISORY COUNCILS**

The board has the authority to develop advisory councils as needed to serve the members of the Northshore Senior Center. When created, the Board will create a Charter to support the operations of the council(s).

#### **Article VIII: AMENDMENTS**

A. These By-laws may be amended by the Board of Directors at any regular or special meeting, provided that notice has been given as provided herein. The approval of two-thirds of the members of the Board shall be required to amend the By-laws. Amendments shall take effect immediately upon such approval.

B. Notice of any proposed amendments shall be made available to the membership at least 25 days before the meeting at which time the vote is to be taken. The notice to the membership may be made available in writing to the public via the organization's website. The notice shall contain the text of the proposed amendment and the time, date, and place where the vote is to be considered.

### **ARTICLE VIII. PARLIAMENTARY AUTHORITY**

Decisions are made by the majority vote when a quorum is present. Roberts Rules of Order, (latest revision), shall be the preliminary authority for this organization when not addressed by the By-laws. Questions regarding Parliamentary Procedure shall be determined by the Board President by reference to Roberts Rules of Order.

### **ARTICLE IX. DISSOLUTION**

A. The Northshore Senior Center may be dissolved by a two-thirds vote of the Board at any regular meeting, providing that notice of such intent to dissolve shall have been published and disseminated to all members of Northshore Senior Center, and the NPRSA (Northshore Park and Recreation Service Area). This also includes the paid staff and other NSC partners. This must take place not less than 30 days prior to the date of such meeting at which dissolution is to be voted upon.

B. In the event of such termination, dissolution or abandonment of the Northshore Senior Center, the assets after payment of debts shall be distributed at the direction of the Board to groups organized and existing, whose purposes are the same or similar to those of the Northshore Senior Center, and whose purposes are exclusively charitable and non-profit.

Dated this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

\_\_\_\_\_Secretary



## SCHEDULE A

### HISTORY:

- NSC Incorporated, June 26, 1972
- Articles revised and By-Laws adapted, September 1976
- Articles revised and By-Laws adopted, August 13, 2012
- Revised and accepted by Board approval on June 9, 2014
- Last revised and accepted by Board approval on **ADD NEW DATE HERE**