



BY – LAWS

ACTIVE SENIORS, INC.

100 HARVEST STREET

SALINAS, CA 93901

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BYLAWS FOR ACTIVE SENIORS, INC
STATEMENTS FROM ARTICLES OF INCORPORATION

The name of this corporation shall be:

ACTIVE SENIORS, INC.

Purposes of this corporation:

- A. This corporation is formed under Part 1, Division 2, Title 1, of the Corporation Code of the State of California, and it is a corporation that does not contemplate the distribution of gains, profits or dividends to the members thereof.

Property belonging to this corporation, or which may be acquired by it, is and shall be irrevocably dedicated to charitable or scientific purposes, and upon the liquidation, dissolution or abandonment of the corporation, will not inure to the benefit of any private person or persons, except a fund, foundation or corporation organized and operated for religious, hospital, scientific or charitable purposes.

Active Seniors, Inc. exists to provide a friendly and secure environment primarily for senior citizens giving them the opportunity to participate in a variety of activities which may be physically, mentally and socially healthful according to their individual needs. The Corporation exists to serve interested residents of Monterey County.

ARTICLE I

MEMBERS

SECTION I Qualifications of membership:

There shall be two (2) classes of membership:

Regular Members
Honorary Members

Regular members shall be those individuals who are able to make contributions of talent, skill and financial support toward its success.

Honorary Members shall be those persons whose names are placed on the Honorary Membership list in recognition of accomplishments or endeavors in work for the ACTIVE SENIORS, INC. There shall be no limitation of the number of such Honorary Members.

SECTION II Admission to Membership:

- A. Regular Membership:

Regular Members shall be considered members in good standing by payment of the dues.

B. Honorary Membership:

Names of proposed Honorary Members may be submitted to the BOARD OF DIRECTORS and shall be accepted by them when the hereinafter prescribed fee is received by the CORPORATION. Honorary Members shall not vote on any matters pertaining to the CORPORATION.

SECTION III. Termination of Membership:

A. Regular Membership:

Regular Members may be dropped by the BOARD OF DIRECTORS for nonpayment of dues and/or for other just cause.

B. Honorary Membership:

Honorary Membership shall continue without termination.

SECTION IV. Fees and Dues for Members:

A. Regular Members: A membership fee of thirty dollars (\$30.00) shall be paid by all members beginning on January 1. First time members paying dues after October 1 may elect to have their dues commence on January 1 but will have the privilege of being added to the mailing list immediately. Payment of three-hundred dollars (\$300.00) or more in one lump sum shall be considered payment of dues for Regular Members for life.

B. Honorary Members: A contribution of One Hundred Dollars (\$100) or more shall accompany the name of each person submitted for Honorary Membership.

SECTION V Meetings

A. Annual Meetings of the full membership of Regular Members shall be held during the month of January, and each member shall be notified by mail, at least ten (10) days prior to such meetings, of such meeting time, place, etc. Election of Directors and such other business as should normally be considered by the Regular Membership shall be on the agenda for that meeting.

B. Special Meetings of the Regular Membership may be called by the President at any time it is deemed necessary, and must be called by the Secretary upon petition of ten (10) or more Regular Members in good standing. Notice of Special Meetings, with agenda, shall be mailed, emailed or delivered in person to all Regular Members at least ten (10) days prior to such a meeting. Members on tour at the time of the meeting who have purchased their travel fare through Active Seniors, Inc. may vote by proxy.

C. Seven and one half percent (7.5%) of the Members in good standing shall constitute a quorum for the transaction of business at any Annual or Special Meeting of the Regular Membership.

SECTION VI Voting Powers of Members

- A. All Regular Members in good standing shall be entitled to vote at all Regular and Called Meetings of the Corporation Membership.
- B. Honorary Members shall have no vote.

ARTICLE II

OFFICERS

SECTION I

The officers of the Corporation shall be President, First Vice President, Second Vice President, Secretary, Treasurer and special officers who are Director of Tours and Director of Finance. Special officers may or may not be members of the Board. No officer of this Corporation shall receive compensation for his or her services as such.

SECTION II Election and term of Officers of the Board:

The new officers of the Board/Corporation shall be elected by the Board of Directors, from its number, at its first meeting subsequent to the annual meeting of the regular membership, for terms of one (1) year. No person shall serve more than two (2) consecutive years in the same office. One full year must elapse before this person shall be eligible to serve again in the same office.

SECTION III Removal of officers:

An officer may be removed by the Board of Directors at any regular or special meeting of the Board by a majority vote with the quorum present and voting, provided that notice of the meeting and action to be proposed has been sent to each Director of the Board, and to the officer involved, ten (10) days prior to the meeting.

SECTION IV Resignation of Officers:

Any officer may resign his/her post at any time by giving written notice to the President or the Secretary. Such resignation shall take effect at the date of receiving the notice or at any time specified therein.

SECTION V Vacancies:

A vacancy in any office shall be filled by the Board of Directors. For assistance in making such appointments to the Board, the Nominating Committee, upon request, shall provide the Secretary a list of eligible members who have indicated interest and willingness to serve on the Board.

SECTION VI Special Officers:

Special Officers may be regular members, who agree to serve, and are approved by the Board of Directors by virtue of their specialized skills/talents that are needed for the social and economic life of the Corporation. Special Officers are exempt from the directives related to terms stated in ARTICLE II, SECTION II of the BY-LAWS.

ARTICLE III

BOARD OF DIRECTORS

SECTION I Number, Election and Terms:

The governing body of this Corporation shall be a Board of Directors, eleven (11) in all, no less than three (3) of whom are to be elected annually, at the Annual Meeting of the Regular Membership. Each Director shall serve two years. No member of the Board of Directors shall receive compensation for his/her services as such.

Directors shall serve their respective terms from the time of election, and shall not serve more than two (2) consecutive terms.

Only regular members are eligible to serve on the Board of Directors of this Corporation.

In the case of an officer of the Board/Corporation that is serving the first term of the office but is in the last year of eligibility as Board Member, and that person desires to serve a second year as an officer and is nominated by the board to do so, that person may serve one and only one extra year on the Board.

SECTION II Powers:

The Property and business of the Corporation shall be held and managed by the Board of Directors. It shall have all powers and authority necessary or appropriate for the complete execution of the purposes of this Corporation, as set forth in the ARTICLES OF INCORPORATION, except as they may be limited in the By-Laws.

Without in any way limiting or restricting the generality of powers and authority of the Board of Directors as provided in the immediately preceding paragraph, the Board of directors is hereby specifically empowered:

- A. To open in the name of the Corporation such bank accounts as may be necessary for the proper conduct of business of the Corporation and authorize such officers of the Corporation, as may seem advisable, to withdraw funds from the Corporations accounts.
- B. To invest funds of the Corporation in its name.
- C. To borrow money and pledge the credit of the Corporation therefor, and to issue promissory note or notes for the repayment thereof, and in like case to mortgage the property of the Corporation as security for its debts and other lawful engagements.
- D. To acquire, sell, transfer, or otherwise dispose of such equipment or property, both real and personal, as they may deem necessary, proper or advisable for the conduct of business of the Corporation.
- E. To establish departments and committees, provide for their supervision, and to establish rules and regulations governing their management.

SECTION III Duties:

As soon as possible and within one (1) week of the annual meeting and election of the Board of Directors, the Board shall meet for the purpose of electing from its number a President, First Vice President, Second Vice President, Secretary, and Treasurer.

The duties of each officer shall be:

- A. **PRESIDENT:** The President shall preside at all meetings of the Corporation, the Board of Directors, and the Executive Committee;

Shall appoint standing and special committee chairmen with the approval of the Executive Committee;

Shall serve as ex-officio member of all committees, except the Nominating Committee, and shall perform any other duties pertaining to the Office of President.
- B. **FIRST VICE PRESIDENT:** The First Vice President shall perform the duties of the President in the absence of the President;

Shall become the President for the unexpired term in case of death, resignation, or incapacitation of the President; and

Shall serve in such other capacity as may be assigned by the President.
- C. **SECOND VICE PRESIDENT:** The Second Vice President shall perform the duties of the President in the absence of the President and the First Vice President; and

Shall serve in such other capacity as may be assigned by the President, acceptable to the Board of Directors.
- D. **SECRETARY:** The Secretary shall record and keep accurate minutes of all proceedings at meetings of the Corporation, the Board of directors, and the Executive Committee, and shall preserve in a permanent file all records and all letters that may be of any value to the Corporation.
- E. **TREASURER and DIRECTOR OF FINANCE:**
 - 1. The Treasurer and Director of Finance shall have charge of all money of the Corporation.
 - 2. The Treasurer, or the Treasurer's duly appointed member of the Board, shall examine the file containing the original documentation of the invested money of the Corporation that is maintained by the Director of Finance, described hereinafter, and shall report thereon at all meetings of the Board of Directors, or as directed by the President.
 - 3. All disbursements exceeding Seven Hundred Fifty Dollars (\$750) shall require approval of the board.
 - 4. A requirement for Secretary, Treasurer and Director of Finance shall be that they may be willing to give bond if it is the will of the Board of Directors that such bonding is advisable.
 - 5. The Board of Directors may, and it is so recommended, create an Executive Committee consisting of the President, First Vice President, Second Vice President, Secretary and Treasurer.

F. SPECIAL OFFICERS: Director of Finance and Director of Tours

DIRECTOR OF FINANCE:

1. Counts the money received from activities, deposits the money in the bank, keeps record of all financial transactions, and makes out checks or initiates bank transactions online to pay the bills of the Corporation.
2. Invests the money of the Corporation in financial accounts that draw interest.
3. Files all documentation of invested money of the Corporation in a file folder that is readily accessible to any and all members of the Board of Directors. Documents may be received electronically. A digital copy as well as a printed copy will be maintained.
4. Shall consult with the Board of Directors when any change in investments is necessary.

DIRECTOR of TOURS:

1. Initiates, Coordinates, plans and contracts all necessary elements of a tour.
2. Escorts the regular members on the tours or appoints a substitute who agrees to serve.
3. Manages money associated with tours.

SECTION IV Meetings:

- A. The Board of Directors shall hold regular meetings each month on the Tuesday before the meeting of the regular membership, which is held on the second Thursday of each month, or at such other time as is agreed upon by the Board of Directors. Special meetings may be called by the President at any time and must be called by the Secretary when requested in writing or electronically by six (6) members of the Board. Meetings shall be conducted according to Robert's Rules of Orders.
- B. Notification of special meeting of the Board of Directors must be given at least twenty-four (24) hours in advance of the meeting, and must indicate the real purpose of the meeting.
- C. A simple majority of the total listed members of the Board shall constitute a quorum for the regular or special meeting of the Board of Directors.

SECTION V Vacancies:

Any vacancy existing in the Board of Directors shall be filled by an active member of the regular membership by vote of the remaining members of the Board of Directors, and the person so elected shall serve the balance of the unexpired term of his/her predecessor. This unexpired time served shall not constitute time served in regards to ARTICLE III, SECTION I, if the unexpired term shall be less than eighteen 18 months.

A vacancy existing on the Board of Directors shall be deemed to exist in case of death, resignation, removal, or by an unexplained absence from two (2) consecutive regular or special meetings of the Board of Directors.

SECTION VI Removal of Directors

A director may be removed by the regular membership at any regular or special meeting of the regular membership by a majority vote with a quorum present and voting, provided that notice of the meeting and of the action to be proposed has been sent to each regular member and to the director involved, ten (10) days prior to the meeting.

ARTICLE IV

NOMINATING COMMITTEE

Within thirty (30) days after the annual meeting of the regular membership, a Nominating Committee of five (5) members shall be appointed by the Executive Committee, two (2) of whom shall be chosen from the regular membership, together with three (3) members of the Board of Directors.

This Nominating Committee shall serve during the ensuing year and shall maintain a list of persons qualified to fill vacancies on the Board of Directors. Such list shall be made available as vacancies occur.

The Nominating Committee shall select nominees for Directors no later than one (1) month before the Annual Meeting of the Regular Membership, and such election shall immediately be posted at the principal office of the Corporation in a conspicuous place.

The Nominating Committee, through one (1) of its members, shall present to the Annual Meeting of the Regular Membership the list of its nominees for Directors for the ensuing year.

Additional nominees, not to exceed the number proposed by the Nominating Committee, may be nominated from the floor at the proper time during the Annual Meeting of the Regular Membership.

ARTICLE V

AMENDMENTS AND RULES

No changes shall be made in the number of Directors of this Corporation without the vote or the written consent of a majority of all Regular Members entitled to exercise voting power at either a Regular or Special Meeting of the Regular Membership.

Except as mentioned above, these Bylaws may be amended by a majority vote of a quorum of Regular Members present and voting, provided that notice of the proposed amendment has been given in writing or email to the Members ten (10) days prior to the Regular or Special Meeting of the Regular Membership.

ALL BYLAWS shall be recorded in a book as a permanent record and shall be kept in the principal office of the Corporation.