

# **BY-LAWS OF THE SAGEBRUSH SENIORS OF GRANT COUNTY**

## **ARTICLE I NAME & PURPOSE**

The name of this non-stock, non-profit Corporation shall be "SAGEBRUSH SENIORS OF GRANT COUNTY, located in Desert Aire, Grant County, Washington at 441 Desert Aire Drive South, Mattawa, WA 99349 which shall be referred to in these By-laws as "Corporation".

The purpose of the Corporation is to promote interest in the Senior Citizens programs, recreation, meals, transportation and other activities. Our intention is to operate, maintain, and expand the Senior Center.

## **ARTICLE II MEMBERSHIP AND DUES**

Any person, regardless of race, color or creed, age 55 and over, and their spouse, is eligible for membership in the Corporation. Other individuals over the age of 50 may become a non-voting associate member. Voting rights and services are available only for members who have paid dues. To hold an office in the Corporation an individual must be a member in good standing and current in payment of dues.

The amount of dues charged for a membership shall be established at the annual meeting. Dues are payable on January 1 for the ensuing year. Any individual who has not paid their dues by April 1 of each year will automatically be terminated from membership.

## **ARTICLE III OFFICER**

The officers of the Corporation will be a President, Vice-President, Secretary and Treasurer. They shall be elected by the Board of Directors. The Board of Directors will consist of nine (9) directors. All directors shall serve as volunteers without compensation. The affairs of this Corporation shall be managed by the Board of Directors herein called "The Board".

The newly elected Board of Directors shall organize at the close of the regular December Board meeting.

## **ARTICLE IV MEETING**

The fiscal year of the Corporation shall commence on the 1<sup>st</sup> day of January each year.

The annual Corporation meeting shall be the November Meeting for the purpose of advising the members of the Corporation's activities of the previous year and anticipated activities. Also, the Corporation shall transact such other business as may come before it. The election of the Board shall occur at the annual meeting. Dues for the coming year shall be established and announced at the annual meeting.

General membership meetings will occur at the monthly potluck meetings as needed.

Special meeting of the membership may be called by the president, vice-president or the secretary.

The Board shall meet on the first Monday of each month and the meeting of the general membership will be on the second Thursday of each month. If the first Monday of the month is a holiday the Board will meet on Tuesday of that week.

Notice of other than regular meetings may be given to all members orally, in person, telephone, or by e-mail in place of other prescribed notices.

The form of the verbal notice will be prepared in writing and be read into the minutes of the meeting. No notice shall be required of all regularly scheduled Board meetings, general membership meetings or the annual meeting.

Monthly and annual minutes will be published in the newsletter. These are available on the website or by mail if requested.

## **ARTICLE V** NOMINATING COMMITTEE AND ELECTION

The President shall appoint a nominating committee, which will be announced at the September general meeting. A committee of three or more will be appointed for the purpose of presenting a slate of candidates for the election to the Board. The nominating committee shall make a report at the October and November meeting when there shall be an opportunity for nominations from the floor.

The Board will be elected at the annual meeting in November to take office at the first Board meeting in January.

At only the November 1996 election, there will be nine (9) directors elected. The three directors receiving the most votes will serve for three (3) years, the next three receiving the most votes will serve for two (2) years; the three remaining will serve for one (1) year.

Thereafter, three directors shall be elected each year for a three (3) year term. Each director will be limited two (2), three (3) year terms.

The Board will, by appointment, fill all interim vacancies of directors.

There shall be a limit of one (1) person per family at any given time to serve as a director.

Any member of the Board may be removed for cause by a majority vote of the membership entitled to vote, such vote being held at the regular or special meeting.

## **ARTICLE VI** VOTING

A majority of the votes entitled to be cast by members present at a meeting at which a quorum (10% of paid membership) is present shall be necessary for adoption of any matter voted upon by the members. Members not present can vote by absentee ballot. Each member eligible to vote will receive a ballot.

## **ARTICLE VII** LOANS

No loans shall be contracted on behalf of this Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the member-

ship. No loans shall be made by the Corporation unless approved by the vote of a majority of the votes in attendance at the meeting upon which the matter is considered.

### **ARTICLE VIII** **BOARD OF DIRECTORS**

The Board will carry out the business of this Corporation. The Board will have the power to approve and spend sums up to \$1,000.00 (one thousand dollars). Sums in excess of \$1,000.00 (one thousand dollars) must have approval of a majority of the total membership present at that general meeting. A quorum for the conduct of business will be five of its' nine members, and a majority vote of those present shall govern.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by two (2) directors, President and Treasurer or designees of the Corporation and in the manner as shall from time to time be determined by resolution of the Board.

### **ARTICLE IX** **COMMITTEES**

All committees shall be appointed by the President. The Board may overrule any decision of the President, and the members may overrule any decision of the President or the Board.

### **ARTICLE X** **OFFICERS' DUTIES**

The President shall preside over meetings of the members and of the Board. The President and/or Secretary shall sign and execute all official papers in behalf of the Corporation when such action has been approved by the Board. The President shall perform such other duties as prescribed by the Corporation.

The Vice President will perform the duties of the President whenever the President is absent or unable to perform and other duties as deemed necessary.

The Secretary shall keep a complete record of all meetings, keep on file all official records of the Corporation, and prepare and file all required reports to State, Federal or other authority. The Secretary will maintain the roster of membership. Upon election or appointment of a successor, all books, records, and property of the Corporation will be turned over to the successor.

The Treasurer will receive and record all net receipts of the Corporation, issue receipts for gifts or other income, and disburse funds for approved expenditures of the Corporation as recorded in the official minutes. The Treasurer shall make a monthly financial report. The Treasurers' books will be open for inspection at all times, and be audited annually no later than February 16<sup>th</sup>. Upon election or the appointment of a successor, all books, records and property of the Corporation will be turned over to the successor.

Any director, who misses three (3) consecutive meetings of the Board, unless excused by the Board, shall automatically forfeit their office. The vacant position will be filled as prescribed in Article V of these By-laws.

**ARTICLE XI**  
**STATUS**

This Corporation has been granted non-profit status and shall comply with all State of Washington and all Federal laws that apply in this regard. A non-profit tax identification number from the Internal Revenue Service is filed. An IRS report #990 must be filed annually, or as required by law.

References shall be made to RCW Ch. 24.03, the Article of Incorporation, these By-laws, and Robert's Rules of Order, in that order of preference, for the conduct of all business and meetings.

**ARTICLE XII**  
**RESPONSIBILITY**

The facilities of this Corporation are for use by members and their guests at their own risk.

**ARTICLE XIII**  
**AMENDMENTS**

These By-laws may be amended at a regular meeting of the members with approval of two-thirds (2/3) of the vote entitled to be cast by members present, or absentee ballot, at the second reading of the proposed amendment. First and second readings shall be at consecutive regular meetings of the members.

The majority vote of the Board shall decide all questions of interpretation of these By-laws.

Amended this 13<sup>th</sup> day of October, 2011 by majority vote.

Kathy Meredith,  
Secretary