

BYLAWS OF SENIOR CITIZENS OF PATAGONIA, INC

ARTICLE I – NAME AND PURPOSE

Section 1 – Name: The name of the organization shall be Senior Citizens of Patagonia, Inc. It shall be a nonprofit organization incorporated under the laws of the State of Arizona, with offices at 100 Quiroga Lane, Patagonia, Arizona. The mailing address is Senior Citizens of Patagonia, Inc., PO Box 1121, Patagonia, AZ 85624-1121.

Section 2 – Purpose: Senior Citizens of Patagonia, Inc. is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Mission Statement: The Mission of the Senior Citizens of Patagonia, Inc. is to serve and support residents, particularly the elderly and disabled, of the Patagonia, Sonoita and Elgin areas through assistance with nutrition, health, transportation, education and social services.

ARTICLE II – MEMBERSHIP

Section 1 – Membership: Senior Citizens of Patagonia, Inc has no members other than the members of the boards of directors who shall exercise full control and direction of the organization.

ARTICLE III – BOARD OF DIRECTORS

Section 1 – Board role, size and compensation: The board is responsible for overall policy and direction of the organization and it delegates responsibility of day-to-day operations to the staff and committees. The board shall have up to 11 but not fewer than 5 members. Directors receive no compensation other than reasonable expenses with receipts. There are no minimum age limits for directors; they do not have to use Senior Citizens of Patagonia, Inc. services nor do they have to reside in the organization's service area which is defined as Santa Cruz County, Arizona, east of Lake Patagonia to the eastern Santa Cruz County line.

Section 2 – Terms: All directors shall serve two-year terms and are eligible for election to consecutive terms. Directors elected during the year shall serve as if they were elected at the previous annual meeting. Nominations for new directors shall be provided to present directors in advance of the meeting where election will occur.

Section 3 --The Executive Director cannot be a member of the board of directors.

Section 4– Meetings and notice: The board shall meet regularly, once a month, except during the summer at a date, time and place announced to directors at the previous meeting. The first meeting of the calendar year shall be considered the annual meeting with public notice being given three weeks before. Public notice is given by posting on the Patagonia Post Office bulletin board and on the bulletin board outside Senior/Community Center entrance. Meetings may be

cancelled or rescheduled at the board president's discretion or by a majority of the board because of weather, schedule conflicts or suitable reasons. A special meeting may be called at any time by the board president alone, by two members of the Executive Committee or by any director who has the concurrence of a majority of the board of directors. Special meetings are limited to dealing with one or two pressing or involved issues and will have minutes taken and included for approval at the next regular board meeting. Directors may attend meetings in person or by phone conference call. Because open discussion of issues is important to reaching good decisions written vote instructions from absent members will not be accepted. All directors will have one vote on a motion except when the vote is evenly divided when the board president shall have an additional vote to break the tie.

Section 5 – All regular, annual and special meetings shall be open to the public and press except for executive sessions dealing with staff personnel issues, legal matters, client personal issues or other issues deemed sensitive.

Section 5 – Board elections: During the annual meeting the board of directors shall elect directors to replace those terms are expiring and to fill board vacancies. New directors shall be elected by a majority of directors present at such a meeting, provided a quorum is present. Directors so elected shall serve a term beginning immediately on election. Board vacancies during the year may be filled by election at any regular meeting with a quorum and new members will serve the remainder of a regular two year term commencing with the previous annual meeting. The secretary must receive nominations for new members from present directors two weeks in advance of a board meeting. These nominations shall be sent out to directors with the regular board meeting announcement, to be voted upon at the next board meeting.

Section 6 – Quorum: A majority of the board of directors shall constitute a quorum which will be necessary for business transactions to take place and motions to pass. When the Executive Committee is acting for the board two officers shall constitute a quorum.

Section 7 – Officers and duties: The officers of the board who constitute the Executive Committee shall be the president, vice-president, secretary and treasurer. Their duties shall be as follows:

A. *The president* shall convene regularly scheduled board meetings and shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: vice-president, secretary, treasurer. The president shall set meeting agendas and appoint all committees. The president is the Executive Director's supervisor. The president is the official spokesperson for Senior Citizens of Patagonia, Inc. and may delegate that role to appropriate staff or other directors.

B. *The vice-president* shall act in the absence of the president.

C. *The secretary* shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings; sending out meeting announcements and distributing copies of minutes and agenda to each director; and assuring that corporate and organization records are maintained in electronic and paper form as appropriate.

D. *The treasurer* shall make a report at each board meeting. The treasurer shall assist in the preparation of budgets, help develop fundraising plans and make financial information available to directors and the public. The treasurer shall ensure all bills are paid; accounting procedures are adequate to meet grantor, regulator and other requirements; all required tax returns are properly submitted; and financial records are maintained in accessible electronic and paper form as appropriate.

E. The secretary and treasurer offices may be held by the same person if necessary to ensure coverage for a limited period of time, but should be split between two members as soon as practical.

Section 8 — Resignation, termination, and absences: Resignation from the board shall be in writing and received by the secretary. A director shall be terminated from the board due to more than two unexcused absences from board meetings in a year. A director may be removed for other reasons by a three-fourths vote of the remaining directors.

ARTICLE IV--- COMMITTEES

Section 1 — Committee formation: The board may create committees as needed, such as fundraising, housing, public relations, data collection, etc. The president appoints all committee chairs.

Section 2 — Executive Committee: The four officers serve as the members of the Executive Committee. Except for the power to amend the articles of incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

Section 3 — Finance Committee: The treasurer is the chair of the Finance Committee, which includes two other directors. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plan, and annual budget with staff and other directors. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to directors and the public.

ARTICLE V — DIRECTOR AND STAFF

Section 1 — Executive Director: The executive director is hired by the board. The executive director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The executive director will attend all board meetings, report on the progress of the organization, answer questions of the directors and carry out the duties described in the job description. The board can designate other duties as necessary.

ARTICLE VI — AMENDMENTS

Section 1 — Amendments: These bylaws may be amended when necessary by two-thirds majority of the board of directors. Proposed amendments must be submitted to the secretary to be sent out with regular board announcements.

CERTIFICATION

These bylaws were approved at a meeting of the board of directors by a two-thirds majority vote on October 10, 2016.

Gamaliel Leyva
President: (signature)

Date: October 10, 2016