BYLAWS OF THE

# GUNILDA RIANDA SENIOR CENTER ASSOCIATION

A California Nonprofit Public Benefit Corporation

 As Amended January 26, 2019

# ARTICLE I

## OFFICE AND REGISTERED AGENT

Section 1. Principal Office. The principal office of the Gunilda Rianda Senior Center Association dba Rianda House Senior Activity Center (the Corporation) shall be at 1475 Main Street, St. Helena, in the State of California.

# ARTICLE II

## PURPOSES

Section 1. Purposes. The charitable purposes for which the Corporation is formed are to own and operate an activity center for older adults.

# ARTICLE III

## MEMBERSHIP

Section 1. Membership. The Corporation shall have no members.

# ARTICLE IV

## BOARD OF DIRECTORS

Section 1. Powers. There shall be a Board of Directors of the Corporation that shall direct, supervise, and control the business, property, and affairs of the Corporation.

Section 2. Numbers and Qualifications The Board of Directors of the Corporation shall be composed of no less than seven and no more than twenty-one. The Board will fix the number of board members at its annual meeting each year.

Section 3. Election and Term of Office. The Board of Directors shall elect new Directors at the December Board meeting. Directors shall serve for an initial term of three (3) years. Board members may serve two consecutive terms. Thereafter, a Director shall be eligible for re-election to the Board of Directors after the lapse of one year.

Section 4. Resignation. A Director may resign at any time by giving written notice to the Chair of the Board of Directors. Such resignation shall take effect at the time specified in the notice. If no time is specified in the notice, the resignation shall take effect upon acceptance by the Chair.

Section 5. Removal. A Director may be removed from such office with or without cause by a majority of the Directors present at a regular meeting of the Board of Directors or present at a special meeting of the Board of Directors expressly called for that purpose.

Section 6. Vacancies. Vacancies shall be filled by a majority vote of the Board of Directors present at any meeting of the Board. The term of replacement shall be for the unexpired term of the replaced Director. A fractional term of less than one year will not be counted as a term under Section 3 of Article IV.

Section 7. Annual Meeting. An annual meeting of the Board of Directors shall be held in February of each year, at such time, day, and place, as the Board shall designate. [Note – if elections are in December, recommend having the annual meeting in January to elect officers from the newly elected Board.]

Section 8. Regular Meetings. Regular meetings of the Board of Directors shall be held as fixed by the Board. Such regular meetings may be held without notice.

Section 9. Special Meetings. Special meetings of the Board of Directors may be called at the direction of the Chair or by a majority of the Directors then in office, to be held at such time, day, and place as shall be designated in the notice of the special meeting.

Section 10. Notice. Notice of the time, day, and place of any special meeting of the Board of Directors shall be given at least 24 hours prior to the noticed meeting and shall be provided in the manner set forth in Section 2 of Article VIII. The purpose for which a special meeting is called shall be stated in the notice. Any Director may waive notice of a special meeting by a written statement executed either before or after the meeting. Attendance and participation at a special meeting without specific objection to notice shall constitute a waiver of notice.

Section 11. Quorum. A majority of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 12. Voting. Except as otherwise expressly required by law, the affirmative vote of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Each Director shall have one vote. Voting by proxy is not permitted.

Section 13. Electronic Meeting/Attendance. Any Director may participate in a meeting of the Board of Directors by means of a conference telephone or an electronic device that allows all persons participating in the meeting to hear each other. Participation by electronic means shall be the equivalent to presence in person at the meeting for purposes of determining a quorum. A Director participating by electronic means shall be entitled to vote on any matter before the meeting. In the event a time-sensitive issue requiring a Board decision arises between regularly scheduled Boards of Directors' meetings, the Chair or designee has the authority to call for an electronic vote.

Section 14. No Compensation. Directors shall serve without compensation.

 Section 15. Conflicts of Interest. Board members must annually complete a Conflict of Interest form which states any potential conflicts between the Board member’s interests and those of the Corporation. The Board will review those forms annually.

1. In the event any Director has a conflict of interest that might properly limit such Director’s fair and impartial participation in Board deliberations or decisions, such Director shall inform the Board as to the circumstances of such conflict. If those circumstances require the nonparticipation of the affected Director, the Board may nonetheless request from the Director any appropriate confidential information that might inform its decisions. “Conflict of interest,” as referred to herein, shall include but shall not be limited to, any transaction by or with the Corporation in which a Director has a direct or indirect personal interest, or any transaction in which a Director is unable to exercise impartial judgment or otherwise act in the best interest of the Corporation.
2. No Director shall cast a vote nor take part in the final deliberation in any matter in which he or she, members of his or her immediate family, or any organization to which such director has allegiance, has a personal interest that may be seen as competing with the interest of the Corporation. Any Director who believes he or she may have such a conflict of interest shall so notify the Board prior to deliberation on the matter in question, and the Board shall make the final determination as to whether any Director has a conflict of interest in any matter. The minutes of the Board shall reflect disclosure of any conflict of interest and the recusal of the interested director.

# ARTICLE V

## OFFICERS

Section 1. Officers. The Officers of the Corporation shall minimally consist of a Chair, Vice-Chair, Secretary, and Treasurer. The Corporation shall have such other officers as the Board of Directors may from time-to-time deem necessary and such officers shall have authority as prescribed by the Board.

Section 2. Officer Election. The Board of Directors shall elect the Officers of the Corporation at the annual meeting of the Board. The Chair, Vice-Chair, Secretary, and Treasurer shall be chosen from among the Directors.

Section 3. Term of Office. The Officers of the Corporation shall be installed at the annual meeting at which they are elected and shall hold office for one year until the next annual meeting or until their respective successors have been duly elected.

Section 4. Resignation. Any Officer may resign at any time by giving written notice to the Chair of the Board. Such resignation shall take effect at the time specified in the notice or, if no time is specified in the notice, immediately.

Section 5. Removal. Any Officer may be removed from such office, with or without cause, by a majority of the Directors present at any regular meeting of the Board or present at a special meeting of the Board expressly called for that purpose.

Section 6. Vacancies. The Board of Directors shall fill the vacancy in any office for its unexpired term.

Section 7. Chair. The Chair shall give active direction and oversight pertaining to all affairs of the Corporation. He or she may sign contracts or other instruments that the Board has authorized to be executed by the Corporation. The Chair shall perform all duties incident to the office of Chair as may be prescribed by the Board of Directors.

Section 8. Vice-Chair. The Vice-Chair will fulfill the duties of Chair in the event of the Chair’s absence, incapacitation, or resignation. This includes chairing the meetings of the Board of Directors and of the Executive Committee, and such other duties as the Chair assigns to the Vice-Chair. The Vice-Chair shall serve as the liaison to the Advisory Committee and shall chair the Development Committee. [Is this still valid?]

Section 9. Secretary. The Secretary shall prepare, or cause to be prepared, the minutes of meetings of the Board of Directors. The Secretary shall ensure the proper issuance of notices required by these Bylaws. The Secretary shall ensure that the corporation maintains appropriate books and records. The Secretary shall perform all duties incident to the office of Secretary as may be prescribed by the Board of Directors. The Secretary shall serve on the Finance and Governance Committee. [Is this still valid?]

Section 10. Treasurer. The Treasurer shall oversee the financial affairs of the corporation, including ensuring that the corporation has appropriate systems in place that enable it to account properly for its revenues and disbursements. The treasurer shall perform all duties incident to the office of Treasurer as may be prescribed by the Board of Directors. The Treasurer shall serve on the Finance and Governance Committee.

# ARTICLE VI

## COMMITTEES

Section 1. Board Committees. The Board of Directors may designate one or more committees that shall exercise such authority within its sphere as is delegated to such committee by the Board of Directors. No committee shall have the authority to amend or repeal these Bylaws, elect, or remove any officer, adopt a plan of merger, or authorize the voluntary dissolution of the Corporation.

Section 2. Executive Committee. Between meetings of the Board of Directors, an Executive Committee, consisting of the Chair, the Vice-Chair, the Secretary, and the Treasurer, shall exercise oversight over the affairs of the Corporation. The Executive Director (the Corporation’s chief administrative officer) shall be an *ex officio* member of the Executive Committee. The Executive Committee may be convened at any time by any one of its members (including its *ex officio* member). The Executive Committee may conduct its business by electronic means. The initiator of an Executive Committee meeting shall provide notice by any reasonable means, including by telephone or email, to each member of the Executive Committee. A quorum of the Executive Committee shall consist of a majority of Directors on the Committee attending the meeting, but in no event shall a quorum of the Executive Committee consist of less than two Directors.

Section 3. Standing Committees. The Board of Directors hereby creates the following Standing Committees of the Board: Finance and Governance Committee, Development Committee, and Operations Committee. [Is this still accurate?] These committees shall function within the spheres as suggested by their title and shall perform such duties as requested of them from time to time by the Board of Directors. A Director shall chair standing Committees, which shall include at least one additional Director, and may also include volunteers with special expertise or interest in the committee’s work. Standing Committees shall provide advice and recommendations to the Board of Directors but shall have no authority to bind the Corporation. The Chair of Board shall have the authority to appoint Directors to Standing Committees, subject to ratification by the Board of Directors. The Chair of a Standing Committee shall have authority to appoint interested persons to the Committee, subject to ratification by the Board of Directors. [Removed non-ratification from second sentence.]

Section 4. Other Committees and Task Groups. The Board of Directors may establish Special Purpose Committees or Task Groups to further the work of the Corporation. A Director need not chair such Special Purpose Committees or Task Groups. They may include volunteers with special expertise or interest in the work of the committee or group. Special Purpose Committees and Task Groups provide advice and recommendations to the Corporation but shall have no authority to bind the Corporation. The Chair of a Special Purpose Committee or Task Group shall have authority to appoint interested persons to the Committee or Group, subject to ratification by the Board of Directors.

Section 5. Term of Office. Each appointee to a Standing Committee, a Special Purpose Committee, or a Task Group shall serve for one year until the next annual meeting of the Board of Directors and until a successor is appointed, unless the Committee or Group is sooner dissolved.

Section 6. Vacancies. A vacancy occurring in any Standing Committee, Special Purpose Committee, or Task Group caused by a vacant Director position shall be filled by the Chair of the Corporation, subject to ratification by the Board of Directors. Any other vacancy in a Standing Committee, Special Purpose Committee, or Task Group shall be filled by the Chair of the Committee or Group, subject to ratification by the Board of Directors.

Section 7. Rules. Each committee and task group may adopt rules for their meetings consistent with these Bylaws or with any rule, resolution, or direction of the Board of Directors.

# ARTICLE VII

## MANAGEMENT

Section 1. Executive Director. The affairs of the Corporation are to be managed by an Executive Director who is hired by the Board of Directors.

Section 2. Duties. The Executive Director shall perform all duties attendant upon being the chief administrative officer of the Corporation, including supervision of all paid and volunteer staff.

Section 3. *Ex Officio* Duties. The Executive Director shall serve as an *ex officio* (nonvoting) member of the Executive Committee and of the Standing Committees of the Board of Directors.

**ARTICLE VIII**

RECORDS AND REPORTS

Section 1. Corporate Records. The Corporation shall keep at its principal office in the State of California:

* + - * 1. Minutes of all meetings of Directors and Committees of the Board of Directors indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof.
				2. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
				3. A copy of the corporation's articles of incorporation and bylaws as amended to date, which shall be open to inspection by the directors, of the corporation at all reasonable times during office hours.

Section 2.Directors' Inspection Rights. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation.

Section 3. Annual Report. The Board of Directors shall cause an annual report to be furnished to all directors of the corporation not later than 120 days after the close of the corporation's fiscal year. The report shall contain the following information in appropriate detail:

1. The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
2. The principal changes in assets and liabilities, including trust funds, during the fiscal year.
3. The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year; and
4. The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.

The annual report shall be accompanied by any report by independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared from the books and records without audit.

# ARTICLE VIII

## MISCELLANEOUS PROVISIONS

Section 1. Fiscal year. The fiscal year of the Corporation shall be the calendar year.

Section 2. Notice. Whenever notice is required by these Bylaws, such notice shall be in writing, delivered by first-class mail or overnight delivery with postage prepaid to such person at his or her address as it appears on the records of the corporation or by telephone or electronic mail to a number or address on record with the Corporation. If mailed, notice shall be deemed received two days after deposit in the mail or upon actual or attempted delivery by a delivery service, if by electronic means, such notice shall be deemed given when received.

# ARTICLE IX

## INDEMNIFICATION

Section 1. Indemnification. Unless otherwise prohibited by law, the Corporation may indemnify any Director or Officer or any former Director or Officer and may by resolution of the Board of Directors indemnify any Employee, against any and all expenses and liabilities incurred by him or her in connection with claim, action, suit, or proceeding to which he or she is a party by reason of being a Director, Officer, or Employee. However, there shall be no indemnification in matters to which he or she shall be adjudged guilty of a criminal offense or liable to the corporation for damages arising out of his or her own gross negligence in the performance of a duty to the Corporation.

Section 2. Amounts. Amounts paid in indemnification of expenses and liabilities may include but shall not be limited to counsel fees and other fees; costs and disbursements; judgments, fines, and penalties against, and amounts paid in settlement by, such Director, Officer, or Employee. The Corporation may advance expenses or, when appropriate, may itself undertake the defense of any Director, Officer, or Employee. However, such Director, Officer, or Employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under Section 1 of Article IX.

Section 3. Insurance. The Board of Directors may also authorize the purchase of insurance on behalf of any Director, Officer, Employee, or other agent against any liability incurred by him or her which arises out such person’s status as a Director, Officer, Employee, or agent, regardless of whether the Corporation would have the power to indemnify the person against that liability under law.

# ARTICLE X

## AMENDMENTS TO BYLAWS

Section 1. Bylaw Amendment. These Bylaws may be amended, or new Bylaws adopted upon the affirmative vote of a majority of the Directors present at any regular or special meeting of the Board of Directors. The notice of the meeting shall set forth a summary of the proposed amendments.

**ARTICLE XI**

DISSOLUTION

Section 1. Dissolution. The Corporation may be dissolved only upon adoption of a plan of dissolution and distribution of assets by the Board that is consistent with the Articles of Incorporation and with the laws of California.

**CERTIFICATE OF SECRETARY**

I certify that I am the duly elected, qualified and acting Secretary of Gunilda Rianda Senior Activity Center, a California corporation, and that the above and foregoing Bylaws were adopted as the Bylaws of the Corporation on \_\_\_\_\_\_\_\_\_\_\_\_, 2023 by the Board of Directors of this Corporation.

IN WITNESS WHEREOF, I have executed this Certificate as of \_\_\_\_\_\_\_\_\_\_\_\_\_, 2023.

|  |  |
| --- | --- |
|  |  |

 Board Secretary

 Print Name