

# **BYLAWS OF SENIOR ACTION NETWORK OF EASTERN WASHINGTON**

## **Article I General Matters**

### **1.1 Statutory Registered Office and Agent:**

The address of the registered office of the corporation shall be 9221 E. Wabash Rd. Spokane, WA 99206, and the registered agent at such address shall remain that which is registered with the Secretary of State.

### **1.2 Other Offices:**

The corporation may have such other offices, either within or without the state of incorporation, as the Board of Directors may from time to time designate.

### **1.3 Fiscal Year:**

The corporation's fiscal year shall end on December 31 of each calendar year.

### **1.4 Corporate Logo:**

The corporation may at its option have a logo.

## **Article II Membership**

### **2.1 Membership Qualifications:**

The terms of membership in Senior Action Network of Eastern Washington shall be as follows:

Membership shall be open to any and all persons or entities who support the Senior Action Network of Eastern Washington in their mission statement and pays any membership fee as may from time to time be determined by the Board of Directors by resolution.

2.2 **Annual Meetings:**

An Annual Membership Meeting shall occur on the third Tuesday of January of each calendar year.

2.3 **Regular Meetings:**

Regular meetings shall be held monthly on the third Tuesday of each month unless otherwise specified

2.4 **Special Meetings:**

Special meetings of the members may be called at any time by the President or by the Board of Directors or upon written request by a majority of the members who are entitled to vote, with the term majority being defined as the number of members necessary to represent more than one half of total membership.

2.5 **Notice of Special Meetings:**

Written notice of each meeting of the members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, faxing or emailing a copy of such notice, at least seven (7) days before such meeting to each member entitled to vote. Such notice shall specify the place, day and hour of the meeting and in case of special meeting, the purpose of the meeting.

2.6 **Proxies:**

At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary.

## **Article III**

### **Board of Directors/Task Force**

3.1 **Number, Tenure and Qualifications:**

The number of directors of the corporation shall be a minimum of seven, inclusive of officers. Board members must have current membership throughout tenure. Officers can only be elected from current sitting Board Members.

3.2 **Election-Term of Office:**

The directors and officers shall be elected by the general membership at the membership meeting held in November, to hold office until the next annual membership meeting for a period of two years or until their respective successors are elected. In the event of failure to hold an election of directors at any annual membership meeting, or failure to hold any annual membership meeting, the election of directors may be held at a special meeting of the membership called for that purpose. The President shall remain on the Board for a transitional year.

3.3 **Annual:**

The location, day and hour for the annual meeting of the board directors, called the task force, for the election of directors and for the transaction of such other business to be held annually in January.

Other regular meetings of the Board of Directors may be held at such place and on such day and hour as shall from time to time be fixed by resolution of the Board, without notice other than such resolution.

3.4 **Vacancies:**

Except as otherwise provided by law, vacancies on the Board, and newly created directorships resulting from any increase in the authorized number of directors, shall be filled by the affirmative vote of a majority of the general membership. A director elected to fill a vacancy shall be elected for the remaining term of his or her predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may be filled by the Board of Directors for a term of office continuing only until the next election of directors by the directors.

3.5 **Resignation:**

A director may resign at any time by delivering written notice of his or her resignation to the Secretary of the corporation, or if the Secretary cannot be found, to the President or registered agent of the corporation. The resignation shall be effective upon receipt or as specified in the letter of resignation by the Secretary, President or registered agent as the case may be.

3.6 **Powers:**

The business and affairs of the Association shall be managed by the Board of Directors. The Board of Directors shall exercise all of the powers of the corporation. The Board may adopt such rules and regulations for the conduct of its meetings and the management of the corporation as it may deem proper and which are not inconsistent with statute, the Articles of Incorporation, or these Bylaws.

3.7 **Executive:**

No committee shall have the authority of the Board of Directors to amend the Articles of Incorporation, adopt a plan of merger or consolidation, or amend the Bylaws of the corporation. The designation of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

3.8 **Special Meeting:**

Special meetings of the Board of Directors may be held at any time whenever called by President, Vice President, Secretary, or one-third of all the directors of the Association.

3.9 **Notice of Meetings:**

Notice of any meeting of the Board of Directors need not be given to any director if it is waived by him or her in writing or via email, whether before or after such meeting is held, or if he or she is present at such meeting. Attendance of a director at a meeting shall constitute a waiver of notice of such 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, and he or she gives written notice of his or her objection to the Secretary prior to the commencement of the meeting.

3.10 **Quorum:**

A majority of the directors, represented in person, shall constitute a quorum for the transaction of business, with the term majority being defined as the number of directors necessary to represent more than on half of the total number of directors. Each director shall be entitled to one vote. If a quorum is present, the act of the majority of the directors present shall be the act of the Board. The directors present at a duly organized meeting may continue to transact business until adjournment even though a sufficient number of directors have withdrawn that the remaining directors no longer constitute a quorum. If at any meeting of the Board there shall be less than a quorum present, a majority of those present may adjourn the meeting from time to time until a quorum is obtained.

3.11 **Action Without a Meeting:**

Any action taken or to be taken at a meeting of the directors or of a committee may be taken without a meeting if a consent in writing setting forth the action so taken or to be taken shall be signed by all of the directors, or all of the members of the committee, as the case may be. Such consent shall have the same effect as a unanimous vote, and shall be inserted in the minute book as if it were the minutes of a Board meeting.

3.12 **Presumption of Assent:**

A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporation matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

## **Article IV**

### **Officers**

4.1 **Officers:**

The officers of the corporation shall be a President, at least one Vice President, a Secretary and a Treasurer. The officers shall be elected at the annual meeting of the general membership, or any special meeting called for such purpose.

4.2 **President and Vice President:**

The President and Vice President shall have the usual executive powers, including the general supervision, direction and control of the business of the corporation and the responsibility to carry out the resolutions adopted by the Board of Directors, subject at all times and in all matters to the direction and control of the Board of Directors. The President shall preside at meetings of the Board of Directors.

4.3 **Secretary:**

The Secretary shall give, or cause to be given, notice of all meetings of the directors, and all other notices required by statute, the Articles, or these Bylaws. He or she shall record all of the proceedings of the meetings of the directors in a proper corporation minute book. If the corporation has a logo, the Secretary shall have custody of it and shall affix it to all proper corporation documents and instruments, and when so affixed shall attest the same. He or she shall also perform such other duties as may be assigned to him or her by the President or the Board of Directors.

4.4 **Treasurer:**

The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate account of receipts and disbursements in books belonging to the corporation. He or she shall deposit all monies and other valuables in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors, or the President or Vice President taking proper vouchers for such disbursements. He or she shall render to the President/Vice President and Board of Directors at the regular meetings of the Board of Directors, or whenever they may request it, an account of all his or her transactions as Treasurer and of the financial condition of the corporation. If required by the Board of Directors, he or she shall agree to having a bond issued for the faithful discharge of his or her duties in such amount and with such surety as the Board shall prescribe (see 4.9). The Treasurer shall also perform such other duties as may be assigned by him or her by the President/Vice President or the Board of Directors.

4.5 **Vacancies:**

Vacancies in any office arising from any cause may be filled by majority vote of the Board of Directors at any meeting of the directors.

4.6 **Other Officers and Agents:**

The Board of Directors may appoint such other officers and agents as it shall deem necessary or expedient, who shall hold their offices for such terms, and shall exercise such powers and perform such duties, as shall be determined from time to time by the Board.

4.7 **Salaries:**

No salaries shall be paid to any officer and all Board positions are volunteer positions.

4.8 **Removal:**

Any officer, agent or affiliate of the corporation may be removed by a unanimous vote of the Board of Directors whenever in its judgment the best interests of the corporation will be served.

4.9 **Fidelity Bonds:**

The Board may require some or all of the directors, officers, and agents of the corporation to furnish adequate fidelity bonds in such amount and with such surety as the Board shall prescribe. The premiums on such bonds (including those required to be furnished by the Treasurer and Assistant Treasurer) shall be paid by the corporation.

## **Article V**

### **Indemnification of Officers, Directors, and Agents**

5.1 To the fullest extent permitted by the Washington Nonprofit Corporation Act, RCW 24.03, the personal liability of a director to the corporation shall be eliminated and the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a director, officer, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, or agent of another corporation, trust or other enterprise; against expenses (including attorneys' fees), judgments, fines, penalties, and amounts paid in settlement, actually and reasonably incurred by him or her, in connection with such action suit or proceeding, to the full extent allowed by applicable law.

5.2 Reasonable expenses incurred by a director, officer, or agent who is a party to a proceeding may be paid or reimbursed by the corporation in advance of the final disposition of such proceeding:

Upon receipt by the corporation of a written undertaking by or on behalf of the director, officer, or agent to repay such amount if it shall ultimately be determined that such person has not met the standard of conduct necessary for indemnification by the corporation as authorized by this section; and either:

- i. After a determination that the information then known to those making the determination (without undertaking further investigation for the purposes there of) does not establish that indemnification would not be permissible under applicable law; or
- ii. Upon receipt by the corporation of a written affirmation by the director, officer, or agent of his or her good faith belief that he or she has met the standard of conduct necessary for indemnification by the corporation as authorized in this Article; and

The undertaking required by paragraph 1 of this subsection shall be an unlimited general obligation of the director, officer, or agent, but need not be secured and may be accepted without reference to financial ability to make the repayment.

5.3 The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, or agent of the corporation.

5.4 Any indemnification of a director in accordance with this Article, including any payment or reimbursement of expenses, shall be reported to the Board of Directors with the notice of the next directors' meeting or prior thereto in a written report containing a brief description of the proceedings involving the director being indemnified and the nature of such indemnification.

## **Article VI**

### **Amendment of Bylaws**

6.1 These Bylaws may be amended, altered, repealed or new Bylaws adopted by the unanimous affirmative vote of the whole Board of Directors at any regular or special meeting of the Board, if notice of the proposed alteration or amendment is contained in the notice of the meeting.

## **Article VII**

### **Miscellaneous**

7.1 **Rules of Order:**

The rules contained in the most recent edition of Robert's Rules of Order, Revised, shall govern all meetings of directors where those rules are not inconsistent with statute, the Articles of Incorporation, these Bylaws or special rules of order of the corporation.

7.2 **Books and Records:**

- i. Records of corporation meetings. The corporation shall cause to be kept complete records of all the proceedings of the Board of Directors.
- ii. Copies of Resolutions. Any person dealing with the corporation may rely upon a copy of any of the records of the proceedings, resolutions, or votes of the Board of Directors when certified by the President or Secretary.
- iii. Books of Account. The corporation shall keep appropriate and complete books of account.

7.3 **Loans:**

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances. No loans shall be made to directors or officers of the corporation.

7.4 **Deposits:**

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board may elect.

7.5 **Checks:**

All checks, drafts or other orders for the payment of money notes or other evidence of indebtedness issued in the name of the corporation shall be signed by one officer of the corporation and in such manner as shall be determined from time to time by resolution of the Board of Directors.

## **Article VIII** **Code of Ethics**

8.1 **Pledge:**

I pledge that as a service provider to seniors and as they are a vulnerable population, I will maintain the highest integrity and ethics in dealing with them. I understand my membership in SANEWA will be forfeited if I am found to be behaving in unethical ways and exploiting seniors in any capacity.

Further, I pledge that if I am a mandatory reporter as described in WAC 388-76-10673, if I see another service provider in senior services behaving in the ways described in this WAC, I will make a report. To make a report to Adult Protective services, the link is:

<https://www.dshs.wa.gov/altsa/home-and-community-services/report-concerns-involving-vulnerable-adults>

To make a report by phone, call 1-877-734-6277

I can also make an anonymous report to any member of the SANEWA board, so that our greater SANEWA community remains ethically above reproach.