

THE BY-LAWS OF THE
NINILCHIK SENIOR CITIZENS, INC.

BY-LAWS

of

Ninilchik Senior Citizens, Inc.

Adopted March 31, 1985

Amended January 24, 1994

Amended September 17, 2010

Amended October 29, 2010

Reissued to supersede all prior By-Laws July 28, 2014

The purpose of the above-named non-profit corporation, as stated in their Articles of Incorporation, shall be the promotion, improvement and maintenance of the well-being of all persons over the age of fifty-five, particularly in the Ninilchik area.

ARTICLE I

Membership

Section 1. Qualifications

All persons fifty-five (55) years of age or over are eligible for membership in the Ninilchik Senior Citizens, Inc (NSC) upon payment of annual dues.

All persons forty-five (45) years of age or over are eligible for associate membership in the Ninilchik Senior Citizens, Inc (NSC) upon payment of annual dues. Membership shall be maintained as long as the dues are kept current. All members in good standing shall have one vote in the special or annual meeting of the corporation.

Section 2. Annual Dues

Membership dues shall be due and payable July 1 for the fiscal year (July 1-June 30). Any suggested change in the amount set for dues shall be presented to the membership by the Board of Directors for approval, modification or rejection.

Section 3. Non-Discrimination Policy

There shall be no discrimination by NSC because of any protected class according to Federal or State Law. This policy also applies to, participation in or receipt of services and benefits of any activities or employment whether done by NSC or its

contractors with whom NSC arranges to perform its programs and activities.

Section 4. Nepotism

No husband and wife members shall serve on the Board of NSC at the same time.

ARTICLE II Administration Officers

Section 1. Board of Directors

The business and affairs of NSC shall be managed by a Board of Directors consisting of a President, Vice President, Secretary, Treasurer and three (3) Trustees as stated in the Articles of Incorporation, Article VIII.

Section 2. Executive Board

The Executive Board consists of the President, Vice President, Secretary and the Treasurer. The Executive Board shall have the same authority as the Board of Directors.

Section 3. President

The President shall preside at all meetings of the membership and of the Board of Directors. The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business affairs of the NSC. The President has the authority to terminate any employee of the NSC, under the At-Will law of Alaska, subject to approval of the action by the Board of Directors.

Section 4. Vice President

In the absence of the President, the Vice President shall perform all the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall also perform such other duties as from time to time may be assigned by the Board of Directors.

Section 5. Secretary

The Secretary shall be responsible for:

- (a) Keeping the minutes at the meetings of the NSC Board of Directors, and all meetings of the membership of the NSC. These minutes shall be presented to the members for approval at each meeting.
- (b) Giving notice of all meetings and keep an attendance roll at all meetings, regular or called.
- (c) Keeping on file at all times, a complete copy of the Articles of Incorporation and By-Laws of the corporation containing all the amendments thereto, and make them available to any member upon request.
- (d) In general, performance of all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board of Directors.

Section 6. Treasurer

The Treasurer shall be responsible for:

- (a) The complete oversight of the NSC financial reports and current records of the properties and business transactions of NSC. These records are to reflect the assets, liabilities, receipts, and expenditures.
- (b) The Treasurer shall deposit or cause to be deposited, all monies and other valuables in the name of and to the credit of the corporation in such depositories as may be designated by the Board of Directors.
- (c) In general, performance of all the duties incident to the office of Treasurer and such other duties that may from time to time be assigned by the Board of Directors.

Section 7. Trustees

Those members of the Board of Directors not elected to an officer position shall be called Trustees. Three (3) Trustees shall be elected from the membership to serve on the Board of Directors of the corporation. They shall serve three-year terms. At the first election, one trustee shall be elected for a one-year term, one for a two-year term, and one for a three-year term. In following years, one new trustee shall be elected at each annual meeting to a three-year term to fill the vacancy created by the fulfilled term.

Section 8. Tenure; Members, Board of Directors

The President shall be elected for a two-year term in odd-numbered years. The Vice President shall be elected for a two-year term in even-numbered

years. The Secretary shall be elected for a two-year term in odd-numbered years. The Treasurer shall be elected to a two-year term in even-numbered years. The Trustees shall serve three-year terms. The outgoing President shall serve on the Board of Directors as a non-voting member, in an advisory capacity, for one year.

Section 9. Vacancies in Office

All vacancies that occur during the year due to resignation, removal or death shall be filled by the Board of Directors, by appointment, until the next annual election.

Section 10. Removal from Office

A member of the Board of Directors may be removed from office for:

- (1) Absence from three consecutive meetings without just cause,
- (2) For non-performance or improper performance of duties, or by a two-thirds (2/3) vote of the membership present.

Cause for removal must be presented for action by a majority of the Board of Directors or by petition by two-thirds (2/3) of the current membership.

ARTICLE III

Meetings

Quorums

Section 1. Annual Meeting

Annual Meetings of NSC are to be held each year for the election of officers and such business as may be properly brought before the meeting. Any business for the agenda must be presented to the Board of Directors at least fourteen (14) days before the annual meeting. Election shall be by simple majority of the members present and voting by secret ballot as long as a quorum of at least 10% of the voting members are present.

Section 2. Notice of Annual Meeting

It shall be the duty of the Secretary of NSC to give written notice of the annual meeting, setting forth the place, day and time, to be mailed or otherwise delivered not less than two weeks preceding the date of such meeting as set by the Board of Directors, to each voting member of record.

Section 3. Place of Meeting

Annual and special meetings of the members as well as Board of Directors meetings, shall be held at such place as the Board of Directors may designate.

Section 4. Special Meetings

Special meetings of the members may be held at any time whenever called by the Board of Directors. Every such special meeting called shall have notice given to the current membership and shall state the purpose of the meeting.

Section 5. Board of Directors Meetings

The Board of Directors shall meet regularly to handle the routine business of NSC. Any matters involving changes in policy or procedures shall be handled by the Board of Directors of NSC.

Section 6. Quorum

A quorum of the Board of Directors shall consist of four (4) members, with one member being the President or Vice President. A quorum of the Executive Board shall consist of three (3) members, with one member being the President or Vice President. A quorum for all other meetings, Annual or Special, shall be 10% of the total membership.

Section 7. Procedure

The proceedings of meetings of the NSC, its Board of Directors and its committees, shall be governed by and in accordance with the latest edition of *Roberts Rules of Order*.

ARTICLE IV

Standing and Special Committees

Section 1. Standing Committees

In order to carry out the intents and purposes of NSC, the Board of Directors shall appoint chairpersons from the Board of Directors for Standing Committees as needed. Each chairman shall select two (2) additional members to serve on the committee. From time to time, the Board of Directors, with the approval of the corporation membership, may change or add new committees to this category as needed to fulfill the purposes of the corporation.

Section 2. Nominating Committee

A Nominating Committee composed of three (3) members, shall be appointed at the Board meeting one month prior to the Annual meeting, to bring a report to the annual meeting. The report shall be in the form of a voting ballot, listing nominees for each office open for the current year. In odd-numbered years, offices open for election will be President, Secretary and one (1) Trustee. In even-numbered years, offices open for election will be Vice-President, Treasurer and one (1) Trustee.

Section 3. Special Committees

From time to time, as it becomes necessary to carry out special projects and programs of the corporation, there shall be appointed Special Committees to fulfill a special purpose. Those committees shall be appointed by the Board of Directors at a regular or special board meeting. The Chairman of all current committees shall be a member of the Board of Directors during the committee lifetime and shall make reports of activity and findings at each Board of Directors meeting.

ARTICLE V

Amendments

By-Law Amendment

These By-Laws may be amended by a simple majority of a quorum present at a regular meeting or at a special meeting called for that purpose. The proposed amendment shall have been submitted and read at two meetings prior to final vote. Approved this 29th day of January, 2004 at the annual meeting of the NSC.