

BY-LAWS OF HOMER SENIOR CITIZENS, INC.

ARTICLE I

NAME AND OFFICE

The name of this organization shall be Homer Senior Citizens, Inc. a non-profit 501c3 organization and is incorporated in the State of Alaska.

The principal office of the corporation, Homer Senior Citizens, Inc. shall be located in the Senior Citizens Center at 3935 Svedlund Street in the City of Homer, in the State of Alaska.

ARTICLE II

PURPOSE

The purpose of Homer Senior Citizens, Inc. shall be to provide and operate facilities, programs and services that enhance the personal well-being and quality of life of our older citizens in the Homer area.

HSC will make decisions and plans based upon the mission statement to remain in compliance with the IRS Designation of a non-profit.

“To offer seniors “essential services” housing (assisted and independent), adult day services, nutrition, education, transportation, and social activities that promote independence and a healthy continuum of care.”

ARTICLE III

RESPONSIBILITIES

Section 1.

The Corporation shall at all times meet the requirements, comply with policies and maintain standards as established by its funding agencies.

Section 2.

The Corporation shall see that funds necessary to finance its work are secured in accordance with the policies of the Corporation and its funding agencies.

Section 3.

There shall be prepared and made available a duly audited financial statement at the time and in the manner required by the funding agencies or more often if desired by the Board.

Section 4.

The Corporation shall hold title to all Homer Senior Citizens Inc. property, both real and personal, with complete authority for disposal of property in accordance with Article III of the Articles of Incorporation.

Section 5.

The title to personal property purchased by the Corporation with funds secured under a contract or grant from another agency shall conform to the terms of ownership and disposition included in the contract/grant or the policies of the contracting/granting agency.

Section 6.

All checks, drafts or orders for payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall require two signatures of officers or agents of the Corporation.

Section 7.

The Board of Directors may accept on behalf of the Corporation any combination gift, bequest or device for the general purpose or for any special purpose of the Corporation.

ARTICLE IV

MEMBERS

Section 1. Members

Any United States citizen fifty-five (55) years of age or older shall be eligible for membership regardless of race, origin, color or creed.

Any individual eighteen years of age or older shall be eligible to become an Associate Member of the Corporation.

Any business or corporation shall be eligible to become a Business Associate member of the corporation.

Section 2. Dues

Regular, Associate and Business Associate Membership in the Corporation shall be obtained by payment of dues any time during the fiscal year.

Dues are renewable January 1, annually and must be current for Regular Members to vote at any membership meeting of the Corporation or for Associate Members to attend any membership meeting of the Corporation.

The amount of dues for Regular Membership, Associate and Business Associate Membership shall be established in Board Policy.

Section 3. Voting

Regular Members shall have the right to one (1) vote on any matter brought before the membership at the annual meeting or at a special meeting.

Associate and Business Associate Members are supportive, therefore, do not have the right to vote on matters that shall come before the membership, but shall have the right to attend meetings and speak on issues that come before the membership.

Section 4. Membership Benefits

Regular, Associate and Business Associate Members shall have rights and benefits as adopted by the Board in Board Policy.

ARTICLE V

NOMINATIONS

Section 1.

The Corporation at its Annual Meeting shall nominate and elect up to five members of a nominating and membership committee. One member shall be appointed from the Board by the President of the Board and shall serve as Chairperson of the committee.

One member may be an Associate Member and will serve in an advisory role for a one-year term.

The nominating and membership committee shall serve for a term of one (1) year. No member shall serve more than three (3) consecutive years.

Section 2.

The nominating and membership committee shall interview the nominees for the board and submit its recommendations to the board for approval at least sixty (60) days before the annual meeting, for inclusion on the ballot.

This committee shall also interview the nominees for the Board and submit its recommendations to the board for approval for all vacancies occurring during the year.

Article VI

BOARD VACANCIES

Section 1.

Except as otherwise provided, any vacancies occurring in the board of directors, whether by resignation or removal, shall be filled by the majority vote of the remaining directors. In the event of the simultaneous resignation and/or removal of three or more directors, the membership shall hold new elections to fill those vacant positions on the board.

If at any time the number of board of directors is less than five, a special membership meeting must be called to fill those vacant positions. Those directors so elected by the board of directors or by the membership shall serve for the unexpired term of the director's predecessor in office. A vacancy must be filled within six months or at the next Annual meeting, whichever occurs first.

ARTICLE VII

ELECTIONS OF THE BOARD

(Annual Meeting or Special Meeting with the Membership)

Section 1.

Elections shall be by ballot. When there is only one nominee for office, a voice vote shall be in order.

Section 2.

In all elections, the privilege of nominating from the floor shall be allowed, provided the nominee consents and agrees to meet the requirements, stipulations, as stated in Article X, Section 1. of the By-Laws of Homer Senior Citizens, Inc.

Section 3.

Absentee ballots shall be opened and counted after the regularly cast ballots are tabulated. Only those absentee ballots received prior to the start of business will be counted.

ARTICLE VIII

OFFICERS

Section 1.

The officers of this Corporation shall be President, Vice-President, Secretary and Treasurer. Officers must be current members of the Corporation.

Section 2.

The officers shall be elected annually by the Board of Directors of the Corporation from within the Board for a term of one (1) year, and shall assume office immediately upon election.

A business meeting for the election of officers shall be held immediately following the adjournment of the annual meeting of the Corporation.

Section 3.

- a) The President shall be the chief corporate officer and shall perform all duties usually pertaining to the office and as directed by the majority of the Board and shall appoint with approval of the Board of Directors chairpersons of committees of the Board. The President shall submit an annual report to the members of the Corporation at the annual meeting. The President may assign duties to other officers.
- b) The Vice-President shall assist the President in the exercise of the President's duties and perform the duties of the president at all times when the president cannot give active service.
- c) The Secretary shall be responsible for the minutes of all meetings of the Corporation and the Board of Directors and perform other duties pertaining to that office.
- d) The Treasurer shall see that a full and accurate account is kept of all monies received and paid out and that sound internal fiscal controls are in

operation. The treasurer shall render reports to the board as required and at the Annual meeting. The treasurer shall see that all checks bear two signatures as determined by the Board of Directors.

ARTICLE IX

CORPORATE MEETINGS

Section 1.

The Annual Meeting of the Corporation shall be held on the third Thursday of May.

Notice of the Annual Meeting shall be advertised and posted not less than thirty (30) days prior to the meeting. Such notice shall include all items on the agenda requiring previous notice.

Section 2.

The purpose of the meeting shall be:

- to elect members of the Board of Directors,
- to amend By-Laws and Articles of Incorporation, as may be determined,
- to receive reports of the Offices and Board of Directors,
- to consider such other business as may come before the meeting.

Section 3.

The agenda shall be prepared by the Administration under the direction of the Board President. This shall not preclude introduction of other business from the floor, provided previous notice has been given to the Board ten (10) days prior to the meeting.

Section 4.

Special meetings of the membership may be called by the President or upon written request of three (3) Directors or five (5) percent of the total number of membership.

Notice of special meetings shall be advertised and posted not less than five (5) days prior to the meeting unless an item on the agenda requires a longer time for notice. No business shall be conducted except that mentioned in the call of the special meeting.

Section 5.

If a member believes they will be unavoidably absent on Election Day, or if they will be unable to be present at the polls because of physical disability, they may vote an absentee ballot.

There are three (3) methods to receive an absentee ballot:

1) Absentee voting in person, 2) By Personal Representative, and 3) By Mail.

Ten percent (10%) of current paid members of the Corporation shall constitute a quorum at any Annual or Special Meeting of the Corporation.

ARTICLE X

BOARD OF DIRECTORS

Section 1.

The Board of Directors shall be made up of nine (9) members who shall be elected at the annual meeting of the Corporation for a term of three (3) years, with three (3) members being elected each year. One member of the Board of Directors may be an Associate Member. The Board of Directors may appoint the immediate past president who is no longer on the board as a non-voting member.

Directors must be current paid members of the Corporation at the time of their election or appointment to vacancies and during their term of office, must follow all Board Policies and Procedures, must comply with all City, Borough, State and Federal regulations and statutes, and must adhere to all funding requirements.

Section 2.

The Board shall have the power to appoint non-voting members to an Advisory Committee. The term will be for one (1) year.

Section 3.

Regular meetings of the Board shall be held monthly or more often if required, at a time to be established by vote of the Board. The Board will not meet in the month of December. The Board President may cancel a regular meeting depending upon extenuating circumstances.

Special meetings may be called by the President or any three (3) Board Members to make decisions between regular Board meetings. The Special Meeting will be either via teleconference or in person and must be certified at the next regular Board meeting.

The President may call for a Poll Vote of the Board of Directors to make decisions between regular Board meetings. The Poll Vote must be certified at the next regular Board Meeting.

A minimum of five of the members of the Board of Directors shall constitute a quorum and be able to conduct business. When a minimum quorum of five is present, passage of any motion requires a unanimous vote.

The Board of Directors will be allowed to attend meetings via teleconference capabilities if advance notice of absence is provided to the Board President.

Section 4.

The management of the Corporation is vested in the Board which shall exercise all powers of the Corporation.

Section 5.

The Board of Directors shall be accountable to the membership and funding agencies for the management and operation of the Corporation and shall make regular reports to the membership.

Section 6.

It shall be the responsibility of the Board to establish policies for the operation and management of facilities, programs and services when not in conflict with granting/contracting agencies.

Section 7.

No director or officer of the Board shall receive compensation for his/her services other than reimbursement for actual expenses incurred on authorized business.

Section 8.

Any member of the Board may be removed by a two-thirds (2/3) vote of the Board at any regular or special meeting provided thirty (30) day notice has been given to the member.

Three consecutive unexcused absences of a Director from regular board meetings shall automatically constitute removal from the board.

Vacancies shall be filled by the Board of Directors for the remainder of the term.

Section 9.

Any member of the Board who has a financial and/or personal interest in, or conflict (or perception of a conflict) with any matter pending before the Board which may prevent that member from acting in an impartial manner, will offer to the Board to voluntarily excuse oneself and will abstain from voting on said issue.

Section 10.

- A) No director or officer of the Board shall enter into contractual agreements, formulating policy and procedures or supervising staff. The Board of Directors shall make decisions in the name of the corporation convened by its Chairperson at a regular or special meeting after due notice to all the directors of such meeting.
- B) No director or officer of the Board may act in the name of the corporation to manage or initiate projects or services unless directed by the Board of Directors.

Section 11.

Failure to comply with Sections 9 and/or 10 will result in Board Action following

ARTICLE XI

EXECUTIVE COMMITTEE

Section 1.

The Executive Committee shall consist of four elected officers (President, Vice-President, Secretary and Treasurer.)

Section 2.

The Executive Committee shall have and exercise the authority of the Board of Directors during intervals between meetings of the Board of Directors except that the Executive Committee shall not have the authority of the Board in reference to:

- a) Approving and/or removing members of the Corporation, Board of Directors, or employees, or
- b) Entering into binding contracts for the Corporation.

Section 3.

The Executive Committee shall keep full written records and accounts of its proceedings and transactions. All actions of the Executive Committee shall be reported

in writing at the next meeting of the Board of Directors. All votes, actions and transactions must be certified at the next regular Board Meeting.

ARTICLE XII

COMMITTEES OF THE BOARD

Section 1.

The Board of Directors shall establish and determine the functions of such standing committees, special committees and Advisory Committees, as it deems necessary, to assist the Board in carrying out its functions.

Section 2.

The president, with the advice and approval of the Board, shall appoint a chairperson for each committee, from within the Board Membership when feasible.

The chairperson of each committee shall appoint (select) the members of his/her committee from the Regular, Associate or Business Associate membership.

Chairpersons and members of committees and Advisory Committees shall be appointed for a one (1) year term, and shall be eligible for reappointment.

Chairpersons and members of the special committees shall be appointed for the period of time necessary to perform its functions or tasks and shall be automatically disbanded upon submitting its final report to the Board.

ARTICLE XIII

EXECUTIVE DIRECTOR

Section 1.

The Board of Directors shall be responsible for the employment of a qualified Executive Director in accordance with the Personnel Policies of the Corporation.

Section 2.

The Board of Directors, by a majority vote of the total Board, shall have the authority to release the Executive Director, provided thirty (30) day notice in writing has been given to the entire Board and the Executive Director.

Section 3

The Board President shall select a Search Committee Chairperson. The Search Committee shall follow the position description and roles as outlined in the Search Committee Policy.

An Interim Executive Director shall be appointed by the Board to fulfill day-to-day operations. During this time, the organizational structure, operational policies and staff will remain status quo unless the Board of Directors has given Board approval for emergency changes. The Interim Executive Director shall be in this position for a duration of six months to one year.

During the first three months of a new Executive Director's Contract, the organizational structure, operational policies and staff shall remain status quo unless the Board of Directors has given approval for emergency changes.

ARTICLE XIV

PARLIAMENTARY AUTHORITY

Robert's Rules of Order, newly revised, shall govern the Corporation in all cases which are not inconsistent with these by-laws or special rules of order the Corporation may adopt.

ARTICLE XV

AMENDMENTS/REVISIONS

These by-laws may be amended at an Annual or Special Meeting of the Corporation by a majority vote of the members present and voting, if a written copy of the proposed amendment, is sent to all members at least thirty (30) days prior to such meeting.

ARTICLE XVI

MEETINGS, NOTICE, QUORUM AND VOTING; REMOTE COMMUNICATIONS

Section 1. Definition.

"Remote communications" means "communication by means of electronic communication, conference telephone, videoconference, the Internet, electronic transmission by facsimile or email, or other means by which persons not physically present in the same location may communicate with and hear each other on a substantially simultaneous basis."

Section 2. Authorization and Quorum.

The Corporation is authorized to hold all meetings, including meetings of the Members, the Board, and Committees, at a designated place, in a manner that is either in-person, or is both in-person and by remote communications, or is solely by remote communications.

Section 3. Notice.

If written notice of a meeting of the members or the Board is required by these bylaws, the notice shall include the designated place, the date and hour of the meeting, and the manner of the meeting. If the manner of the meeting includes or is to be held solely by remote communications, the notice shall include the information on the method(s) of participation by remote communications. In the case of a special meeting, the notice shall include the purpose or purposes for which the meeting is called.

Written notice shall be delivered at least five (5) business days before the meeting to the persons entitled to notice unless a longer time period is required by the articles of incorporation or elsewhere in these bylaws. Delivery may be in person, by mail, by facsimile, or by email. If mailed, the notice shall be considered to be delivered when deposited in the United States mail addressed to the member or director at the member's or director's address as it appears on the records of the Corporation, with postage prepaid. If transmitted by fax or by email, the notice shall be considered to be delivered when faxed or emailed to the member's or director's fax number or email address as it appears on the records of the Corporation.

Section 4. Quorum and Voting.

If a meeting is held by manner including remote communications, persons attending the meeting by use of remote communications shall be counted for the purpose of determining a quorum for the meeting.

Members holding one-tenth of the votes entitled to be cast, represented in person, by remote communication, or by proxy, constitute a quorum at a meeting of members. However, in no event may a quorum of members consist of less than one-tenth of the votes entitled to vote at a meeting. If a quorum is present, the affirmative vote of a majority of the votes represented at the meeting and entitled to vote on the subject matter is the act of the members, unless the vote of a greater number is required by the articles of incorporation or elsewhere in these bylaws.

A member or director entitled to vote at any election or meeting may vote in person or may vote by remote communication, by proxy executed in writing by the member or director, or by the attorney-in-fact for the member or director, or by proxy executed by facsimile or email transmission by the member or director or by the authorized attorney-in-fact of the member or director. A proxy is not valid after 11 months from the date of its execution.

CERTIFICATION

Approved at the Annual Meeting by majority consent of those present on this 21st day of May in 1998.

Approved at the Annual Meeting by majority consent of those present on this 16th day of May 2003. Article IX – Board of Directors- Past President – added

Approved at the Annual Meeting by majority consent of those present on this 18th day of May 2006. Article IV Members – Associate Membership added.

Approved at the Annual Meeting by majority consent of those present on this 17th day of May 2012.

Approved at the Annual Meeting by majority consent of those present on this 15th day of May 2014

Approved at the Annual Meeting by majority consent of those present on this 21st day of May 2015

Approved at the Annual Meeting by majority consent of those present on this 17th day of May 2018

Approved at the Annual Meeting 19th day of May 2023 – Article XVI - Remote Communications added.

Approved at the Special Meeting October 18, 2023 Article X – One member of the board may be an Associate Member. Board will not meet in December. The President may cancel a regular meeting.