

## VALDEZ SENIOR CENTER, INC., BYLAWS

The name of this organization shall be Valdez Senior Center, Inc., a non-profit organization incorporated under the state laws of Alaska.

### ARTICLE I. OFFICES

The principal offices of the Corporation shall be located at Valdez, Alaska.

### ARTICLE II. PURPOSE

- A. The Valdez Senior Center, Inc., (aka VSC, aka Corporation), through its Board of Directors shall:
1. Provide a facility to house the Center.
  2. Provide access to senior resources, social and service programs, and health and wellness programs which support dignity and independence for adults fifty-five (55) years and older in the community.
  3. Promote social, recreational, and educational activities for seniors and disabled adults over the age of 18 of the Valdez area of the state of Alaska.
  4. Encourage the use of the Center by all people, promote its programs, and solicit financial or material support for its activities.
  5. Cooperate with other organizations and agencies for all assistance programs to senior citizens and disabled adults.
  6. VSC will make decisions and plans based upon the mission statement to remain in compliance with the IRS Designation of a non-profit: "The Mission of the Valdez Senior Center is to serve as community support for the seniors of Valdez, while enhancing their quality of life through care and services."

### ARTICLE III. MEMBERS

**Section 1. Classes of Members:** The members of the Corporation shall be divided into three (3) classes as follows: Regular Members, Auxiliary Members and Sustaining Members. The qualifications for membership in each class shall be:

- A. **Regular Members** of the VSC, Inc. are voting Members who are fifty-five years of age or more and reside in the state of Alaska nine months of the year.
- B. **Sustaining Members** of the VSC, Inc. are non-voting Members who are fifty-five years of age or more and do not reside in the state of Alaska nine months of the year.
- C. **Auxiliary Members** of the VSC, Inc. are non-voting Members under the age of 55 who wish to promote the interests of the Valdez Senior Center, Inc. Exception: if an Auxiliary Member is elected to serve on the Board of Directors through the annual election process, they shall have voting rights throughout their term of service.

**Section 2. Application for Membership:** Any person interested in becoming a new Member of the Corporation shall pay required dues and submit a written and signed application on a form approved by the Board of Directors of the Corporation, with proof of the criteria required for membership in the Corporation. Each application shall be considered by the Board of Directors at regular monthly, bi-monthly, or special meetings, to approve or disapprove the application. Applicants whose applications are so approved shall become Members of the Corporation. Any applicant who has been disapproved by the Board of Directors shall have the privilege of review by the membership at large, according to such procedure as may be fixed by the Members.

**Section 3. Membership Dues:** The annual membership dues for registered Members shall be set by the Board of Directors. Annual dues payable to the Corporation by Members of each class shall be given appropriate notice. The membership year begins January 1 and ends on the

following December 31. Dues shall be payable by the 31<sup>st</sup> day of January each year. Dues are not refundable and are not prorated.

**Section 4. Non-Discrimination:** There shall be no discrimination regarding membership in the Corporation, holding of office in the Corporation, employment by the Corporation, or any of the privileges of the Corporation because of gender, race, color, creed, religion, national origin, physical or mental disability, age, sexual orientation, or marital status.

**Section 5. Voting Rights:** Each regular Member of the Valdez Senior Center, Inc. in good standing shall be entitled to one (1) vote on each matter submitted to a vote of the Members.

**Section 6. Termination of Membership:** Membership status will be terminated for non-payment of dues as provided for in these Bylaws, or leaving the geographic area described in Section 1.

A. A Member leaving the area has the option of becoming a Sustaining Member.

B. The Board of Directors, after careful consideration, and after all other options listed below have been exhausted, and with a majority vote of the Board Members present at a regular or special meeting, duly called, may consider the termination of a Member resulting from the Member seeking to disrupt VSC proceedings, policies or goals, harassment, or verbal abuse of a VSC employee, officer, or another Member.

1. **1<sup>st</sup> Offense:** Member will be notified of claim of action, and if founded, a verbal warning of the unacceptable practice will be issued.
2. **2<sup>nd</sup> Offense:** Member will be notified of claim of action, and if founded, a written warning of the unacceptable practice will be issued.
3. **3<sup>rd</sup> Offense:** Membership status will be up for vote (as outlined above) to revoke if a claim of action is founded. (Updated: April 2012; Unchanged: March 2014).

**Section 7. Reinstatement:** Requires submission of a new application.

**Section 8. Transfer of Membership:** Membership in this Corporation is not transferable or assignable.

#### **ARTICLE IV. MEETINGS OF MEMBERS**

**Section 1. Annual Meeting:** An Annual Meeting of the Members shall be held at the Valdez Senior Center, Inc. on the 2<sup>nd</sup> Thursday of the month of April in each year, beginning with the year 1982 for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the day fixed for the Annual Meeting is a legal holiday in the state of Alaska, such meeting shall be held on the next succeeding business day. If the election of Directors is not held on the date designated herein for the Annual Meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the Members as soon thereafter as is convenient.

**Section 2. Special Meetings:** Special Meetings of the Members may be called by the President or any Member of the Board of Directors at a place designated by the President. If no designation is made the place of the meeting shall be the Valdez Senior Center, Inc., but if all the Members shall meet at any time and place and consent to the holding of such a meeting, such meeting shall be valid without call or notice and at such meeting any corporate action may be taken.

**Section 3. Notice of Meetings:** Written or printed notice stating the place, day and hour of any meeting shall be delivered either personally or mailed to each Member entitled to vote at such meeting not less than ten (10) nor more than thirty (30) days before such meeting (Updated: March 2014), by or at the direction of the President or persons authorized to call the meeting. In case of a special meeting or when required by statute or by these Bylaws, the purpose or purposes for which the meeting was called shall be stated in the notice. If mailed, the notice of meeting shall be deemed to be delivered when deposited in the United States mail addressed to the Members at their address as it appears on the records of the Corporation with postage prepaid thereon.

**Section 4. Meeting Protocol:** The President of the Board or designee of the Board shall preside at all Membership Meetings.

**Section 5. Informal Action by Members:** Any action required by law to be taken at a meeting of the Members or any action that may be taken at a meeting of the Members may be taken without a meeting if a consent, in writing, setting forth the action so taken, is signed by a minimum of 10% of Members entitled to vote with respect to the subject matter thereof.

**Section 6. Quorum:** Members holding ten percent (10%) of the votes that may be cast at any meeting shall constitute a quorum at such meeting (Updated: March 2014). If a quorum is not present at any meeting of Members, a majority of the Members present may adjourn the meeting from time to time without further notice.

**Section 7. Proxy:** No proxies shall be allowed to vote the authorized vote of any other Member.

**Section 8. Voting by Mail:** When Directors are to be elected by Members or any other question that comes to a vote of the membership, such election (vote) may be conducted by mail in such manner as the Board of Directors shall determine.

#### **ARTICLE V. BOARD OF DIRECTORS**

**Section 1. General Powers:** The affairs of the Corporation shall be managed by its Board of Directors (hereinafter referred to as "the Directors"). Directors must comply with Article III, Section 1.A. of these Bylaws (unless the Director is an auxiliary member under the age of 55 and is elected by Membership during the election or appointed by the Directors to fill a vacancy to serve out the term of the person being replaced). In this instance, a Director must comply with Article III, Section 1. C. The Directors may employ an Executive Director as it deems necessary to administer and operate the Valdez Senior Center.

**Section 2. Number, Tenure and Qualifications:** The number of Directors shall be seven (7). The Directors shall be elected at the Annual Meeting of the Members and the term of office of each Director shall be a period of three (3) years. (Updated: December 2012). Directors of the Corporation must be Members in good standing.

**Section 3. Regular Meetings:** The Board of Directors shall have ten (10) regular meetings per year; the two months without meetings shall be determined by a majority vote of the Directors during a regular meeting. Regular meetings of the Board of Directors shall be held without any notice other than being posted at the Valdez Senior Center, Inc. and at the same place as the Annual Meeting. The Board of Directors shall meet during the 3<sup>rd</sup> week of the month with date and time for meetings to be specified at the previous Board meeting.

**Section 4. Special Meetings:** Special meetings of the Board of Directors may be called by, or at the request of the President or any Director and shall be held at the Valdez Senior Center in Valdez, Alaska or at such other place as the majority of the Directors attending may determine.

**Section 5. Executive Session:** Any meeting item may be adjourned to executive session, in which only the Board of Directors attend, unless an individual is invited into the session. Executive sessions shall be called in matters including but not limited to matters involving confidentiality, HIPPA, and resident privacy.

**Section 6. Notice:** Notice of any special meeting of the Board of Directors shall be given at least twelve (12) hours previously, in any media means available. Special Meeting Minutes will be presented for approval at the next regular meeting. The business to be transacted at the meeting need not be specified in the notice of such meeting unless specifically required by law or by these Bylaws.

**Section 7. Quorum:** A quorum necessary for the conduct of business shall be established at each meeting of the Board of Directors, the quorum consisting of the majority of seats on the Board of Directors, not counting any seats vacated or expired. Under no circumstance shall a quorum be established consisting of less than four Directors. Once established at a meeting of the Board of Directors, the quorum shall persist until adjournment of the meeting, provided there

are at least four Directors present. All meetings shall be conducted according to Robert's Rules of Order.

**Section 8. Board Decisions:** A majority of the Directors is needed to pass any motion unless a greater number is required by law or the Bylaws.

**Section 9. Vacancies:** Any vacancy occurring in the Board of Directors and any Director position to be filled by reason of an increase in the number of Directors may be filled by a vote of the majority of the Board of Directors. A Director appointed to fill a vacancy shall serve out the term of the person being replaced. Vacancies to be announced:

- A. In the Valdez Senior Center newsletter and on the VSC website;
- B. Will be open to all Regular Members in good standing;
- C. Will have a deadline designated for applications to be submitted; and
- D. Will have a Board vote by closed ballot. (Updated: March 2014)

**Section 10. Compensation:** Directors as such shall not receive any stated compensation for their services.

**Section 11. Removal:** Any Member of the Board of Directors elected by the membership may be removed by a majority vote of the Board for good cause, i.e., three (3) consecutive unexcused absences or five (5) unexcused absences for five (5) of the regularly schedule meetings throughout the year. The Board Member subject to removal shall not vote on this matter.

**Section 12. Conflict of Interest:** The purpose of this section is to set reasonable standards of conduct for elected and/or appointed officers and for employees so that the public may be assured that its trust in such persons is well placed and that the officers and employees themselves are aware of the standards of conduct demanded of persons in like offices and positions. It is recognized that Valdez is a small, isolated community with a limited pool of talented people from which to draw its leaders. These factors are to be considered in the application of these provisions. Directors of nonprofit corporations may have interests in conflict with those of the corporation. The Code of Ethics requires that a Director be conscious of the potential for such conflicts and act with candor and care in dealing with such situations. Conflicts of interest involving a Director are not inherently illegal nor are they to be regarded as a reflection on the integrity of the Board or of the Director. It is the way the Director and the Board deal with a disclosed conflict, which determines the propriety of the transaction. A man or woman active in professional or community life while serving on a nonprofit board, will on occasion encounter situations where his/her duty to the nonprofit corporation may affect or be affected by personal interests or obligation to some other person or entity.

A conflict of interest is present whenever a Director has a material personal interest in a proposed contract or transaction to which the corporation may be a party. This interest can occur either directly or indirectly. The Director may be personally involved with the transaction or may have an employment of investment relationship with an entity with which the corporation is dealing or it may arise from some family relationship. A conflict of interest may result from a Director who has a financial interest in a decision if a substantial possibility exists that a financial interest of that person might vary with the outcome of the decision.

**A. PROHIBITED ACTS:**

1. A Director shall not participate in any official action in which he or she has a financial, personal, or family interest. A Director who is a voting Member of the Board shall publicly disclose any existing or potential financial, personal, or family interest in any matter before the Board before any debate or vote upon the matter and may not participate in the debate or vote upon the decision.
2. No Director may engage in business with the organization when that person has had substantial involvement in planning, recommending or otherwise supporting the project or transaction at issue.

3. No Director shall seek or hold office or position for the purpose of obtaining anything of value for himself/herself, his/her immediate family, or a business that he/she owns or in which he/she holds an interest or any matter in which he/she has a financial interest.
4. Directors are bound by HIPPA, Regulations of Confidentiality, and federal and state laws. No Director shall disclose information he/she knows to be confidential concerning the property, governing, or affairs of the organization unless authorized required by law to do so.

**B. BUSINESS DEALINGS:** Before a Director engages in business with the organization, the Director shall file with the organization a statement setting forth the nature of such business dealings and his/her interest therein.

**C. EVALUATION:** A determination shall be made by the Board of Directors as to whether the revealed conflict jeopardizes the Director's participation in the official action of the Board. Upon evaluation by the Board, the Director may be judged either to be excluded from the official action or he/she may participate. Exclusion from this particular action of the Board does not necessarily exclude the Director from other Board deliberation.

**D. ENFORCEMENT:**

1. Any person who believes that a violation has occurred may file a complaint. The Board of Directors shall have the primary responsibility for the enforcement of this chapter and shall ensure that a determination of the validity of a complaint is made within thirty (30) days after receipt of the complaint.
2. Any Director found guilty of a violation of this chapter shall immediately forfeit his/her office or position.

Nothing in this chapter is intended to curtail, modify, or otherwise circumvent the application of the Alaska Statutes.

## **ARTICLE VI. OFFICERS**

**Section 1. Officers:** The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer.

**Section 2. Election and Term of Office:** The officers of the Corporation shall be elected annually by the Board of Directors at the regular Annual Meeting of the Board of Directors. If the election of officers is not held at such meeting such election shall be held as soon thereafter as is convenient. Each officer shall hold office until his/her successor has been duly elected.

**Section 3. Removal:** Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors for good cause.

**Section 4. Vacancies:** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

**Section 5. Officers and Duties:** Each officer shall have the powers and authority and shall perform and discharge the duty of officers of the same title serving in non-profit corporations having the same or similar general purposes and objectives as this Corporation.

- A. The President shall call to order and preside at all meetings and act as the Chief Executive Officer of the Board of Directors.
- B. The Vice President shall serve in the absence of the President.
- C. The Secretary and Treasurer may perform such duties as are directed by the President or the Board of Directors.

## **ARTICLE VII. VALDEZ SENIOR CENTER, INC. ADMINISTRATION**

**Section 1. Executive Director:** The Directors shall select, appoint, determine compensation for, evaluate and discharge a Chief Operating and Administrative Officer with the title of Executive Director. The Executive Director shall be given the necessary authority and responsibility to operate the Valdez Senior Center, Inc. in all its activities and departments, subject to only such

policies as may be issued by the Directors or by such constraints as may be imposed by city, state, and/or federal laws and regulations.

The Executive Director shall act as the duly authorized representative of the Directors in all matters in which the Directors have not designated some other person to act.

**Section 2. Authority and Responsibilities:** The authority and responsibilities of the Executive Director shall include:

- A. Carry out all policies established by the Directors and recommend amendments to these policies.
- B. Develop and submit to the Directors for approval a plan of organization for the conduct of the Valdez Senior Center, Inc.'s operations and recommended changes when necessary.
- C. Prepare an annual budget; include estimated capital expenditures, showing the expected revenues and expenditures as required by the Directors.
- D. Purchasing authority will be authorized and delegated by the Board of Directors. Checks issued by the Executive Director require a second signature or the signatures of two Board of Director Officers (President, Vice President, Secretary, or Treasurer).
- E. Select, employ, train, supervise and discharge employees and develop and manage personnel policies and practices for the Corporation.
- F. Maintain City of Valdez properties occupied by the Valdez Senior Center in accordance with the City of Valdez/Valdez Senior Center lease.
- G. Maintain the public trust properties entrusted to it in accordance with professional standards.
- H. Supervise the business affairs of the Corporation to ensure that funds are collected and expended in a manner consistent with their public trust responsibilities and to the best possible advantage of the Corporation.
- I. Work continually with other organizations and professionals to the end that high-quality service may always be provided.
- J. Present to the Directors and Members periodic reports reflecting the professional services, financial activities, acquisitions, transfers and other pertinent information regarding the Valdez Senior Center, Inc.'s programs.
- K. Attend all meetings of the Directors and attend all meetings of the Members.
- L. Serve as a liaison and channel for communications relating to the Valdez Senior Center, Inc. between the Board, and the Members.
- M. Prepare a plan for the achievement of the Valdez Senior Center, Inc.'s specific objectives and periodically review and make recommendations for revision of these objectives.
- N. Representing the Valdez Senior Center, Inc. in its relationship with other service organizations.
- O. Performing other duties that may be necessary or in the best interest of the Center.

**Section 3. Performance Review:** The performance of the Executive Director shall be reviewed annually by the Directors. Adjustment to the Executive Director's compensation may be made based on annual or special evaluations.

#### **ARTICLE VIII. VALDEZ SENIOR CENTER STAFF**

**Section 1. Authority:** The Executive Director will have sole authority for recruitment, selection, appointment and discharge, and determination of duties and compensation levels for all employees of the Valdez Senior Center Corporation. Exercise of this authority will be consistent with applicable rules, schedules, fiscal resources, and policies of the Corporation established and adopted by the Directors and attached as appendices to these bylaws.

**Section 2. Rules:** The staff of the Valdez Senior Center, Inc. will be employed in accordance with the terms defined in Personnel Policies formulated and adopted by the Directors; acceptance of the Corporation's Personnel Policies will be a condition of employment.

## **ARTICLE IX. CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

**Section 1. Contracts:** All contracts more than an amount to be specified by the Board of Directors must be approved by the Board of Directors.

**Section 2. Checks, Drafts or Money Orders:** All checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officers and agent of the Corporation and in such manner as may be determined from time to time by resolution to the bank by the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by any officer and countersigned by the Executive Director of the Corporation.

**Section 3. Deposits:** All funds of the Corporation shall be deposited on regular business days to the credit of the Corporation in such banks, trust companies, or other depositories as the Directors or Executive Director may select.

**Section 4. Gifts:** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for any purpose of the Corporation. All gifts (cash, artwork, etc.) become the sole property of the Valdez Senior Center, Inc. and will be used under the sole discretion of the Valdez Senior Center, Inc's. Board of Directors.

**Section 5. Dissolution Clause:** Upon dissolution, any remaining net proceeds from gaming activity under AS 05.15 will be distributed to one or more existing permittees, other than a multiple-beneficiary permittee, in accordance with 15 AAC 160.020(a)(5). (Updated: March 15, 2016)

## **ARTICLE X. BOOKS AND RECORDS**

All permanent records are to be kept at the location of the Corporation. The Corporation shall keep correct and complete records and accurate books of account. The Corporation shall keep minutes of the proceedings of its members and Board of Directors. Such books shall be maintained at the principal office. The Corporation shall keep at the principal office a record giving the names and address of the Members entitled to vote. Books and records of the Corporation, excluding those prohibited by law, may be inspected by any Member, Member's agent, or attorney for any valid purpose at any mutually agreeable time (Member's agent or attorney shall have written authorization from the Member they represent).

An audit of the books and accounting records of the Corporation by an independent accountant shall be conducted annually or requested by the Board of Directors as required.

## **ARTICLE XI. FINANCIAL YEAR**

The financial year of the Corporation shall be the calendar year.

## **ARTICLE XII. DUES**

**Section 1. Default and Termination of Membership:** When a Member of any class is in default of annual renewal of dues for a period of 90 days from January 1<sup>st</sup>, membership shall be terminated. Reinstatement will require the submission of a new annual membership application, payment of annual membership dues, and Board of Directors approval at a regular or special meeting.

## **ARTICLE XIII. SEAL**

The form of Corporate Seal is attached to these Bylaws.

## **ARTICLE XIV. WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the laws of the state of Alaska or under the provision of the Articles of Incorporation or the Bylaws of the Corporation, a waiver

thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

#### **ARTICLE XV. AMENDMENT OF BYLAWS**

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a majority vote of the Regular Members by any USPS mail vote. Any Regular Member in good standing and/or any Member of the Board and/or the Board itself can propose a change to the Bylaws. The proposed change must state the current Bylaw section and then state the proposed change. If the proposal is to repeal a section, the proposed change can simply state that the proposed change is that the referenced Bylaw be repealed. If the proposed change alters an existing Bylaw or replaces a Bylaw, then the proposed change must include the entire Bylaw as it is to read if the change is accepted. Proposed changes to Bylaws are due to the VSC office no later than the close of business on the last business day in February for approval at the Annual Meeting. VSC staff will check mail on that day at 3 p.m. Any mail in changes that are not in the VCS box by that time will not be included. Proposed changes must meet all state and federal laws concerning a non-profit organization such as VSC. If after review by legal counsel the proposed change does not meet the requirements, then the proposed change will be returned to the Member. A Member may include a short statement of not more than one typewritten page in 14-point font as to why they are suggesting the change. The Board can provide a statement reflecting its comments in support or in opposition to the change.

The Board can also propose Bylaw changes and provide an explanation to the Members as to why the change is recommended. If at any time change to the Bylaws is necessary or recommended, the Board of Directors shall appoint individuals to study the issue(s), suggest revisions to the existing Bylaws, and submit an amendment or set of amendments. If amendment(s) are recommended other than the last day of February, the amendment of Bylaws process will be followed. If ballot mail votes are mailed in a month other than March, identical timelines and procedures for proposed amendment changes will be followed. The Board retains the authority to change any Bylaw that is affected by federal or state law or regulation to the extent it is necessary to bring the Corporation into compliance with the same.

After the changes are received, with or without comment, the proposed changes will be sent to the membership through a ballot mail vote in the manner described below. For a change to be adopted it must be supported by a majority of the Regular Members in good standing:

- A. Once received, the proposed changes and comments will be put into ballot form and sent to all Regular Members in good standing.
- B. All completed ballots will be mailed to the Members no later than the 5th day of March (or other established deadline). All ballots must be returned to the VSC office no later than the close of business the first Thursday in April (or other established deadline). VSC staff will check mail on the deadline date at 3 p.m. All ballots received in the VSC office will be placed in a locked ballot box; any ballots received after the deadline for mail pickup or after the close of business for office drop off will not be counted or opened.
- C. All ballot envelopes must be signed for the ballot to be counted. Unsigned ballots will not be opened.
- D. The Election Committee will count ballots at a designated date and time, but no later than 1 pm on the day of the Annual Meeting (or designated Regular or Special Meeting).
- E. Bylaw change results will not be disclosed by anyone prior to the Annual Meeting announcement or designated Regular or Special Meeting announcement.
- F. Bylaw change results will be announced by the Election Committee Chair at the Annual Meeting. (Updated: March 2014) (Updated: January 2021)



### **ARTICLE XVI. ELECTION COMMITTEE**

The Election Committee oversees all election processes. This committee shall be made up of three (3) to six (6) member volunteers in coordination with the Executive Director. The Committee's powers shall include, but not be limited to distribution of applications, counting of ballots, and announcing of election results. The guidelines for elections shall be as follows:

- A. All Regular and Auxiliary Members in good standing are eligible to run.
- B. Board applications will be included in the February Newsletter, available at the VSC office during regular business hours and included in the VSC website.
- C. All completed Board applications are to be at the VSC office by the close of business on the last business day in February.
- D. All completed applications will be mailed with ballots no later than the 5<sup>th</sup> day of March of the year in question.
- E. All ballots must be returned to the VSC office no later than the close of business the first Thursday in April. VSC staff will check mail on that day at 3 p.m. All ballots received in the VSC office shall be placed in a locked ballot box; any ballots received after the deadline for mail pickup or after the close of business for office drop off will not be counted or opened.
- F. All ballot envelopes must be signed for the ballot to be counted. Unsigned ballots will not be opened.
- G. The Election Committee will count ballots no later than 1 pm on the day of the Annual Meeting.
- H. Election on results will not be disclosed by anyone prior to the Annual Meeting announcement.
- I. Election results will be announced by the committee chair at the Annual Meeting.  
(Updated: March 2014)

### **ARTICLE XVII. INDEMNIFICATION OF DIRECTORS**

The Valdez Senior Center Officers and Directors shall be indemnified to the fullest extent provided by law for actions taken in service to the organization, except for any action determined by the Board of Directors to have been taken in bad faith. The Board of Directors has the authority to indemnify any employees and agents of the organization to the fullest extent provided by law for actions taken in service to the organization, except for any action determined by the Board of Directors to have been taken in bad faith.

In any suit or legal action, the Board of Directors shall have the authority to advance legal fees and other costs incurred by an indemnitee. If any such suit or action results in a determination of bad faith, indemnitee shall reimburse Valdez Senior Center for any advanced fees and costs.

### **ARTICLE XVIII. PARLIAMENTARY PROCEDURES:**

The rules contained in Roberts Rules of Order, Newly Revised, shall govern the Board of Directors in all cases to which they are applicable, and in which they are not inconsistent with the Bylaws and any special rules of order the Board of Directors may adopt.

January 31, 2012: After the original three (3) members (Board of Trustees) had adopted on May 7, 1981 the ARTICLES OF INCORPORATION, which were filed with the State of Alaska on May 18, 1981, they met and adopted the original Bylaws for the Corporation. The original, adopted Bylaws established a "Board of Directors" and their duties. These Bylaws were taken to the general membership for their approval and by their vote were approved on September 10, 1981 at Valdez, Alaska.

The foregoing Bylaws were amended by a unanimous vote of the Board of Directors on the 21st day of April 1992 at Valdez Alaska.

The foregoing Bylaws were amended by a unanimous vote of the Board of Directors on the 5th day of April 1994.

The foregoing Bylaws were altered by a unanimous vote of the Board of Directors on the 23rd day of October 2001 at Valdez, Alaska.

The foregoing Bylaws were amended by vote of the general membership on the 18th day of April 2002 at Valdez, Alaska.

The foregoing Bylaws were amended, as provided for, by mail ballot from the general membership on the 8th day of November 2004.

The foregoing Bylaws were amended by vote of the general membership on the 24th day of November 2008.

The foregoing Bylaws were amended, as provided for, by mail ballot from the general membership on the 20th day of September 2010.

The foregoing Bylaws were amended, as provided for, by mail ballot from the general membership on the January 31, 2012, with a clarification vote at the April 12, 2012 annual meeting.

The foregoing Bylaws were amended, as provided for, by mail ballot from the general membership on the 14th day of March 2014.

The foregoing Bylaws were amended by a unanimous vote of the Board of Directors on the 15th day of March 2016 at Valdez Alaska.

Note that the original copy, as well as amendments, are on file in the office of the Valdez Senior Center, Inc., 1300 E. Hanagita, Valdez, Alaska.

Signed by \_\_\_\_\_ Date: \_\_\_\_\_  
Steve Newcomer, President

Signed by \_\_\_\_\_ Date: \_\_\_\_\_  
Larry Weaver, Vice President

## NOTES

### INFORMATION REGARDING AMENDMENTS:

**COVER PAGE:**

**Deleted:** Valdez Senior Center, Inc., Bylaws, Table of Contents

**HEADING p.1:**

**Reads:** BYLAWS OF  
VALDEZ SENIOR CENTER, INC.

**Strike the whole heading.**

**HEADING p.1:**

**Amended:** VALDEZ SENIOR CENTER, INC., BYLAWS

**Add two lines:** The name of this organization shall be the Valdez Senior Center, Inc., a non-profit organization incorporated under the state laws of Alaska.

**ARTICLE II. PURPOSE**

**Insert new article on p.1 of revised Bylaws.**

**ARTICLE II. MEMBERS:** see pp. 1-2 of existing Bylaws.

**Strike entire section.**

**ARTICLE III. MEMBERS:** see pp. 1-2 of revised Bylaws.

**Insert new article.**

**ARTICLE III. MEETINGS OF MEMBERS:** see pp. 2-3 of existing Bylaws.

**Strike entire section.**

**ARTICLE IV. MEETINGS OF MEMBERS:** see pp. 2-3 of revised Bylaws.

**Insert new article.**

**ARTICLE IV. BOARD OF DIRECTORS:** see pp. 3-5 of existing Bylaws.

**Strike entire section.**

**ARTICLE V. BOARD OF DIRECTORS:** see pp. 3-5 of revised Bylaws.

**Insert new article.**

**ARTICLE V. OFFICERS:** see pp. 5-6 of existing Bylaws.

**Strike entire section.**

**ARTICLE VI. OFFICERS:** see p.5 of revised Bylaws.

**Insert new article.**

**ARTICLE VI. COMMITTEES:** see p.6 of existing Bylaws.

**Strike entire section.**

**ARTICLE VII. VALDEZ SENIOR CENTER, INC. ADMINISTRATION:** see pp. 6-7 of existing Bylaws.

**Strike entire section.**

**ARTICLE VII. VALDEZ SENIOR CENTER, INC. ADMINISTRATION:** see pp. 5-6 of revised Bylaws.

**Insert new article.**

**INFORMATION REGARDING AMENDMENTS CONT'D:**

**ARTICLE VIII. VALDEZ SENIOR CENTER STAFF:** see pp. 7-8 of existing Bylaws.  
Strike entire section.

**ARTICLE VIII. VALDEZ SENIOR CENTER STAFF:** see pp. 6-7 of revised Bylaws.  
Insert new article.

**ARTICLE IX. CONTRACTS, CHECKS, DEPOSITS AND FUNDS:** see p.8 of existing Bylaws.  
Strike entire section.

**ARTICLE IX. CONTRACTS, CHECKS, DEPOSITS AND FUNDS:** see p. 7 of revised Bylaws.  
Insert new article.

**ARTICLE X. BOOKS AND RECORDS:** see p.8 of existing Bylaws.  
Strike entire section.

**ARTICLE X. BOOKS AND RECORDS:** see p.7 of revised Bylaws.  
Insert new article.

**ARTICLE XII. DUES:** see pp. 8-9 of existing Bylaws.  
Strike entire section.

**ARTICLE XII. DUES:** see p. 7 of revised Bylaws.  
Insert new article.

**ARTICLE XV. AMENDMENT OF BYLAWS:** see pp. 9-10 of existing Bylaws.  
Strike entire section.

**ARTICLE XV. AMENDMENT OF BYLAWS:** see pp.8-9 of revised Bylaws.  
Insert new article.

**ARTICLE XVI. ELECTION COMMITTEE:** see p.10 of existing Bylaws.  
Strike entire section.

**ARTICLE XVI. ELECTION COMMITTEE:** see p.9 of revised Bylaws.  
Insert new article.

**ARTICLE XVII. INDEMNIFICATION OF DIRECTORS:** see pp. 10-13 of existing Bylaws.  
Strike entire section.

**ARTICLE XVII. INDEMNIFICATION OF DIRECTORS:** see p. 9 of revised Bylaws.  
Insert new article.

**ARTICLE XVIII. PARLIAMENTARY PROCEDURES:** see p.13 of existing Bylaws.  
Strike entire section.

**ARTICLE XVIII. PARLIAMENTARY PROCEDURES:** see. 9 of revised Bylaws.  
Insert new article.