

BYLAWS
of the
SENIOR CARE COALITION

ARTICLE 1. Name and Territory

Section 1. This organization shall be known as the Senior Care Coalition.

Section 2. The territorial limits of this coalition shall be confined to Washington State. These shall not be changed unless permission shall first have been obtained from the governing body of the chapter currently having jurisdiction in such territory and the Board of Directors of the Senior Care Coalition.

ARTICLE II. Objectives

Section 1. The objectives of this Coalition shall be:

- a. To promote communication and establish a common forum to improve the substantive and ethical standards of senior services.
- b. To provide a forum for networking among Coalition members, other members of the healthcare continuum and the general public.
- c. To encourage involvement and enhance membership growth in the Coalition.
- d. To mobilize the resources of the Coalition to partner with, assist, support and/or donate funds to support community-based organizations to successfully serve the needs of seniors.

ARTICLE III. Class of Membership

Class of membership shall be those individuals or businesses in which the primary services engaged are to promote the well-being of seniors.

ARTICLE IV. Admission to Membership and Resignation

Section 1. Individuals shall be admitted to membership under the following procedure: Persons desiring membership, will complete and sign a registration form attesting to the accuracy of the information provided and agreeing to the Code of Ethics and Conduct of the Senior Care Coalition. Membership will be accepted based on the Coalition criteria of membership and remission of the appropriate dues and fees.

- Section 2. Active membership shall automatically cease in the following cases:
- a. Any member whose membership is revoked by the Coalition Board of Directors.
 - b. Any members who cease to meet the Coalition's membership criteria as set forth in the Membership Agreement.
 - c. Any member who fails to pay dues within the defined time constraints.

Section 3. Any person whose membership in this coalition has been terminated in any manner shall forfeit all interest in any funds or property belonging to this Coalition, and all right to use the name, emblem, or other insignia of this Coalition.

ARTICLE V. Code of Ethics and Conduct

- Section 1. All members in the Coalition shall conduct themselves in accordance with the values of the organization:
- a. Integrity. When acting as a member or representative of the Coalition, individuals will hold themselves to the highest level of ethical standards, working for the greater good of our members and the seniors they serve.
 - b. Respect. Members will treat all stakeholders with dignity and respect.
 - c. Objectivity. Members will honor and consider all points of view without judgement or exclusion.
 - d. Professionalism. Members will comport themselves in a professional manner when conducting business as a member of the Coalition.
 - e. Compliance. Members will adhere to all applicable policies and procedures as set forth in these bylaws.

ARTICLE VI. Board of Directors and Officers of the Board

- Section 1. The Board of Directors shall consist of no fewer than 8 individuals nominated and elected by the membership. Each elected Director will hold office for 2 years or until a successor is duly elected or appointed. The terms of half of the elected directors will expire every two years and their positions will be filled at the membership meeting designated for that purpose. An elected Director may serve continuous terms if the membership directs the vote as needed, otherwise the Director may not serve more than two consecutive terms of 2 years each. Each Director shall have been a member in good standing for at least one year prior to election to the Board and must be actively working in the senior industry.
- Section 2. Directors shall take office on the first day of January of the year following their election.
- Section 3. The Board of Directors shall determine the policies and activities of the Coalition, elect and discipline members, approve the budget, approve all expenditures and authorize all disbursements, take counsel with committees, act on all alleged violations of list serve protocols, and have general management of the Coalition and its affairs.

- Section 4. The Board of Directors may employ or authorize the employment of paid personnel and fix the terms and conditions of such employment.
- Section 5. The Board of Directors shall meet at least monthly and/or at the call of the President of the Board. Meetings may be in person or virtual. Board members must attend meetings on a regular basis. Board members shall exhibit professional competence and due care in preparedness for meetings and organizational activities. Board members will keep confidential all conversations and discussions in Board meetings except as recorded in approved meeting minutes.
- Section 6. The Board of Directors will create an Executive Committee composed of the President, the Vice President, the Secretary, and the Treasurer and, as appropriate, members at large from the Board, and assign to it such powers as from time to time may seem advisable. Such duties to be performed and powers to be exercised only when the Board of Directors is not in session. The President, or in his/her absence or inability to perform, the Vice President shall have the power to call a meeting of the Executive Committee. The Executive Committee shall maintain minutes of all action taken by it, which shall be reported to the Board of Directors at its next meeting. The action of the Executive Committee shall be final to the same extent as though taken by the Board of Directors.
- Section 7. The construction and interpretation of the bylaws by the Board of Directors shall, in the absence of prior interpretation and subject to sequent interpretation, shall be final and binding.
- Section 8. Any elected Director may, after a due and proper hearing before the Board of Directors, be removed from the Board due to failure or unwillingness or inability to serve, malfeasance or conduct unbecoming a member. In such a case, a yes vote of a quorum of Board members shall be necessary for removal.

ARTICLE VI.

Officers

- Section 1. The officers of the Board of Directors will be a President, Vice President, Secretary and Treasurer and will comprise the Executive Committee.
- Section 2. All officers shall serve a two-year minimum term in the office to which they have been duly elected.
- Section 3. New officers will be elected by the new Board of Directors at a special Board meeting immediately following the annual meeting where Board elections have taken place. All officers shall take office on the first day of January following their elections and ending the last day of December of the subsequent year or until their successor shall be duly elected and qualified.

Section 4.

The duties of the officers shall be as follows:

- a. The President shall be the executive officer of this Coalition and shall preside over all meetings of this Coalition and of the Board of Directors. The President shall appoint and be an ex officio member of all Standing and Special Committees. He or she will maintain oversight of all Board members and will provide guidance on an annual basis.
- b. In the absence of the President, the Vice President shall preside at all meetings of the Coalition and the Board Officers and Directors. The Vice President shall also perform such other duties as may be assigned by the President.
- c. The Secretary shall be responsible for keeping the records of attendance and minutes of the Board of Directors and of the general membership business meeting each January.
- d. The Treasurer shall be responsible for receiving all funds paid to this Coalition, shall deposit such funds in the Coalition's official depositories, and shall disburse such funds on the order of the Board of Directors. The Treasurer shall sign or countersign all checks, shall always have the Coalition's accounts and books open to inspection by the Officers of the Board and any authorized auditors. The Treasurer shall make a report at the January annual meeting of this Coalition and at such times as the Directors may require and shall be responsible for the completion and submission of any forms required by laws governing the administration and/or tax status of this Coalition.

ARTICLE VII.

Nominations and Elections

Section 1.

The election of the Directors shall be held at the annual meeting of this Coalition held in December. Nominations are taken in October and presented in November.

Section 2.

At a regular meeting of this Coalition in October and November, the Directors shall solicit, receive, and prepare nominations and have general charge of the election. In November, the Directors shall complete preparation, distribution, collection and counting of the ballots. The Directors may establish a Nominating Committee.

Section 3.

Nominees selected by the Directors or Nominating Committee shall be sent to all active members of the Coalition prior to the November meeting. In addition, nominations from the floor may be presented at the November meeting provided that written notice shall have been received by the secretary of this Coalition at least ten (10) days prior to the November meeting.

Section 4.

Voting shall be by secret ballot. Only active members in good standing may vote. Voting by proxy shall not be permitted. If more than one representative from a member organization is in attendance, only one representative may vote on behalf of that member organization.

Section 5. All votes will be counted to determine the elected Board members. The elected Board will determine which positions among them will be assigned to each Board member.

Section 6. In the case of a vacancy in the office of the President, the Vice President shall succeed to the office. In the case of a vacancy of any other Director, such position shall be filled by the Board of Directors at a regular or special meeting of the Board as soon as such a vacancy has occurred.

ARTICLE VIII

Meetings

Section 1. This Coalition shall hold a minimum of two meetings per year on a date and such a time and place as shall be determined by the Board of Directors. Meetings will be held at locations that can accommodate the membership and that reflect the Code of Ethics and Conduct of the Coalition.

Section 2. The annual meeting of this Coalition shall be held in connection with a regular membership meeting. The membership of this Coalition shall be given at least two (2) weeks' written notice of the date and place of all meetings.

Section 3. Actions may be taken upon a majority vote of those present at any Coalition meeting.

ARTICLE IX.

State Compliance

Section 1. The Board of Directors shall comply with all state licensing requirements.

Section 2. The Board of Directors shall provide for the prompt review, approval and forwarding of all reports required or requested by the Secretary of Washington State and/or the Internal Revenue Service.

ARTICLE X.

Revenue

Section 1. Each member of this Coalition shall pay annual dues, vendor table dues, and/or membership attendance dues as set by the Board of Directors. Active Board members will be exempt from annual dues during the term of their service. Members representing non-profit organizations will also be exempt from payment of annual dues.

ARTICLE XI.

Finance

Section 1. The fiscal year of this Coalition shall begin on the first day of January each year or as otherwise established by the Board of Directors.

Section 2. Not later than February of each year, a budget of estimated income and expenditures for the fiscal year shall be adopted by the Board of Directors.

Section 3. The Board of Directors shall determine the official depository or depositories for the Coalition funds and shall designate one or more persons in addition to the Treasurer to sign or countersign checks or other

documents for the disbursement of such funds. The Board must have approval from membership for any expenditure over \$3,000.

Section 4.

Upon dissolution of the Coalition, all remaining assets shall be transferred to non-profit senior organizations, in allocation as the Board in place at time of dissolution decides.

ARTICLE XII.

Indemnification

Section 1.

To the fullest extent permitted by Law, the Coalition and its members shall indemnify and advance or reimburse the expenses incurred by any person who was or is a party, is threatened to be made a party, or appears as a witness to any civil, criminal, administrative or investigative action, suite or proceeding (whether brought by or in the name of the Coalition or otherwise) by reason of the fact that such person is or was a Director of the organization or is or was serving at the request of the organization as a director of another organization, against expenses (including attorneys' fees), judgements, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding' and the Board of Directors may, at any time, approve indemnification of any other person which the Coalition lawfully has the power to indemnify. This indemnification shall not be deemed to exclude any other rights to which such person may be entitled as a matter of law or by contract.

ARTICLE XIII.

Rules of Order

Section 1.

Roberts Rules of Order (Revised) shall be the parliamentary authority for all matters of procedure not specifically covered in these bylaws.

ARTICLE XIV.

Approval of Bylaws and Amendments

Section 1.

Any amendment of these bylaws may be adopted by a two-thirds (2/3) vote of the members present at any meeting of this Coalition provided that notice of the meeting and of the proposed amendment shall have been given to the members at least one month prior to the meeting and provided further that a quorum has voted. A quorum shall consist of all members present at a regularly scheduled meeting.

Section 2.

Notwithstanding the provisions of Section 1, these bylaws and any amendments thereto shall be effective only when submitted to and approved by the Coalition. True copies of these bylaws and all such amendments shall be provided by the Secretary of the Coalition.

APPROVED BY MEMBERSHIP IN ATTENDANCE AT A MEMBERSHIP MEETING ON _____

ATTESTED BY SECRETARY OF THE BOARD _____

DATE OF ADOPTION _____