

Senior Citizens Affairs Foundation By-Laws

Effective July 1, 2024

Objective

The objective of this policy is to establish the Pine-Strawberry Senior Citizens Affairs Foundation (SCAF) By-laws for the administration, operation and management of the organization. It will outline the mission, membership and the Board of Directors.

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Article One: Mission

The name of this organization is the Senior Citizens Affairs Foundation, a 501(c)(3) nonprofit organization. The principal office of the organization is located within the Pine/Strawberry Community Center at 3916 N. Highway 87, Pine, AZ, 85544. The primary objectives are:

- a. To provide economical & nutritious meals to SCAF members & their guests.
- b. To operate the Thrift Store (aka "The Pine Mall"). Proceeds from the Thrift Store will go towards supporting the Senior Dining Room and SCAF missions.
- c. To encourage & provide social & educational activities for SCAF members.
- d. To consider & help (where possible) the medical, financial, and legal needs of the senior citizen population of Pine/Strawberry.
- e. Assist seniors in obtaining resources for their health and welfare.
- f. To help, if at all possible, the non-senior population of Pine/Strawberry in emergency situations (i.e. clothing, blankets, furniture, appliances).
- g. Assist other nonprofit community organizations.

Article Two: Membership:

Section 2.1 Membership

- a. Membership is open to any person aged 40 years or over. In the event the spouse of a member is under age 40, he or she may also be a member.
- b. All active employees, regardless of age, are members without the requirement to pay dues. A person is considered to be an active employee if they received payment for any hours during the most recently completed payroll period unless their employment has been terminated.

Section 2.2 Dues:

The amount of the SCAF membership dues will be set as needed by the Board of Directors, and will be **payable annually**. Dues cover the period of January 1 to December 31.

Section 2.3 Entitlement:

Members of SCAF are entitled to:

- a. Participate in all SCAF programs, including meals, recreational & educational programs.
- b. Attend monthly, special and annual board meetings.
- c. Vote for the Board of Directors, who manage the affairs of SCAF, when applicable. Each member will have one (1) vote.

Section 2.4 Membership Meetings:

- a. A membership meeting will be held annually in January. The date, time and location will be determined by the Board.
- b. A notice of the meeting will, with a statement of purposes thereof, be posted on the premises.
- c. At the annual meeting, qualifying members may vote for the Board of Directors. To qualify for voting, a member must meet both 2.4.c.1 & 2.4.c.2:
 1. Be a SCAF member for the previous 6 months.
 2. Volunteer for SCAF operations a minimum of 50 hours during the previous 6 months. Active employees are not required to meet requirement 2.

Article Three: Board of Directors (Board)

Section 3.1 Number of Board members:

The Board will consist of up to seven (7) members, but no less than five (5).

Section 3.2 Qualifications:

- a. Board members must be 40 years of age or over.
- b. Be a full or part time resident of Pine/Strawberry for at least 1 year.
- c. Board members must be members of SCAF and attend monthly Board meetings.
- d. Board members or members of their immediate family may not be paid employees of SCAF.
- e. Nominees must attend a minimum of 2 Board meetings before his/her nomination can be approved.

Section 3.3 Board Members Term of Office:

- a. Board member's term of office will be three (3) years.
- b. Terms will be staggered.
- c. Board members may serve more than one (1) term.

Section 3.4 Nominations:

- a. Any SCAF member may nominate themselves, and/or another SCAF member.
- b. Nominations for the current year may be submitted at any time. Nominees will be considered when there is an opening on the Board.

Section 3.5 Elections:

The election for Board members will take place at the annual membership meeting in January. Election will be by written ballot. Nominees who receive the highest number of votes will fill the Board positions. Newly elected Board members will take office at the first scheduled Board meeting of the new year.

Section 3.6 Vacancy:

The Board shall fill all vacancies as soon as possible. A seat shall be considered vacant if a Board member resigns, is removed and/or is no longer able to fill the position. Board vacancies will be posted in the Thrift Store and Senior Dining Room. The vacancy will be filled by vote of the Board. The newly elected Board member's term will expire at the next annual membership meeting.

Section 3.7 Removal:

All Board members are subject to removal from office if they are absent without approval from three (3) regular meetings in succession, or for other causes. Removal will require a majority vote of the remainder of the Board.

Article Four: Board Powers and Duties:

Section 4.1 Powers:

The Board is the governing body of SCAF and shall have the power to:

- a. Exercise for SCAF all powers, duties, and authorities delegated to the Board of Directors.
- b. Employ an independent contractor or other employees as deemed necessary.
- c. Any Board or SCAF member may be hired as an independent contractor, but must be approved by the Board.

Section 4.2 Duties:

It shall be the duty of the Board to:

- a. Keep a complete record of its acts and corporate affairs.
- b. Keep all monetary records.
- c. Supervise all officers, agents and employees of SCAF.
- d. Have adequate liability and hazard insurance on property managed, owned or leased by SCAF and Board Officers.
- e. Appoint a representative to Community, Educational, Recreational, Cultural Association of Pine & Strawberry (CERCA).
- f. Comply with these By-Laws
- g. Board members are expected to volunteer on behalf of SCAF.

Article Five: Board Meetings:

Section 5.1 Regular Meetings:

- a. Meetings will normally be held once a month.
- b. Meeting notices will be posted at the Senior Dining Room and Thrift Store.
- c. The regular Board meeting will normally be held on the fourth (4th) Thursday of each month at 2:00 PM in the Senior Dining Room. Meeting times or places may be changed as needed.
- d. Board members will be reminded of the meeting via email, text or phone.

Section 5.2 Special Meetings:

- a. Special Board meetings may be called by or at the request of the president or two (2) Board members.
- b. Board members will be notified of the date, time & location of the special meeting via email, text or phone call.

Section 5.3 Quorum:

A majority of the Board must vote to constitute a quorum for the transaction of business. Every act and/or decision done or made by a quorum of the Board shall be regarded as an act of the Board.

Section 5.4 Executive Sessions:

An executive session may be called at any regular or special Board meeting by the President or two (2) Board members to discuss issues the Board feels should be confidential.

Section 5.5 Public Participation

- a. Members of the public may attend Regular and Special Board meetings but may not attend Executive sessions.
- b. Upon request, board meeting minutes, excluding Executive session minutes, will be provided to a member of the public.

Article Six: Board Officers:

Section 6.1 Board Officers:

The SCAF Board Officers shall be a President, Secretary and Treasurer.

Section 6.2 Election:

At the January Board meeting, the Board will elect Board Officers from among its Board members. Terms for Board Officers will be staggered. Any Board member may seek nomination and/or nominate another member of the Board for any Board Office. The nominee with the majority of the Board members votes will assume the Board Officer position.

Section 6.3 Board Officer Term:

Board Officers' terms shall be for three (3) years, and shall begin at the January meeting at which they are elected.

Section 6.4 Resignation:

Any Board Officer may resign at any time by giving written notice to any Board officer.

Section 6.5 Removal:

Any Board Officer may be removed by the Board for violation of policies, failure to fulfill the duties of their office and/or the Board feels the removal would be in the best interests of SCAF. A majority vote of the total Board is required to remove said officer.

Section 6.6 Vacancies:

A vacancy in any office will be filled as soon as possible by a majority vote of the Board. Any Board member may nominate themselves or another Board member. The newly elected Board Officer will serve for the unexpired term of the officer he/she is replacing.

Article Seven: Board Officer Duties and Responsibilities

Section 7.1 President:

The president shall be the principal executive officer of SCAF and subject to the control of the By-laws, Policies and the Board, and shall oversee the effectiveness and quality of the operations and control all the business and affairs of SCAF.

- a. Shall, when present, preside at all meetings of the members and of the Board
- b. May sign with the secretary or any other proper Board Officer authorized by the Board, documents or other instruments which the Board has authorized to be executed, except in cases where the signing and executions shall be expressly delegated by the Board or by these By-laws to some other Board Officer, or shall be required by law to be otherwise signed or executed.
- c. Shall perform all duties associated with the office of president & such other duties as may be prescribed by the Board.
- d. Review all employee evaluations. If the president is also a liaison, then another board member will review any employee evaluation that the president performs.

Section 7.2 Vice-President:

In the absence of the President, shall perform the duties of the President and when so acting, shall have all the powers of and be subject to all the restrictions of the President.

Section 7.3 Secretary: (and/or alternate)

The Secretary shall

- a. Keep the minutes of all meetings.
- b. See that all notices are duly given in accordance with the provisions of these By-laws and/or as required.
- c. Will be custodian of all non-financial SCAF records.
- d. Keep a list of SCAF members (including addresses, email addresses and phone numbers). Member info may be received by a designated person.
- e. Perform all duties assigned by the President or the Board.

Section 7.4 Treasurer (and/or alternate):

The Treasurer shall:

- a. Have a background check performed prior to taking office.
- b. Have charge and custody of and be responsible for all funds and securities of SCAF.
- c. Receives all receipts for all monies due and payable to SCAF,
- d. Deposit all monies in banks or other depositories that shall be selected in accordance with these By-laws.
- e. Properly secure all funds.
- f. Have a safe provided by SCAF so monies & important paperwork may be properly secured. Combination will be changed as needed.
- g. Performs other duties as may be assigned by the President or the Board.

Section 7.5 Liaisons:

Any Board member may hold a Liaison position. The Liaison Position will:

- a. Oversee employee 90-day and/or annual evaluations
- b. Preside over annual evaluations along with supervisor.
- c. Preside over annual evaluation of supervisor along with President.
- d. Assist in resolution of issues between employees and/or volunteers.
- e. Assist the supervisor, as required, with customer complaints and concerns.

Article Eight: Committees:

Committees will be appointed as required. The Board will appoint a Board member as the chairperson. Each committee and chair shall continue to serve until the committee has fulfilled its purpose and has been dissolved.

Section 8.1 Chairperson

The Chairperson shall:

- a. Be responsible to update the board on committee activities at each monthly board meeting.
- b. Recruit as many members/volunteers as necessary to fulfill the committee's purpose in a timely manner.
- c. Be subject to removal and replacement at the discretion of the Board.

Section 8.2 Internal Audits

An audit committee shall be appointed once a year to conduct an internal financial audit.

Section 8.3 Authority:

It shall be the function of committees to only perform duties authorized by the Board.

Article Nine: Amendments to By-laws:

Section 9.1 Alterations and Amendments:

These By-laws may be altered or amended at any Board meeting. Entirely new By-Laws may be written by creating a by-laws committee to prepare a new document. This document may be approved at a regular or special meeting by a majority vote of the Board members present.

Section 9.2 Annual Review

A committee shall be appointed annually to review the By-Laws. The committee shall refer any changes or rewrite to the Board for approval.