

LA PINE SENIOR CITIZENS, INC
LA PINE SENIOR ACTIVITY CENTER
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AMENDED AND RESTATED BYLAWS

The Board of Directors and the Members amended and restated the Bylaws of the La Pine Senior Citizens, Inc., in its entirety by the adoption of these First Amended and Restated Bylaws of the La Pine Senior Citizens, Inc. on the ____ day of _____, 20__.

Article I

Organization

Section 1. The name of the organization shall be LA PINE SENIOR CITIZENS, INC.

Section 2. The La Pine Senior Citizens, Inc. is a not-for-profit organization incorporated May 28, 1986 under the Oregon Statutes governing not-for-profit organizations.

Section 3. The La Pine Senior Citizens, Inc., is designated a tax exempt organization by the Internal Revenue Service with a 501c3 designation.

Section 4. The La Pine Senior Citizens, Inc., shall be governed by a Board of Directors who shall manage the business of the organization.

Section 5. The fiscal year shall be May 1 through April 30 of each and every year.

Section 6. Unless the articles of Incorporation provide otherwise, this Corporation has perpetual duration and succession in its corporate name and has the same powers as an individual to do things necessary or convenient to carry out its affairs.

Article II

Purpose

Section 1. To develop and maintain an active senior citizen program in the greater La Pine area which includes southern Deschutes and northern Klamath counties. To encourage older adults to use their skills, develop their potential and continue their involvement in our community. To promote independent living for senior adults so as to maintain their visibility and contributions to our community.

Section 2. To add to the quality of life for seniors by creating senior programs that will be inviting, enjoyable, including recreational activities, entertainment and informational programs on nutrition, health and welfare programs.

Section 3. To develop volunteer opportunities for all interested individuals in all aspects of our program.

Article III

Objectives

Section 1. This organization shall strive to be financially self-supporting.

Section 2. To foster community awareness of senior citizen needs, interests and attitudes.

Section 3. To assist staff in developing fiscal resources to operate and maintain the La Pine Senior Activity Center and its programs.

Section 4. To assist staff with monitoring and evaluating ongoing senior programs.

Article IV

Membership

Section 1. Membership in this organization shall be open to any United States Citizen or legal resident of the United States, **who has attained the age of 50 years**, without regard to race, creed or national origin.

Section 1 amended as follows:

Section 1. Membership in this organization shall be open to any United States Citizen or legal resident of the United States, without regard to race, creed or national origin.

Insert Section 2:

Section 2. Subject to these Bylaws, all members have the same rights and obligations.

Section 3. An application for membership shall be required of each person seeking membership. The application must include the following information: Applicants full name, current address, telephone number, emergency contact, date of birth, marital status and such other information deemed necessary by the Board of Directors.

Section 4. Each member shall be required to pay dues annually in the amount set by the Board of Directors.

Section 5. Dues may be paid in advance at any time a member desires to do so.

Section 6. Any member who fails to pay dues due within 3 months shall be regarded as "Inactive". At the end of one year the member shall be dropped from the rolls and must reapply for membership.

Section 7. Each member's membership is dependent upon the members compliance with the Code of Conduct and all other rules and regulations as set by the Board of Directors and those rules may be modified from time to time by the Board of Directors.

Section 8. A member may resign at any time. The resignation of a member does not relieve the member from any obligation the member may have to the Corporation prior to resignation.

Section 9. Any member (and his or her membership) may be suspended or terminated for cause. Sufficient cause exists if a member fails to follow the Code of Conduct or fails to perform any member obligation.

Article V

Meetings

Section 1. The annual membership meeting shall be held during the first 14 days of May each year. If it is not possible for some reason to meet the first

14 days in May, the Board of Directors shall set the meeting not more than 2 weeks after the end of the first week in May.

Section 2. At the written request of 10% of the members in good standing or a majority of the Board of Directors, a special meeting of the membership may be called and must be held within 45 days of receiving the request.

Section 3. A notice shall be delivered to each member 30 days prior to the annual membership meeting or any special called meetings of the membership. Such notice may be delivered by United States mail, electronic mail or may be hand delivered. When hand delivered a member must sign acknowledgement or receipt of the notice.

Section 4. All meetings of the La Pine Senior Citizens, Inc. or its Board of Directors shall be at the La Pine Senior Activity Center, 16450 Victory Way, La Pine, Oregon or at such other place designated by the Board of Directors.

Section 5. The Board of Directors shall meet at least once every month to conduct the business of the La Pine Senior Citizens, Inc.

Section 6. The presiding officer shall be the Chairman, Vice Chairman or such other member designated by the Chairman or the Board of Directors.

Section 7. A quorum at the Annual Meeting or any called special meeting shall be 10% of the members in good standing. Absentee ballots shall be counted as part of the quorum.

Section 8. The election of the Board of Directors at the annual meeting shall be by secret ballot. All other votes may be by voice or by raising of hands. The election of the Board of Directors shall be conducted by an Election Committee consisting of three members in good standing who shall prepare, distribute and count the ballots and report in writing, and said report read to the membership at the Annual Meeting. A copy of the report shall be filed with the minutes of the Annual Meeting as an attachment.

Section 9. If a member in good standing has good reason he or she cannot attend the Annual Meeting, he or she may obtain an absentee ballot from the Election Committee or the Election Committee's designated Director no more than seven days prior to the Annual Meeting. The ballot must be completed in the presence of the Election Committee or designated Director, and placed in a locked ballot box. The ballot box shall not be opened until after the election is complete.

Article VI

Board of Directors

Section 1. Any member who has belonged to the La Pine Senior Citizens, Inc., for a period of **one year (12 months)** and is qualified every other way may be nominated and/or elected to the Board of Directors. All Directors shall reside in the La Pine area which includes southern Deschutes and northern Klamath counties.

Section 1. amended as follows:

Section 1. Any member who has belonged to the La Pine Senior Citizens, Inc., for a period of 30 days and is qualified every other way may be nominated and/or elected to the Board of Directors. All Directors shall reside in the La Pine area which includes southern Deschutes and northern Klamath counties.

Insert new Section 2

Section 2. The Board of Directors will consist of 5 membership elected Board members. The Board will appoint two (2) additional Board members with the option of an additional two (2) appointed members. This will bring the total to a maximum of nine (9) Board members (5 membership elected and 4 appointed).

Section 3. The term of office for a member of the Board of Directors shall be three years. At each Annual Meeting, three members shall be elected to the Board of Directors, replacing the three members of the Board of Directors whose term has expired. Should more than three names be listed on the ballot the three with the highest number of votes shall be declared elected and the remaining names shall be alternates and shall be appointed to fill any vacancy which should occur on the Board of Director. The candidate receiving the next highest number of votes shall be appointed to fill the vacancy.

Section 3 amended as follows:

Section 3. Membership elected Board Members shall serve for a three (3) year term with an option of an additional three (3) year term. Once a Board member has served a consecutive six (6) year term, the aforementioned Board members cannot run again until one full year has elapsed since the end of the consecutive six (6) year

term. Appointed Board members (maximum of 4) shall serve a term of two (2) years measured from their appointment. These appointed Board members serve at the discretion of the elected Board, who reserve the right to terminate by their majority vote, an appointed member's representation on the Board.

Insert new Section 4

Section 4. At each Annual Membership Meeting or called special meeting, any Board of Director who's term is expiring and not restricted by term limitations, may submit his/her name for re-election to the Nomination/Election Committee.

Insert new Section 5

Section 5. All Board of Director voting shall be conducted by secret ballot and the Nomination/Election Committee will tally, record and report the election results. Should more nominees than board vacancies appear on the ballot, the nominees with the highest number of votes will be declared elected and fill the vacant positions. Should a vacancy occur on the Board prior to the end of a Board member's term, the nominee with the next highest vote count shall be appointed to fill the vacancy and term balance.

Section 6. Should there be no alternate candidates for a vacancy on the Board of Directors or an alternate will not serve on the Board of Directors, the resulting vacancy shall be filled from the qualified good standing membership of the La Pine Senior Citizens, Inc. by majority vote of the Board of Directors.

Section 7. A member of the Board of Directors whose term is expiring may request the Nominating Committee place his or her name on the ballot for re-election to the Board of Directors. A Directors term is limited to six consecutive years. After serving 6 consecutive years on the Board of Directors, he or she shall not be eligible to be nominated or serve on the Board of Director for one year.

Delete section 7 now incorporated into New Section 3

Section 8. The Board of Directors may appoint a member from the La Pine community to serve in an advisory capacity to the Directors. The appointee should be a respected member of the community.

Section 9. No member of the Board of Directors may accept compensation of any kind from the La Pine Senior Citizens, Inc. or the La Pine Senior Activity Center.

Section 10. Any member of the Board of Directors may be removed from office, if absent from three regularly scheduled monthly meetings without being excused by the Chairman or presiding officer, for violating the Code of Conduct or for illegal activities that may result in incarceration.

Article VII

Officers

Section 1. The business of the organization shall be managed by the **"five"** **amend with "seven"** elected or appointed Board of Directors. All Directors shall reside in southern Deschutes or northern Klamath counties serve by the La Pine area.

Section 2. The Board of Directors shall elect a Chairman, Vice Chairman, Recording Secretary and Treasurer at their first regular meeting following the annual election of officers, and any other office deemed necessary by the Directors to carry out the business of this organization.

Section 3. The Secretary and Treasurer may be elected, if qualified, from the Board of Directors or the Board of Directors may elect a qualified good standing member of the organization to serve as Recording Secretary or Treasurer. If elected from the membership they will not be voting members of the Board.

Section 4. The Recording Secretary and the Treasurer shall serve at the pleasure of the Board and may be replaced at any time by a vote of the Board.

Section 5. The signature of the Chairman and Recording Secretary shall be required on all legal contracts that obligate the La Pine Senior Citizens, Inc. financially.

Section 6. The Board of Directors shall handle all grievances in an executive session. Any grievance brought before the Board must be in writing.

Section 7. No member of the Board may vote on any issue in which the Director may benefit from, financially or in any other way.

Article VIII

Board of Director Meetings

Section 1. The Board of directors shall meet at least once each month. The time and place of the meeting shall be set in advance **and notice given in the monthly Senior Activity Center publication.**

Section 1 amended as follows:

Section 1. The Board of directors shall meet at least once each month. The time and place of the meeting shall be set in advance.

Section 2. If the Board calls a special meeting, notice shall be posted at the Senior Center, sent by email or by phone message to those with email stating the date, time, place and subject of the special meeting.

Section 3. Any member in good standing may attend any meetings of the Board of Directors, except for Executive Sessions.

Section 4. All deliberations of the Board of Directors unless otherwise addressed shall be governed by Robert's Rules of Order, the Policy manual and Code of Conduct.

Section 5. All votes shall be by show of hands or by voice unless a member of the Board requests a vote by ballot. In event of a vote by ballot, ballots shall be distributed at the meeting and the ballots opened and results recorded in the presence of all the Directors present.

Section 6. At any meeting of the Board of Directors a quorum shall be a majority of the Board.

Article IX

Employment

Section 1. The Board may contract for services necessary to conduct the business of the La Pine Senior Citizens, Inc. and negotiate the terms and conditions of the service provided.

Section 2. The Board, at their option, may employ such individuals needed to conduct the business of the La Pine Senior Citizens, Inc. and negotiate the terms and conditions of employment.

Article X

Amendments to the Bylaws

Section 1. These bylaws may be amended or repealed by the Board at any time subject to a vote of the membership of this organization.

Article XI

Dissolution

We will obtain the advice of an attorney before dissolution of the organization as State and Federal regulations are constantly changing.

Ratified on the ____ day of _____ 20__.