

# NORTHSHORE SENIOR CENTER BYLAWS

## SECTION 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 purposes of the organization are:
  - a. To provide and coordinate services to promote the health, well-being and independence of older adults.
  - b. To engage in other activities exclusively for charitable, educational or other purposes as these terms are defined for Section 501(c) (3) of the Internal Revenue Code, as amended from time to time, and any corresponding provision of a subsequent law (hereinafter referred to as the "Internal Revenue Code") .
  - c. Notwithstanding any other provision of the Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under Sections 501(a) and 501(c)(3) of the Internal Revenue Code.
- C. Service Area: The service area is generally defined as the Northshore School District No. 417 plus the City of Mill Creek to the north, the City of Kirkland to the south, the community of Lake Forest Park to the west, and any other locations determined by the board. Membership shall not be confined to residents living in the near proximity to the above-mentioned boundaries.
- D. The primary administrative office is at 10201 E. Riverside Drive, Bothell, WA 98011 and the Registered Agent is the organization's Chief Executive Officer.
- E. Physical locations include the Mill Creek Senior Center, Kenmore Senior Center, Bothell Senior Center, and the Health and Wellness Center.
- F. 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 a limited part of its activities for lobbying purposes (including the publishing or distribution of statements) or otherwise attempting to influence legislation that is consistent with the interests of the organization and so long as the restrictions of the activity is in compliance with the laws and regulations of the Internal Revenue Code as they apply to tax exempt 501(c)(3) organizations. However, the Corporation may not participate or intervene in (including the publishing or distribution of statements) any political or judicial campaign, any political party, or on behalf of any candidate for public office.

## **SECTION II. GOVERNANCE**

- A. 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 NSC’s mission. Unless otherwise stated, each committee will elect its own chair. All matters of governance shall comply with the Washington Nonprofit Statute (Revised Code of Washington (RCW) 24.03A and the Internal Revenue Code.

## **SECTION III. 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 \$30,000 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.
4. The CEO shall have the authority to sign contracts and enter into agreements on behalf of NSC. 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

is responsible for setting the compensation for the CEO.

5. 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.
6. 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.
7. All Board members must sign conflict of interest and a non-disclosure form annually.

## B. COMPOSITION

1. NSC's objective is to have active, engaged Board Members who will 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. ELECTION OF DIRECTORS: The board will adopt a process for identifying and recruiting new board members. A candidate for the board is elected to the board by a simple majority vote of the already elected board members.
5. MEMBERSHIP; SERVICE. Upon election all board members must become dues paying participants at NSC. Members of the board shall be eligible to serve two consecutive terms.
  - a. Upon completion of two consecutive terms, the Member's term on the Board shall cease.
  - b. A member may be eligible for a new Board election of one term of three years not less than one year following expiration of his/her final term.

6. 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.
7. 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.

#### C. 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 and given to each Board member.
2. All meetings of the Board are open to NSC program participants and to the public; provided, however, any Executive Session of the Board shall be closed from the NSC program participants, staff, 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. In event of a special meeting being called, each Board Member must be notified by telephone if written notice cannot be assured.

#### D. QUOROM

1. A quorum (greater than 50%) shall be convened upon the appearance, either in person or by electronic communication that can be heard by all participants, of more than one-half of the then current Board Members.

#### E. VOTING

1. Unless otherwise stated in the Articles of Incorporation or these bylaws, 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.

#### F. ACTIONS BY WRITTEN CONSENT

1. 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 the event of such a vote, each Board Member must be notified. 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.

#### G. INDEMNIFICATION OF DIRECTORS AND OFFICERS

1. 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.

### **SECTION IV. OFFICERS AND THEIR DUTIES**

#### A. EXECUTIVE OFFICE

1. The Board shall maintain certain standing Executive Officers. Executive

Officers shall consist of a President, a Vice President, a Secretary, a Treasurer, and a Past President or an At-Large Board Member. Each officer position shall be nominated by the Board and elected by a majority vote of the board members.

#### B. SELECTION OF OFFICERS

1. The outgoing Board President shall solicit nominations for an ad hoc 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.
2. 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.
  - a. Officer 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.
  - b. 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:

1. The EXECUTIVE COMMITTEE shall be composed of the Executive Officers of the Board. The Executive Committee shall create 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 and not otherwise limited by law.
2. All Officers shall fulfill the general duties of their office.
3. 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.
4. 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.
5. 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.
6. 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.
7. At-Large Board Member: Past President or other experienced Board member serves on the Executive Committee.
8. 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.

## **SECTION V: COMMITTEES**

The board may authorize committees as follows:

- A. BOARD COMMITTEES: Board committees, including the executive and standing committees must be made of not fewer than two (2) members of the board of directors.
- B. ADVISORY COMMITTEES: The Board may, from time to time, develop advisory committees or councils as needed to serve to advise the board and need not be limited to members of the board. Such committees may advise the board, but committee action is limited to the authorization of the board. When created, the Board will create a Charter to support the operations of the committee.
- C. COMMITTEE LIMITATIONS: No committee, Board or Advisory, may:
  - a. Authorize distributions;
  - b. Adopt, amend, alter, or repeal bylaws;
  - c. Elect, appoint, or remove any member of any committee of the board

- or any director or officer of the corporation;
- d. Amend the articles;
  - e. Adopt a plan of merger with another corporation;
  - f. Adopt a plan of domestication, for-profit conversion, or entity conversion;
  - g. Authorize the sale, lease, or exchange of all or substantially all of the property and assets of the corporation not in the ordinary course of business;
  - h. Authorize the voluntary dissolution of the corporation or revoke proceedings thereof;
  - i. Adopt a plan for the distribution of the assets of the corporation; or
  - j. Amend, alter, or repeal any resolution of the board, unless the resolution provides by its terms that it may be amended, altered, or repealed by a committee.

#### **SECTION VI: 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.
- B. Notice of any proposed amendments shall be made available to the clients at least 25 days before the meeting at which time the vote is to be taken. The notice to the clients 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.
- C. The approval of two thirds of the members of the Board shall be required to amend the Bylaws. Amendments shall take effect immediately upon such approval.

#### **SECTION VII. PARLIAMENTARY AUTHORITY**

- A. 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.

### SECTION VIII. 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 NSC clients, and the NPRSA (Northshore Park and Recreation Service Area) including 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 9<sup>th</sup> day of August, \_\_\_\_\_.

Barbara A. Anderson Secretary

## **SCHEDULE A**

### **HISTORY:**

- **Articles revised and By-Laws adopted, 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 May 21, 2018**
- **Last revised and accepted by Board approval on July 23, 2019**
- **Last revised and accepted by Board approval on March 24, 2020**
- **Last revised and accepted by Board Approval on December 1, 2021**
- **Accepted by Board approval on December 13, 2022**
- **Last revised and accepted by Board Approval on June 26, 2023**