

BYLAWS
Silverdale Senior Center, Silverdale, WA
Incorporated July 17, 2023 (March 5, 2025, Revision)

ARTICLE I

NAME

1.01 The name of this organization shall be Silverdale Senior Center, hereinafter SSC.

ARTICLE II

PURPOSE, MISSION, VISION, POWERS, AND STATUS

2.01 The purpose of the Silverdale Senior Center is to foster community, connection, and well-being among older adults by providing opportunities for social engagement, lifelong learning, recreation, and mutual support.

2.02 Our Mission

- A. Socialize:** To provide a forum for socialization for residents of Silverdale and surrounding areas who are 50+.
- B. Teach:** To foster further education for members.
- C. Learn:** To provide information and resources for seniors to connect with services they may need.
- D. Help:** To promote health and independent living for all seniors, provide an outlet to give back to the community, and bring together those interested in collaborating with seniors in Silverdale.

2.03 Our Vision

Over the next 5 years, SSC envisions becoming a vibrant, thriving hub for connection and activity by creating a state-of-the-art community building tailored to the needs of our members. The new facility will serve as a welcoming space for social gatherings, educational workshops, recreational activities, and wellness programs enabling us to expand our services and reach more seniors. By fostering inclusivity, growth, and engagement, we aim to build a strong supportive community where every member feels valued, connected, and empowered to live an active and fulfilling life.

2.04 Corporate Powers

All corporate powers shall be exercised by or under the authority of the Board of Directors of SSC.

2.05 Nonprofit Status and Dissolution of Organization

- A. **Nonprofit Legal Status:** The legal status of SSC is that of a registered State of Washington nonprofit corporation and an IRS 501(c)(3) corporation.
- B. **Distribution Upon Dissolution:** Upon termination or dissolution of the SSC, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose that, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the SSC hereunder shall be selected by a majority of the managing body of the corporation, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the SSC by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within Kitsap County, Washington, or the State of Washington.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose that, at least generally, includes a purpose similar to the SSC, then the court shall direct the distribution of its assets lawfully available for distribution to the Commission of the County of Kitsap, Washington or Treasurer of the State of Washington to be added to the General Fund.

ARTICLE III

MEMBERSHIP

3.01 Any person living in Silverdale, WA or surrounding area who is 50+ and who applies for membership and tenders the necessary dues shall thereby become a member.

- A. **Dues:** Dues will be decided by the membership at the annual meeting each June.

- B. **Voting**: All members in good standing (dues paid) may vote at any regular, special, or annual meeting of the SSC.
- C. **Removal of Member**: By a majority vote of the membership, a member may be removed, at any time, with or without cause.

3.02 SSC Membership Meetings

- A. **Regular Meetings**: The SSC shall meet monthly, weather permitting. Cancelled meetings will be noted on various social media and will coincide with Central Kitsap School closures.
- B. **Special Meetings**: Special meetings of the membership may be called by the President, Vice President, Secretary, Treasurer, or any two (2) members. A special meeting must be preceded by at least 10 days' notice to each member of the date, time, place, and purpose of the meeting.
- C. **Annual Meeting**: The annual meeting of the membership shall be in June each year. At that time, the budget and dues will be approved and the Board of Directors (including the Officers) will be voted upon.

3.03 Manner of Acting for Membership Meetings

- A. **Quorum**: At least seven (7) members in good standing (dues paid) shall constitute a quorum for decision making at SSC meetings. No decisions shall be considered at any meeting at which a quorum is not present.
- B. **Majority Vote**: Except as otherwise required by law or by the Articles of Incorporation, the act of the majority of the members present at a meeting at which a quorum is present shall be the act of the SSC.
- C. **Participation**: Except as otherwise required by law or by the Articles of Incorporation or these Bylaws, members may participate in a regular or special meeting through the use of any means of communication by which all members participating may simultaneously hear each other during the meeting, including in person, Internet video meeting, or telephonic conference call.
- D. **Electronic Voting**: Decisions requiring time-sensitive attention prior to a regular meeting may be called for by the President or Vice President electronically (either email or text). When this happens, at least 80% of the membership must vote within 72 hours for action to result as stated in Para (B) of this section. All email/text votes will be printed and recorded with the minutes of the next membership meeting.

E. Conduct of the Meetings: *Roberts Rules of Order, Newly Revised In Brief, 3rd edition (Sep 1, 2020)* will be used for the conduct of all SSC membership meetings.

ARTICLE IV

OFFICERS AND BOARD OF DIRECTORS

4.01 The Board of Directors will consist of seven (7) members: the four (4) Officers of the corporation and three (3) At-Large Directors. The Officers serve as Directors and Officers simultaneously and have only one vote. Officers shall be members of the organization and shall be elected to the following positions: President, Vice President, Secretary, and Treasurer. The three Directors At Large shall be members of the organization and may have other duties such as chairs of committees. The Past President is an honorary, non-voting member of the Board of Directors. All Directors and Officers serve as volunteers, without compensation.

- A. Board Responsibilities:** Board of Directors is responsible for making all financial, legal, and organizational decisions of the organization as stated within the parameters of these Bylaws. The Board will create a budget yearly that will be approved by the membership at the annual meeting. The Board will operate under the parameters of that budget and may reallocate line items, as needed, up to 20% for the efficient operation of the organization. Each Director will be responsible for attending meetings of the Board and voting on each item on the agenda.
- B. Meetings of the Board of Directors:** The Board of Directors conducts the business of the organization at its meetings. In order for the Board of Directors to do so, at least five (5) members must be present, either in person or electronically, at the meeting. This constitute a quorum of the Board of Directors. The President serves as the Board Chair.
- C. Board of Director Meeting Manner of Acting:** Other than quorum as stated herein, the Board Meeting will follow **Section 3.03 Manner of Acting for Membership Meetings**. The Board of Directors must meet at least twice per year to conduct the business of the organization and will provide an agenda via email to all board members at least one week prior to the meeting. Board of Directors meetings are open to all members in good standing.

4.02 Election of Officers and Directors and Terms of Office

The Officers and Directors At Large shall be elected by a majority of votes cast from the members present at the annual meeting where a quorum is present. A nominating committee will present a slate of Officers and Directors At Large at the annual meeting in June. Members can also be nominated for open Officer/Director positions at the annual meeting. To maintain continuity, the Treasurer and Vice President will be elected to two-year terms in odd years and the President and Secretary will be elected to two-year terms in even years. The three Directors At Large will be elected to one-year terms each year. Both Officers and Directors At Large can be elected to the positions for no more than three consecutive terms. Upon resignation of a Board Director or Officer, a replacement will be appointed by the Board of Directors to fill the unexpired term.

4.03 Removal and Resignation

The membership may remove an officer or board member at any time, with or without cause. Any officer or board member may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice, unless otherwise specified in the notice. The acceptance of the resignation shall not be necessary to make it effective. The Board of Directors will appoint a member in good standing to fill the vacancy.

4.04 President

The President shall be the chief volunteer officer of the corporation. The President shall also be Chair of the Board of Directors. The President shall lead the Directors, Officers, and membership in performing its duties and responsibilities including, if present, presiding at all meetings and shall perform all other duties incident to the office. The President shall be a signatory on the bank account and sign all deeds, leases, conveyances, corporation license forms, and other instruments to be executed by the corporation, except as otherwise provided herein or provided by standing rule. The President shall also be responsible for proper fulfillment of all functions prescribed in these Bylaws and shall take action accordingly. The President shall become the Past President at the end of term and will continue to serve in the capacity of honorary Director and Officer, with no Board voting rights.

4.05 Vice President

In the absence or disability of the Board President, the Vice President shall perform the duties of the Board President. When so acting, the Vice President shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall have such other powers and perform such other duties prescribed for them by the membership or the Board President. The Vice President shall normally accede to the office of Board President in the case of resignation of the President. The Vice President shall act as the Chair of the Audit Committee. The Vice President shall also act as the Chair of the Events Committee, if one is not designated by the President.

4.06 Secretary

The Secretary shall keep or cause to be kept a file of minutes of all meetings and actions of membership, Directors, and Committee Chairs at all regular membership and Board of Directors meetings. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The Secretary shall cause notice to be given of all meetings and committees required by the Bylaws. The Secretary shall have such other powers and perform such other duties as may be prescribed by the Board President. The Secretary may appoint, with approval of the President, a member to assist in performance of all or part of the duties of the Secretary. The Secretary shall act as the Chair of the Membership Committee, if one isn't designated by the President, and shall maintain the membership rolls.

4.07 Treasurer

The Treasurer shall be the lead officer for oversight of the financial condition and affairs of the corporation. The Treasurer shall oversee and keep the members informed of the financial condition of the corporation and of audit or financial review results. The Treasurer shall be a signatory on the bank account and will be the custodian of and maintain records of receipts and expenditures for the funds of the corporation. The Treasurer shall receive all monies of the corporation, make deposits in the proper accounts, and pay bills in a timely manner. In conjunction with Directors or Officers, the Treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the corporation, are made available to members on a timely basis or as may be required by law. The Treasurer will report the results of an annual audit. The Treasurer shall perform all duties properly required by the membership or the Board President. The Treasurer shall be the Chair of the Finance Committee, if one isn't designated by the President.

4.08 Past President

The Past President shall provide advice and continuity to the Officers and the SSC. The Past President is an honorary member of the Board of Directors, with no voting rights. The term of office for the Past President will be one year or until replaced by a later Past President. Duties may include chairing a committee, as requested by the President.

4.09 Directors At Large

The Directors At Large are responsible for

- A. **Voting:** Voting on all financial, legal, and operational decisions of the organization as stated within the parameters of these Bylaws.
- B. **Budgeting:** Helping to create a yearly budget that will be approved by the membership at the annual meeting.
- C. **Meetings:** Attending meetings of the Board of Directors and may be asked to chair an event or committee.

ARTICLE V

COMMITTEES

5.01 Committees

The President may, by the resolution adopted by a majority of the members, designate one or more committees, each consisting of two or more members of the SSC, to serve at the pleasure of the SSC. Any committee, to the extent provided in the resolution of the President, shall have all the authority of the SSC, except that no committee, regardless of resolution, may take the following actions:

- A. **Final Actions Requiring Approvals:** Take any final action on matters that also requires approval of the Board of Directors or a majority of all members.
- B. **Changing Bylaws:** Amend or repeal Bylaws or adopt new Bylaws.
- C. **Changing Presidential Resolutions:** Amend or repeal any resolution of the President, which by its express terms, is not so amendable or repealable.
- D. **Expenditures:** Approve any expenditures not budgeted without the approval of the Board.

5.02 Standing Committees

The following committees will be standing committees of SSC: Finance Committee, Membership Committee, and Events and Marketing Committee. A nominating committee shall be convened whenever there is a need to elect an Officer for the annual election in June. It may also be convened at the discretion of the Board of Directors for a vacancy during the year of a Board Director or Officer. The nominating committee will convene in February for the June election meeting, and if called upon, as soon as possible after the vacancy of a Director/Officer position during the year.

5.03 Meetings and Action of Committees

Meetings and actions of the committees shall use the same guidelines as regular meetings of the SSC membership in regard to actions taken. A quorum of a committee shall be determined by the committee at its first meeting. A report shall be kept of each meeting of any standing committee and shall be filed with the corporate records. (e.g., minutes of regular meetings or financial reports.)

ARTICLE VI

MISCELLANEOUS

6.01 Books and Records

The Treasurer shall keep correct, complete, and up-to-date books of SSC's financial condition and all records of its bank account. In addition, the Secretary shall keep a copy of the corporation's Articles of Incorporation and Bylaws, as amended to date, and shall take and maintain minutes of the proceedings of all meetings of the SSC membership, and meetings of SSC Board of Directors.

6.02 Fiscal Year

The fiscal year of the corporation shall be from July 1 to June 30 each year.

6.03 Conflict of Interest

The Board shall adopt and periodically review a conflict of interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any Director or member with delegated powers.

6.04 Nondiscrimination Policy

The officers, members, and persons served by this corporation shall be selected entirely on a nondiscriminatory basis with respect to sex, race, religion, national origin, and sexual orientation. It is the policy of SSC not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

6.05 Policies and Procedures

The Policy and Procedure Manual shall be an extension of the Bylaws and is subject to approval by the Board of Directors.

6.06 Bylaw Amendments

These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of members at a meeting at which a quorum is present, provided however

- A. Nonprofit Status:** That no amendment shall be made to these Bylaws which would cause the corporation to cease to qualify as a nonprofit corporation of the state of Washington.
- B. Voting Rights:** That an amendment does not affect the voting rights of members. An amendment that does affect the voting rights of members further requires ratification by a two-thirds ($\frac{2}{3}$) vote of members at a meeting at which a quorum is present.
- C.** That all amendments be consistent with the SSC Articles of Incorporation.
- D.** Changes presented at an SSC membership meeting shall not be voted upon until 14 days have passed or until the next scheduled membership meeting. Any Bylaw changes presented may be amended from the floor the day of the vote by majority vote.

History of SSC Bylaws:

March 5, 2025: Revision. Vote count was 35 yeas, 0 nays.

July 18, 2024: Editorial Revision

April 26, 2024: Revision Members voted on Revised Article IV. Vote count was 33 yeas, 0 nays.

July 3, 2023: Editorial Revision

June 30, 2023: Initial Version - Vote count was 31 yeas, 0 nays.