

**SARATOGA AREA SENIOR
COORDINATING COUNCIL**

BYLAWS

December 1, 2009

**SASCC
19655 ALLENDALE AVENUE
SARATOGA, CALIFORNIA**

BYLAWS OF THE SARATOGA AREA SENIOR COORDINATING COUNCIL

Table of Contents

	<u>Page</u>
ARTICLE I. NAME	1
ARTICLE II. OFFICES	1
ARTICLE III. PURPOSE	1
ARTICLE IV. DIVISIONS AND EXECUTIVE DIRECTOR	1
Section 1. The Executive Director	1
Section 2. The Adult Care Center	2
Section 3. The Senior Center	2
Section 4. Auxiliary Divisions.....	2
ARTICLE V. MEMBERS.....	2
Section 1. Determination and Rights of Members.....	2
Section 2. Qualifications of Members..	2
Section 3. Fees, Dues, and Assessments.....	2
Section 4. Number of Members.....	2
Section 5. Membership List.....	2
Section 6. Non-Liability of Members...	3
Section 7. Non-Transferability of Memberships.....	3
Section 8. Grounds for Termination of Membership.....	3
Section 9. Rights on Termination of Membership.....	3
ARTICLE VI. MEETINGS OF MEMBERS AND TYPES OF VOTING OPTIONS	3
Section 1. Place of Membership Meetings.....	3
Section 2. Annual and Other Regular Meetings.....	3
Section 3. Voting Methods.....	3
Section 4. Special Meetings of Members.....	3
Section 5. Notice of Membership Meetings.....	4
Section 6. Quorum for Meetings.....	4
Section 7. Majority Action as Membership Action.....	4
Section 8. Voting Rights.....	4
Section 9. Conduct of Meetings.....	5
Section 10. Action by Written Ballot without a Meeting.....	5
Section 11. Record Date for Meetings..	5
ARTICLE VII. BOARD OF DIRECTORS.....	5
Section 1. Eligibility.....	5
Section 2. Composition.....	5
Section 3. Authorities.....	6
Section 4. Election of Board Members.....	6
Section 5. Reasonable Nomination and Voting procedures for Directors.....	6
Section 6. Duties.....	6
Section 7. Subordinate Officers.....	6
Section 8. Removal and Resignation...	7
Section 9. Vacancies.....	7
Section 10. Terms of Office.....	7
Section 11. Compensation.....	7
Section 12. Interested Persons.....	8
Section 13. Non-Liability of Directors..	8
Section 14. Indemnification of Directors, Officers, Employees, and Other Agents.....	8
Section 15. Insurance for SASCC Agents.....	8
Section 16. Action by Unanimous Written Consent without Meeting...	8

BYLAWS OF THE SARATOGA AREA SENIOR COORDINATING COUNCIL

Table of Contents (continued)

<u>Page</u>	<u>Page</u>
ARTICLE VIII. OFFICERS.....9	Section 2. Checks and Notes.....15
Section 1. Officers, Election, and Term of Office.....9	Section 3. Deposits.....15
Section 2. Duties of President.....9	Section 4. Gifts.....15
Section 3. Duties of Immediate Past President.....9	ARTICLE XII. CORPORATE RECORDS AND REPORTS.....16
Section 4. Duties of Vice President.....9	Section 1. Directors' Inspection Rights.....16
Section 5. Duties of the CFO.....9	Section 2. Members' Inspection Rights.....16
Section 6. Duties of Secretary.....10	Section 3. Right to Copy and Make Extracts.....16
Section 7. Duties of Chairperson of Fund Development Committee.....10	Section 4. External Audit.....16
Section 8. Duties of Chairperson Adult Advisory Committee.....10	Section 5. Annual Report.....16
Section 9. Duties of Chairperson Senior Center Support Committee.....10	Section 6. Annual Statement of Specific Transactions to Members.....17
Section 10. Duties of Directors.....11	
ARTICLE IX. MEETINGS OF THE BOARD.....11	ARTICLE XIII. FISCAL YEAR OF SASCC.....17
Section 1. Meetings of Board of Directors.....11	ARTICLE XIV. DISSOLUTION.....17
Section 2. Notice of Meetings.....11	ARTICLE XV. AMENDMENT OF BYLAWS.....18
Section 3. Contents of Notice.....11	ARTICLE XVI. AMENDMENT OF THE ARTICLES OF INCORPORATION.....18
Section 4. Waiver of Notice and Consent to Holding Meetings.....11	Section 1. Amendment of Articles of Incorporation.....18
Section 5. Quorum for Meetings.....11	Section 2. Restrictions on Amendments.....18
Section 6. Majority Action as BOD Action.....12	ARTICLE XVII. PROHIBITION AGAINST SHARING SASCC PROFITS AND ASSETS.....18
Section 7. Conduct of Meetings.....12	CERTIFICATE.....19
ARTICLE X. COMMITTEES.....12	
Section 1. Standing Committee Authorities.....12	
Section 2. Meetings and Action of Committees.....12	
Section 3. Standing Committees.....13	
ARTICLE XI. EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS..... 15	
Section 1. Execution of Instruments...15	

BYLAWS OF THE SARATOGA AREA SENIOR COORDINATING COUNCIL

A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION

ARTICLE I. NAME

The name of this Corporation is the **SARATOGA AREA SENIOR COORDINATING COUNCIL (SASCC)**

ARTICLE II. OFFICES

The principal office of SASCC is located at 19665 Allendale Avenue in the city of Saratoga, Santa Clara County, California.

ARTICLE III. PURPOSE

The Mission of SASCC is to improve and promote the health and welfare of older adults in our communities.

The objectives are to involve, enrich, and empower older adults by

- a) Identifying and articulating their needs;
- b) Advocating programs for preventing and ameliorating the problems of aging
- c) Cooperating with other older adult councils and commissions to:
 1. Exchange information
 2. Develop community awareness
 3. Promote programs for older adult needs.

ARTICLE IV. DIVISIONS AND ORGANIZATIONAL STRUCTURE

SASCC is made up of two divisions and is governed by a Board of Directors who employs an Executive Director who is responsible for the day to day operations of the organization.

Section 1. The Executive Director

The ED is a paid employee and employed by the Board of Directors

The ED shall

1. Be employed and terminated by the Board.
2. Administer the operation of the Senior and Adult Care Centers.
3. Be responsible for staff; manage day-to-day operations of both Centers in adherence to SASCC Bylaws and established policies.
4. Be responsible for annually submitting and achieving, goals, objectives and budgets.
5. Maintains a current Director and Officer Liability insurance policy.
6. Support the fund raising activities and be responsible for submission of grant proposals.
7. Be responsible for the Volunteer Program.
8. Request guidance annually from the Board of Directors regarding a financial audit.
9. Have Responsibilities assigned by the CFO including Article VIII, Section 5.

10. Be responsible for adherence to State and Federal employment laws and regulations.

Section 2. The Adult Care Center

The mission of the Saratoga Adult Care Center (ACC) is to promote and maintain an optimum quality of life for less independent senior citizens and their caregivers. To this end the center shall:

- 1) Operate an ACC, which is licensed by the Department of Social Services of the State of California.
- 2) Provide professional care for participants during the day with programs providing physical and mental stimulation in a safe and supportive environment.
- 3) Provide respite to the caregivers during the day.
- 4) Support the caregivers through counseling, support groups, education, information, and referral.

Section 3. The Senior Center

The mission of the Senior Center (SC) is to promote, advocate, and coordinate activities that contribute to the mental and physical well being of senior citizens in the greater Saratoga area.

Section 4. Auxiliary Divisions

Auxiliary Divisions may be established by resolutions of the SASCC BOD.

ARTICLE V. MEMBERS

Section 1. Determination and Rights of Members

SASCC shall have only one class of members. No member shall hold more than one membership in SASCC. Except as expressly provided in or authorized by the Articles of Incorporation or Bylaws, all membership shall have the same rights, privileges, restrictions, and conditions, including voting rights.

Section 2. Qualifications of Members

Any person, group, organization, or agency concerned with meeting the needs of senior citizens of the greater Saratoga area and whose goals and mission are sufficiently aligned with those of SASCC shall be entitled to membership and a single vote.

Section 3. Fees, Dues, and Assessments

Membership fees or annual dues in the form of contributions to SASCC shall be as determined by the BOD. The membership year shall be January 1 through December 31.

Section 4. Number of Members

There shall be no limit to the number of members SASCC may admit.

Section 5. Membership List

SASCC shall keep a membership list containing at least the name and address and information to quickly communicate with of each member. Termination of the membership of any member shall be recorded for future reference. The membership list shall be kept at SASCC's principal office and shall be available for inspection by any director or member of SASCC during regular

business hours. Persons wishing a copy of the membership list must make application to the Board giving reasons for use and guarantee of non use as stipulated below.

The membership list of SASCC shall not be used, in whole or part, by any person for any purpose not reasonably related to a member's interest as a member. Specifically usage for political, religious, or business purposes shall be strictly prohibited.

Section 6. Non-Liability of Members

A member of SASCC is not, as such, personally liable for the debts, liabilities, or obligations of SASCC.

Section 7. Non-Transferability of Memberships

No member may transfer a membership or any right arising there from. All rights of membership cease upon the member's death.

Section 8. Grounds for Termination of Membership

The membership of a member shall terminate upon the occurrence of any of the following events:

- a) Upon resignation, death, or non-payment of dues.
- b) Upon a determination by the BOD that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of SASCC.

Section 9. Rights on Termination of Membership

All rights of a member of SASCC shall cease on termination of membership as herein provided.

ARTICLE VI. MEETINGS OF MEMBERS AND TYPES OF VOTING OPTIONS

Section 1. Place of Membership Meetings

Meetings of members shall be held at the principal office of SASCC or at such other place or places as may be designated from time to time by resolution of the BOD.

Section 2. Annual and Other Regular Meetings

The members shall meet annually in June on a day set by the BOD for the purpose of installing directors, receiving reports from the BOD and committees and transacting other business as may come before the meeting.

Section 3. Voting Methods

A flexible method of voting (mail, internet, in person etc.) for maximizing participation of the members is allowed for election of Directors and all other types of issues. The same criteria for quorum and passage for vote at a meeting shall be met in a vote by mail and/or internet.

Section 4. Special Meetings of Members

Special meetings of the members shall be called by the BOD, or by the President. In addition, special meetings of the members may be called by petition of at least five percent (5%) of the members.

Section 5. Notice of Membership Meetings

- a) Time of Notice. Whenever members are required or permitted to take action at a meeting, a notice of the meeting shall be given by the Secretary of SASCC not less than twenty-one (21) or more than ninety (90) days before the date of the meeting.
- b) Manner of Giving Notice. Notice of a membership meeting or any report shall be given either personally or by mail or other means of written communication, addressed to the member at the email or address appearing on the current membership list of SASCC. Notice shall be deemed to have been given at the time when delivered personally or deposited in the mail.
- c) Contents of Notice. Notice of a membership meeting shall state the place, date, and time of the meeting and (1) in the case of a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) in the case of a regular meeting, those matters that the BOD, at the time notice is given, intends to present for action by the members. Subject to any provision to the contrary contained in these Bylaws, however, any proper matter may be presented at a regular meeting for such action.
- d) Notice of Meetings Called by Members. If a special meeting is called by members as authorized by these Bylaws, the request for the meeting shall be submitted in writing, specifying the general nature of the business proposed to be transacted and shall be delivered personally or sent by registered mail to the President, Chief Financial Officer, or Secretary of SASCC. The officer receiving the request shall promptly cause notice to be given to the members entitled to vote that a meeting will be held, stating the date of the meeting. The date for such meeting shall be fixed by the BOD and shall not be less than thirty-five (35) or more than ninety (90) days after the receipt of the request for the meeting by the officer. If the notice is not given within twenty (20) days after the receipt of the request, persons calling the meeting may give the notice themselves

Section 6. Quorum for Meetings

A quorum shall consist of five (5) percent of the membership as of the meeting date.

The members present at a duly called and held meeting, at which a quorum is initially present, may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of members from the meeting provided that any action taken after the loss of a quorum must be approved by at least a majority of the members required to constitute a quorum.

In the absence of a quorum initially, any meeting of the members may be adjourned by vote of a majority of the members represented at the meeting, but no other business shall be transacted at such meeting.

Section 7. Majority Action as Membership Action

Every act or decision done in accordance with these bylaws by the members present at a duly held meeting at which quorum is present is the act of the membership,

Section 8. Voting Rights

Each member shall be entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote. Election of Directors, however, shall be by ballot.

Section 9. Conduct of Meetings

Meetings of members shall be presided over by the President of SASCC or, in his or her absence, by the Vice President, or, in the absence of both of these persons, by a Chairperson designated by the BOD.

Meetings shall be governed by the current version of the "City of Saratoga rules of Parliamentary Procedure"

Section 10. Action by Written Ballot without a Meeting

Any action that may be taken at any regular or special meeting of members may be taken without a meeting if SASCC distributes a written ballot to each member. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of each proposal, provide that where the person solicited specifies a choice with respect to any such proposal the vote shall be cast in accordance therewith, and provide and state a (reasonable) time within which to return the ballot to SASCC. Ballots shall be mailed, emailed or delivered in the manner required for giving notice of meetings specified in Art. VI, sec. 5.

All written ballots shall also indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of directors, a majority of ballots submitted is required to pass the measure submitted. Rules for approval of any measure without a meeting will be the same as those of a measure proposed with a meeting

Directors shall be elected by written ballot. Such ballots for the election of directors shall list the persons nominated at the time the ballots are mailed, emailed, or delivered. If any such ballots are marked "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of directors is withheld, they shall not be counted as votes either for or against the election of a director.

A written ballot shall not be revoked after its receipt by SASCC.

Section 11. Record Date for Meetings

The record date for purposes of determining the members entitled to notice, voting rights, written ballot rights, or any other right with respect to a meeting of members or any other lawful membership action, shall be fixed pursuant to Section 5611 of the Code.

ARTICLE VII. BOARD OF DIRECTORS

Section 1. Eligibility

Any person who is a member of SASCC is qualified to serve as a director of SASCC. Each director shall serve an elected term until he or she resigns or is removed.

Section 2. Composition

- a) SASCC shall have no less than thirteen (13) or more than fifteen (15) elected directors. Two (2) directors of the Board one from the City Staff and one from the City Council shall be appointed by the City Council
- b) Fifty percent (50%) of the Board shall be 50 or more years of age. Collectively they shall be known as the Board of Directors, referred to in this document as BOD.

Section 3. Authorities

- a) SASCC is organized and operated exclusively for charitable purposes within the meaning of sections 501(c)(3) and 501(k) of the Internal Revenue Code., Contributions to SASCC are deductible under Section 170(c)(2) of the Internal Revenue Code
- b) No substantial part of the activities of SASCC shall consist of advocacy or otherwise attempting to influence legislation, and SASCC shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office
- c) The activities and affairs of SASCC shall be conducted and all corporate powers shall be exercised by or under the direction of the BOD and subject to the provisions of the California Nonprofit Public Benefit Corporation Code (hereinafter referred to as the Code), the Articles of Incorporation and Bylaws.

Section 4. Election of Board Members

Directors shall be elected by written ballot. Such ballots for the election of directors shall list the persons nominated at the time the ballots are mailed, emailed, or delivered. If any such ballots are marked "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of directors is withheld, they shall not be counted as votes either for or against the election of a director.

Section 5. Reasonable Nomination and Voting Procedures for Directors

SASCC shall make available to members reasonable nomination and election procedures with respect to the election of directors, including:

- a) A reasonable means of nominating persons for election of directors.
- b) A reasonable opportunity for a nominee to communicate to the members the nominee's qualifications and the reasons for the nominee's candidacy.
- c) A reasonable opportunity for all nominees to solicit votes.
- d) A reasonable opportunity for all members to choose among the nominees
- e) Prior to the Month of May, an introduction of the slate of candidates is to be held at a meeting of the members not less than 3 weeks after notice
- f) Voting for Directors will be during the Month of May (see Article VI, sec. 3).

However, if SASCC has five hundred (500) or more members, any of the additional nomination procedures specified in Section 5520 of the Code may be used to nominate persons for election to the BOD.

Section 6. Duties

The BOD shall:

- a) Be the policy-making body regarding the business, programs, funds, and property of SASCC.
- b) Approve budgets submitted by the Executive Director (ED).
- c) Adopt policies as needed.
- d) Annually set and periodically assess progress towards the goals and objectives of the BOD.
- e) Be responsible for the employment of the Executive Director and annually assess performance on anniversary of hire.
- f) Assure that all officers, agents, and employees adhere to the policies and bylaws of SASCC.
- g) Support and promote fund-raising activities of SASCC.
- h) The Board shall meet regularly on a monthly basis at least eleven (11) times a year.

- i) Assure that all member contact information registered with the Secretary is accurate for meeting notices etc.
- j) Act in good faith in the performance of BOD duties.
- k) Unless excused, each Director is expected to attend all Board Meetings per 12-month period.
- l) Any director may resign upon giving notice of effective date to the President of the BOD, the Secretary, or the BOD. No director may resign if SASCC would then be left without a duly elected director in charge of its affairs, except upon notice to the Attorney General.

Section 7. Subordinate Officers

The BOD may appoint other officers or agents as it may deem desirable, and such officers shall serve terms, authorities, and perform duties as may be prescribed by the BOD.

Section 8. Removal and Resignation

Any Director may be removed with cause, by the BOD, at any time. Any officer may resign at any time by giving written notice to the BOD or to the President or Secretary of SASCC. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 9. Vacancies

Any vacancy caused by death, resignation, removal, disqualification, or otherwise, shall be filled by BOD appointment. In the event of vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the Executive Committee until such time as the BOD shall fill the vacancy. Vacancies on the BOD shall exist upon the death, resignation, or removal of any director.

- a) The BOD may declare vacant the office of a director who by action of the BOD is considered to be incapable of fulfilling the BOD functions, or whose actions are materially and seriously prejudicial to the objectives and purposes of SASCC.
- b) A vacancy can be declared by the Board upon failure of a Board member to attend at least eight (8) regularly scheduled Board meetings
- c) Vacant director positions on the BOD may be filled by approval of the BOD. A person approved to fill a vacancy as provided by this Section shall hold office until the next annual meeting of members.
- d) Any director may resign upon giving notice to the President of the BOD, the Secretary, or the BOD, specifying the effective date. No director may resign if SASCC would then be left without a duly elected director in charge of its affairs, except upon notice to the Attorney General.

Section 10. Terms of Office

Each year an election will be held for half of the directors consistent with the following conditions.

- a) Directors shall be elected for a two-year term.
- b) A Director shall be eligible for re-election, but no elected Director shall serve more than six consecutive years.
- c) A person who has served six consecutive years is not eligible for nomination or appointment until one year after completion of their sixth term.
 - 1. Time spent as an appointed Director to fill a vacancy will not be counted in c) above.
 - 2. The President and Secretary may be elected by the BOD for only two consecutive one year terms.

- d) Current BOD members approved by the BOD to a different BOD position shall assume the term of that position

Section 11. Compensation

Directors shall serve without compensation. However, they shall be allowed reasonable advancement for or reimbursement of expenses incurred in the performance of their regular duties

Section 12. Interested Persons

Individuals being paid by SASCC for goods or services are considered Interested Persons and may not serve on the BOD.

Section 13. Non-Liability of Directors

The Directors of SASCC acting within the requirements of these bylaws shall not be personally liable for the debts, liabilities or other obligations of SASCC.

Section 14. Indemnification of Directors, Officers, Employees, and Other Agents

- a) To the extent that a person who is, or was, a director, officer, employee, or other agent of SASCC has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of SASCC, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceedings.
- b) If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with such proceedings shall be provided by SASCC but only to the extent allowed by, and in accordance with the law requirements of, Section 5238 of the Code.

Section 15. Insurance for SASCC Agents

The BOD may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of SASCC against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the Code) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not SASCC would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the Code

Section 16. Action by Unanimous Written Consent without Meeting

Any action that may be taken at any regular or special meeting of the Board may be taken without a meeting if SASCC distributes a written ballot to each member. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of each proposal, provide that where the person solicited specifies a choice with respect to any such proposal the vote shall be cast in accordance therewith, and provide and state a (reasonable) time within which to return the ballot to SASCC. Ballots shall be personally delivered, mailed or emailed to the email or address appearing on the current membership list of SASCC.

All written ballots shall also indicate the number of responses needed to meet the quorum requirement. A majority of the ballots submitted is required to pass the measure submitted. Rules for approval of any measure without a meeting will be the same as those of a measure proposed with a meeting

ARTICLE VIII. OFFICERS

Section 1. Officers, Election and Term of Office

The Officers shall be elected from and by the Board of Directors for a one year term. These Officers shall be:

- a) President
- b) Vice President
- c) Chief Financial Officer
- d) Secretary
- e) The immediate Past President will be an ex-officio member of the Board without a vote. Any number of these offices may be held by the same person; however, the office of President cannot be held concurrently with that of Secretary, Vice President or the Chief Financial Officer.

Section 2. Duties of President

- a) The President shall be Chairman of the Board, subject to the direction of the Board and responsible for the effective functioning of the BOD as a group and shall preside at all meetings of the BOD and the membership. Attendance of the President is not required at committee meetings.
- b) Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of SASCC, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the BOD.

Section 3. Duties of Immediate Past President

The Immediate Past President shall serve as an ex-officio member of the Board for a single one-year term to provide counsel and assistance to the current President.

Section 4. Duties of Vice President

In the absence of the President, or in the event of his or her inability or refusal to act, 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 restrictions on the President.

Section 5. Duties of the CFO

- a) Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Chief Financial Officer shall oversee and be responsible for:
 - 1) Supporting and collaborating on all financial issues with the Executive Director and Board
 - 2) Handling of all funds and securities of SASCC, and the deposit of all such funds in the name of SASCC in such banks, trust companies, or other depositories as shall be approved by the BOD.
 - 3) Providing to the President and directors, whenever requested, an account of any or all financial transactions and the financial condition of SASCC.
 - 4) Preparing, or causing to be prepared, annual budgets for SASCC consisting of detailed accounts of the Senior Center and the Adult Care Center for approval by the BOD.
 - 5) Arranging for the annual audit as requested by the board of SASCC's financial and program operations.

- 6) Preparing, or causing to be prepared, and certifying, or causing to be certified, the financial statements to be included in any required reports, grants, exhibits etc.
- b) The Chief Financial Officer shall have oversight responsibility for the financial duties of the Executive Director, who shall:
 - 1) Be responsible for receipts of monies due and payable to SASCC from any source whatsoever.
 - 2) Be responsible for disbursement of the funds of SASCC as indicated by the budget or directed by the BOD.
 - 3) Keep and maintain or cause to be kept and maintained, adequate and correct accounts of SASCC's properties deposits and other business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Section 6. Duties of Secretary

The Secretary shall:

- a) Verify and keep at the principal office of SASCC an official copy of these Bylaws, as amended, SASCC Articles of Incorporation, and policies and procedures of the BOD.
- b) Keep or cause to be kept at the principal office of SASCC, the minutes of all meetings of the BOD and of the annual and special meetings of the membership, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the proceedings thereof, and (except for general meetings of the members of SASCC) the names of those present or represented at the meeting.
- c) See that all notices of meetings are duly given in accordance with provisions of these Bylaws or as required by the "Brown Act".
- d) Be responsible that a current copy of the Board roster be kept at the principal office of SASCC containing contact information of each member.
- e) Exhibit at all reasonable times to any director of SASCC, or to his or her agent or attorney, on request thereof, the Bylaws, the current membership list, and the minutes of the proceedings of the BOD.

Section 7. Duties of Chairperson of Fund Development Committee

- a) The Chairperson of the Fund Development Committee shall provide leadership for all fund raising activities. He or she shall work with the committee, the Executive Director, BOD, and volunteers to develop long range plans for resource realization, and to facilitate grant requests and fund raising initiatives.
- b) The Chairperson is an officer of SASCC and a member of the Executive Committee.

Section 8. Duties of Chairperson Adult Advisory Committee

- a) Shall provide leadership and conduct the monthly and ad hoc Adult Advisory Committee meetings.
- b) Shall report to the Board all pertinent activities of the AAC.

Section 9. Duties of Chairperson Senior Center Support Committee

- a) Shall provide leadership and conduct the monthly and ad hoc Senior Center Support Committee meetings.
- b) Shall report to the Board all pertinent activities of the SCAC.

Section 10. Duties of Directors

The directors shall be assigned duties by the BOD, including assignments for public relations and marketing responsibilities.

ARTICLE IX. MEETINGS OF THE BOARD

Section 1. Meetings of Board of Directors

- a) Place of Meetings
Meetings shall be held at the principal office of SASCC unless otherwise provided by the BOD or at such place that has been designated by the BOD.
- b) Regular Meetings
Regular meetings of Directors shall be held at least eleven times each year at intervals of approximately one month. Regular BOD meetings shall be open to any member of SASCC. Such meetings shall be held at the principal office of SASCC unless otherwise designated in the notice.
- c) Special Meetings
Special meetings of the BOD may be called by the President, the Vice President, the Secretary, or by any two directors. Such meetings shall be held at the principal office of SASCC unless otherwise designated in the notice.

Section 2. Notice of Meetings

- a) Regular meetings of the BOD shall be held on dates set by the BOD.
- b) Notices of all regular meetings of the BOD shall be printed in the newsletter and posted at the center so that any member will have a reasonable opportunity to attend.
- c) All meetings of the BOD shall be held upon at least four (4) days' notice. Notice shall consist of newsletter, or in the case of special meetings, written communication (mail, email) and/or telephone call to each Board member.
- d) Special meetings for emergencies may be called w/o four (4) day notice if noted as such.

Section 3. Contents of Notice

Notice of all meetings shall specify the place, day, and hour of the meeting. For special meetings of the BOD the notice shall include the general nature of the business to be transacted.

Section 4. Waiver of Notice and Consent to Holding Meetings

The transactions of any meeting of the BOD, however called and noticed or wherever held, shall be as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 5. Quorum for Meetings

- a) A quorum shall consist of a majority of all current Directors.
- b) Except as otherwise provided in these Bylaws or in the Articles of Incorporation of SASCC, or by law, no business shall be considered by the BOD at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. However, a majority of the directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the BOD.

- c) The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum. Any action thereafter taken must be approved by at least a majority of the required quorum for such meeting.

Section 6. Majority Action as BOD Action

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the BOD, unless the Articles of Incorporation or Bylaws of SASCC, or provisions of the Code, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a director has a material financial interest (Section 5233) and indemnification of directors (Section 5238), require a greater percentage or different voting rules for approval.

Section 7. Conduct of Meetings

- a) Meetings of the BOD shall be presided over by the President of the BOD, or, in his or her absence, by the Vice President, or, in the absence of each of these persons, by a Chairperson chosen by majority of the directors present at the meeting. The Secretary of SASCC shall act as a secretary of all meetings of the BOD, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.
- b) The Chairperson shall not be entitled to vote except when required to break a tie.
- c) A BOD member with a potential conflict of interest in the question at hand shall refrain from voting.
- d) Meetings of the BOD shall be governed by City of Saratoga Rules of Parliamentary Procedure.

ARTICLE X. COMMITTEES

Section 1. Standing Committee Authorities

Standing Committees are meant to deal with the major, continuing activities of the Center constituted by the BOD and can be changed to reflect alternative needs.

- a) All persons on standing committees must be members of SASCC.
- b) Chairpersons of all Standing Committees will be nominated by the President from the Board and approved by the Board.
- c) The committee members will be suggested by the Chairperson, approved by the BOD and listed in the membership directory.
- d) The President and Executive Director are ex-Officio members of all committees with optional attendance.
- e) All SASCC standing committees shall be advisory to the BOD, and, with the exception of the Executive Committee, cannot exercise the authority of the BOD.

Section 2. Meetings and Action of Committees

- a) All committee recommendations will be formalized and be presented in writing for forwarding to BOD members prior to BOD consideration.
- b) Except when handling staff personnel issues, or discussing contractual issues, all committee meetings shall be open to the general membership
- c) Any committee except the Executive Committee may select a Vice-Chairperson if it so desires.

Section 3. Standing Committees:

a) Executive Committee

1. The Executive Committee shall consist of the officers of the BOD and Chairpersons of the Adult Care Center and Senior Center Support Committees.
2. Meetings of the Executive Committee may be called by the President, by request of three officers, or by a resolution of the BOD to:
 - a) Consider an issue where timely resolution is important, or
 - b) Analyze those proposals in depth where it is considered appropriate prior to presenting recommendations to the full BOD.
 - c) Review the performance of the Executive Director.
3. Review staff, volunteer, and member issues as needed. The Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the BOD.
4. The BOD may, by a majority vote of directors, delegate to the Executive Committee for the current year any of the powers and authority of the BOD in the management of the business and affairs of SASCC, except with respect to:
 - a) The approval of any action, which under law or the provisions of these Bylaws requires the approval of a majority of all of the members.
 - b) The filling of vacancies on the BOD or on any committee.
 - c) The amendment or repeal of Bylaws or the adoption of new Bylaws.
 - d) The approval of any transaction to which SASCC is a party and in which one or more of the directors has a material financial interest, except as expressly provided in Section 5233(d)(3) of the Code.
 - e) The creation of committees of the BOD or the members thereof.

b) Adult Care Center Advisory Committee

1. The ACC shall have an Advisory Committee whose chairperson is an officer of SASCC and shall also serve on the Executive Committee of the SASCC BOD. The ACC Advisory Committee shall serve as an advocate for the ACC and its clients; it shall recommend policies and programs.
2. Recommendation for membership on the Advisory Committee of the Adult Care Center shall be submitted by the committee to the BOD for consideration.
3. The Chairperson of the ACC Committee shall be appointed for a two year term.
4. The ACC Support Committee Chairman shall submit a report of operations to the regular meetings of the Board.
5. Policies and Procedures for the ACC will be submitted by this committee to the BOD for approval and maintained by them.

c) Senior Center Support Committee

1. The Senior Center shall have a Support Committee whose chairperson is an officer of SASCC and shall also serve on the Executive Committee of the BOD. The Senior Center Support Committee shall serve as an advocate and support for the Senior Center and its members; it shall recommend policies and programs to the BOD on behalf of the Senior Center.
2. Recommendation for membership on the Senior Center Support Committee shall be submitted by the committee to the BOD for consideration.
3. The Chairperson of the Senior Center Committee shall be appointed for a two year term.
4. The Senior Center Support Committee shall submit a report of operations to the regular meetings of the BOD.

5. Policies and Procedures for the SC will be submitted by this committee to the BOD for approval and maintained by them.
 6. The Senior Center Support Committee shall also promote and welcome new memberships, and encourage participation and involvement in SASCC and Senior Center activities
- d) Finance Committee
- 1) The Chief Financial Officer shall chair this committee. This committee shall be responsible for the budgets and for monitoring income and expenses for SASCC, the ACC, and the Senior Center, in consultation with their Advisory Committees. All budgets or amendments thereto, must be approved by the BOD.
 - 2) The Finance Committee shall review the disposition of gifts, review salaries recommended by the Personnel Committee, and review all proposals from other committees that involve variances from the approved budget, and present recommendations to the BOD.
 - 3) The Finance Committee shall oversee all SASCC activities that could impact budget, endowment performance, and financial policies, and shall develop and implement methods and practices for handling all revenues, expenditures, and funds.
 - 4) Proposed expenditures exceeding the budgeted amounts by \$500 or more must be approved by the Committee for presentation to the Board.
 - 5) The Finance Committee shall
 - a) Be aware of all SASCC financial activities and inform the Board of those that have or could have material impact upon the budget, endowment performance, and financial policies.
 - b) Be responsible for the development and oversight of the implementation of Policies and Procedures for handling all revenues, expenditures, audits and funds.
 - 6) The Finance Committee shall conduct an internal financial audit annually for years that there is not an external audit.
- e) Health Committee
1. The Health Committee shall plan and promote health-related programs.
 2. The committee shall be responsible for presenting an annual health fair.
- f) Nominating Committee
1. This committee shall:
 - a) Be formed no later than the October Board meeting. It shall consist of five (5) members elected by the BOD, two of whom shall be members of the BOD and three of whom shall be from the general membership of SASCC.
 - b) Prepare a slate of nominees for all elected directors whose positions are vacant or whose terms will be expiring the next June 30th.
 - c) Communicate the slate of candidates and their biographies in writing to all members of SASCC in the April Outlook with notice of the voting procedures.
 - d) Insure that ballots go out in May Outlook which must be received at the SASCC office no later than May 31st.
 - e) Introduce the nominees at a meeting of the membership in May.
 - f) Conduct an Installation at the Annual Meeting in June.

- g) Personnel Committee
 1. The Personnel Committee shall be responsible for review and oversight of personnel policies, the employee handbook containing a job description of each staff position, and the volunteer handbook.
 2. This committee shall act as the grievance committee for singular staff or member grievances raised to the Board level. If a grievance is brought by a non board or non staff member and results in the formation of a Special Grievance Committee, it shall include at least two non Board members.
 3. The Personnel Committee shall also make recommendations to the Finance Committee regarding salaries.
- h) Strategic Planning and Fund Development Committee

The Strategic Planning Committee shall create, revise, and be the custodian of the long-range strategic plan and shall prepare a business plan with focus on fund development, which shall be reviewed and approved by the BOD annually.
- i) Other Committees
 1. Ad hoc Committees may be formed from time to time with defined task and tenure.
 2. Chairpersons for all Ad Hoc Committees will be nominated by the President and approved by the Board and need not be chosen from the Board.
 3. The Committee Chairman will select the members to be approved by the BOD

Examples are not limited to Bylaws, Policy Review, Grievance etc

ARTICLE XI. EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

Section 1. Execution of Instruments

The BOD, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of SASCC to enter into any contract or execute and deliver any instrument in the name of and on behalf of SASCC, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind SASCC by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2. Checks and Notes

Except as otherwise specifically determined by resolution of the BOD, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of SASCC in amounts greater than one thousand five hundred dollars (\$1,500) shall be signed by two of the following: the Chief Financial Officer, the Executive Director, the President, and the Vice President.

Section 3. Deposits

All funds of SASCC shall be deposited expeditiously to the credit of SASCC in such banks, trust companies, or other depositories as the BOD may approve.

Section 4. Gifts

Only the BOD may accept on behalf of SASCC any contribution, gift, bequest, or device for the charitable or public purposes of SASCC.

ARTICLE XII. CORPORATE RECORDS AND REPORTS

Section 1. Directors' Inspection Rights

Every director shall have the absolute right at any reasonable time to inspect and with approval of the BOD request copies of specified subject matter of all books, records, and documents of every kind and to inspect the physical properties of SASCC.

Section 2. Members' Inspection Rights

Each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a SASCC member, and for which, in good faith, the requester believes will benefit SASCC:

- a) To inspect and copy the record of all members' names and addresses, at reasonable times, upon five (5) business days' prior written demand on SASCC, which demand shall state the purpose for which the inspection is requested.
- b) To obtain from the Secretary of SASCC, upon written demand and payment of a reasonable charge, a list of names and addresses of those members entitled to vote for the election of directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as of which the list is to be compiled, or SASCC may respond to the demand with a written offer of an alternative method of achieving the purpose identified in the demand.
- c) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the BOD or committees of the BOD, upon written demand on SASCC by the member, for a purpose reasonably related to such person's interests as a member.

Section 3. Right to Copy and Make Extracts

Any inspection under the provision of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts for a reasonable fee.

Section 4. External Audit

An audit of both financial records shall be performed by a qualified auditing firm every odd year. See Article X, Section 3d for further direction.

Section 5. Annual Report

The BOD shall cause an annual financial report to be furnished not later than one hundred and twenty (120) days after the close of SASCC's fiscal year to all directors of SASCC and made available by request to all members, which report shall contain the following information in appropriate detail:

- a) The assets and liabilities, including the trust funds, of SASCC as of the end of the fiscal year;
- b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;

- c) The revenue or receipts of SASCC, both unrestricted and restricted to particular purposes, for the fiscal year;
- d) The expenses or disbursements of SASCC, for both general and restricted purposes, during the fiscal year;

Accomplishments, program activities, and significant events during the fiscal year shall be reported at the annual meeting.

The audited annual financial report shall be made available for member inspection upon its receipt from the independent accountant.

Section 6. Annual Statement of Specific Transactions to Members

SASCC shall mail, email, or deliver to all officers and directors and any member who requests it, a statement within one hundred and twenty (120) days after the close of its fiscal year, that briefly describes the amount and circumstances of any indemnification or transaction to which SASCC was a party, and in which any officer or director of SASCC may have had a direct or indirect financial interest.

The above statement need only be provided with respect to transactions during the prior fiscal year involving more than fifty thousand dollars (\$50,000) or which was one of a number of transactions with the same person or persons involving, in aggregate, more than fifty thousand dollars (\$50,000).

Similarly, the statement need only be provided with respect to indemnifications or advances to any director or officer, except that no such statement need be made if such indemnification was approved by the members pursuant to Section 5238(e)(2) of the Code.

Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to SASCC, the nature of such person's interest in the transaction, and, where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

ARTICLE XIII. FISCAL YEAR OF SASCC

The fiscal year of SASCC shall begin on the first day of July and end on the thirtieth day of June in each year.

ARTICLE XIV. DISSOLUTION

On the dissolution of SASCC, its assets remaining after payment or provision for payment of all its debts and liabilities shall be distributed by action of the BOD to one or more nonprofit funds, foundations, or Corporations operated exclusively for charitable purposes, which have established their tax-exempt status under section 501 (c)(3) of the Internal Revenue Code, and which agree to designate the funds received for the purpose described in Article III of these Bylaws.

ARTICLE XV. AMENDMENT OF BYLAWS

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit Corporations, these Bylaws, or any portion thereof, may be altered, amended, or replaced and new Bylaws adopted by approval of at least two thirds of the members voting at a regular or special meeting or by mail or email.

Notice of such meetings or ballots sent by mail or email, shall include the proposed changes to the Bylaws and the existing language of the affected sections of these Bylaws. Any amendment(s) to the proposed amendment(s) shall follow the same procedures as the original amendment(s).

ARTICLE XVI. AMENDMENT OF THE ARTICLES OF INCORPORATION

Section 1. Amendment of Articles after Admission of Members

After members have been admitted to SASCC, amendment of the Articles of Incorporation may be adopted by the approval of the BOD and of at least two thirds of the members attending a regular or special meeting of the members or voting by the more flexible method (see Article VI, Section 3.).

Notice of such meetings or ballots sent by mail/email, as specified in Article IX, Section 4 of these Bylaws, shall include the proposed changes to the Articles of Incorporation and the existing language of the affected sections of these Articles of Incorporation. Any amendment(s) to the proposed amendment(s) shall follow the same procedures as the original amendment(s).

Section 2. Restrictions on Amendments

Notwithstanding the above section of this Article, SASCC shall not amend its Articles of Incorporation to alter any statement that appears in the original Articles of Incorporation of the names and addresses of the first directors of SASCC or the name and address of its initial agent, except to correct an error in such statement or to delete either statement after SASCC has filed "Statement by a Domestic Nonprofit Corporation" pursuant to Section 6210 of the Code.

ARTICLE XVII. PROHIBITION AGAINST SHARING SASCC PROFITS AND ASSETS

No member, director, officer, employee, or other person connected with SASCC, or any private individual, shall receive any of the net earnings or pecuniary profit from the operations of SASCC; provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for SASCC in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the BOD. All members of SASCC shall be deemed to have expressly consented and agreed that on such dissolution of the affairs of SASCC, whether voluntarily or involuntarily, the assets of SASCC, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of SASCC and not otherwise.

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of SASCC named in the title thereto and that such Bylaws were duly adopted by the BOD and the membership of SASCC on the date set forth below.

Dated: _____

Aki Okuno, Secretary