

Metropolitan Senior Network

Bylaws

Article I: Name

The name of this Corporation is Metropolitan Senior Network

Article II: Office

The Corporation shall maintain in the State of Oregon a registered office and registered agent located at the registered office. The Board of Directors may, at any time, change the location of the registered office and the person designated as the registered agent. The Corporation may also have other offices at such locations at the Board of Directors may fix by resolution.

Article III: Purpose

The Corporation shall be organized and operated exclusively to promote the marketing common interests and improve the business conditions of professionals whose businesses or organizations provide education, support and/or assistance to the senior population in the senior industry or healthcare. Subject to the limitations stated in the Articles of Incorporation, the purposes of the Corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes and Section 502 (c)(6) if the Internal Revenue Code of 1954 (or their corresponding future statutes).

The Corporation's primary purposes will be to:

Promote marketing excellence in the field of senior industries or healthcare.

Promote the highest ethical business standards among the sponsors, volunteers, individuals and companies in the senior industry or healthcare.

Article IV: Membership

The Corporation shall have no members.

Article V: Board of Directors

Section 1: **Duties.** The affairs of the Corporation shall be managed by a volunteer Board of Directors (Board).

Section 2: **Board Chair.** The Board shall elect a Chair whose responsibility will be to conduct meetings and perform other duties as imposed by these bylaws. Should the Board Chair be unavailable or unable to conduct scheduled Board meetings, a Board member in attendance at the meeting will be chosen by other attending Board members to fulfill this responsibility.

Section 3: **Number.** The number of Board members may range from a minimum of three to a maximum of twelve, with the exact number being fixed by resolution of the Board.

Section 4: **Board Term.** The term of office for Board members shall be two years. The Board shall elect its own members, except that the Board member shall not vote on their own position. A Board member may be re-elected without limitation on the number of terms that may be served by two thirds majority of current Board members.

Section 5: **Removal.** A Board member may be removed from office, with or without cause, at a Board meeting convened specifically for that purpose, by a two thirds majority vote of current Board members.

Section 6: **Vacancies.** The Corporation Policies and Procedures document shall establish the process for filling Board vacancies and newly established Board positions.

Section 7: **Quorum and Action.** A quorum for a Board meeting shall consist of a majority of all Board members in office immediately before a scheduled Board meeting is called to order. If a quorum is present, Board action can be determined by a majority of Directors present. Where law requires the affirmative vote of a majority of Directors in office to amend the Articles of Incorporation, sell assets not in the regular course of business, merge or dissolve, such action is to be taken by that majority.

Section 8: **Regular Meetings.** Regular meetings of the Board of Directors shall be held at a time and place determined by the Board. No notice of the date, time, place or purpose of these meetings to non Board members is required.

Section 9: **Special Meetings.** Special meetings of the Board of Directors shall be held at a time and place determined by the Board. Notice of such meetings, describing the date, time, place and purpose of the meeting shall be delivered to each Board member personally or by telephone, mail or email not less than two days prior to the date of the meeting.

Section 10: **Meetings by Telecommunication.** Any regular or special meeting of the Board of Directors may be held by telephone or other telecommunication option, including email, internet bulletin board or chat room, as long as all Board members can communicate with each other via this method.

Section 11: **Compensation.** Board members shall receive no salaries for their service on the Board but may be reimbursed for expenses associated with their service on the Board.

Section 12: **Action by Consent.** Any action required by law to be taken at a meeting of the Board, or any action which may be taken at a Board meeting may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all members of the Board.

Article VI: Board Committees

Section 1: **Executive Committee.** The Board shall elect an Executive Committee, which shall have the authority to make financial, budgetary and other decisions affecting the Corporation between Board meetings. The Executive Committee shall be comprised of but not limited to the President, Secretary and Treasurer.

Section 2: **Other Committees.** The Board may establish other regular and ad hoc committees as it deems necessary and desirable. Such committees may act on behalf of the Board or be advisory in nature.

Section 3: **Committee Membership.** Any committee established to act on behalf of the Board shall be comprised of no fewer than one elected Board member who is elected by the board. Additional members may be recruited to serve on a committee as discussed in the Corporation's Policies and Procedures document.

Section 4: **Quorum and Action.** A quorum at a Committee meeting exercising board functions shall be a majority of a Committee members in office immediately before the meeting begins. If a quorum is present, action is taken by an affirmative vote of a majority of Directors present.

Section 5: **Committee Limitations.** No committee may authorize payment of a dividend or any part of income or profit of the Corporation to members of the Board or Corporation Officers, approve dissolution, merger or the sale, pledge or transfer of corporation assets, elect, appoint or remove Board members or fill vacancies on the Board or its Committees, adopt, amend or repeal the Articles, Bylaws, Policies and Procedures or any resolution of the Board.

Article VII: Corporation Officers

Section 1: **Titles.** The Officers of the Corporation shall include the President, Treasurer and Secretary.

Section 2: **Elections.** The Board shall elect a President and Secretary to serve two year terms. An Officer is prohibited from serving in the same position for consecutive terms. A candidate for President must have served on the Board for not less than two years before being eligible to hold the position.

Section 3: **Vacancies.** A vacancy in any Executive Committee office shall be filled no later than the first regular meeting of the Board following the occurrence of the vacancy. Exceptions may be allowed by a $\frac{3}{4}$ of the Board.

Section 4: **Job Description: President.** The President shall be the Chief Executive Officer of the Corporation and shall preside at all Board meetings. The President shall have responsibility for the general management of the Corporation and shall ensure that all orders and resolutions of the Board are carried out. The President may have additional responsibilities and duties as prescribed by the Board. Upon leaving office a President is expected to serve at least one but not more than two years in a Board advisory position as Immediate Past President.

Section 5: **Job Description: Secretary.** The Secretary shall have responsibility for all Corporation record keeping and shall perform, or cause to perform the following duties: a) official recording of the minutes of the proceedings at board meetings, and b) provision of notice of all meetings of the Board and c) other duties as determined and prescribed by the Board.

Section 6: **Job Description: Treasurer.** The Treasurer shall have the responsibility for all of the Corporation's financial transactions and record keeping and shall perform, or cause to perform the following duties: a) the full and accurate accounting for Corporation finances, b) depositing all monies and other valuable effects in the name and to the credit of the Corporation in depositories designated by the Board, c) the disbursement of all Corporation funds according to Board direction, d) creating reports related to the financial condition of the Corporation for Board review, and e) review and maintain a budget for the organization and any special projects, and f) other duties as determined and prescribed by the Board.

Article VIII: Amending the Bylaws

These Bylaws may be amended or repealed, and the new bylaws adopted by vote of the Board at a meeting where a quorum is present. Prior to the adoption of a bylaws amendment each member of the Board shall receive no fewer than two days' notice of the date, time and location of a meeting called to consider proposed amendments. Such notice shall clearly state that the meeting is being held to consider a proposed bylaw amendment and shall contain a copy of the proposed amendment.

Article IX: Budget and Finance

Section 1: **The fiscal year.** The Corporation's fiscal year shall be from January 1 through December 31st.

Section 2: **Corporation Revenues.** The Corporation shall receive admission fees from individuals attending regularly scheduled public meetings held to carry out its primary purposes. Sponsorship fees will also be accepted from organizations wishing to provide support to the Corporation in this manner.

Article X: Corporate Indemnity

This Corporation will indemnify its Officer and Directors to the fullest extent allowed by Oregon Law.