



Bylaws

Adopted January 22, 2025

BYLAWS OF THE NIKISKI SENIOR CITIZENS, INC.

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Bylaws of the Nikiski Senior Citizens, Inc.

Article ~~1~~1 -- Name and Office

1.01: -Name

The name of this organization shall be Nikiski Senior Citizens, Inc. and is incorporated in the State of Alaska.

Informally, this organization is referred to as the Nikiski Senior Center.

1.02: -Office

The principal office of the ~~corporation~~Corporation in the ~~state~~State of Alaska shall be located in Nikiski, Alaska in the Kenai Peninsula Borough.

Article ~~2~~2 – Purpose and Powers

2.01: -Purpose

- a. Nikiski Senior Citizen, Inc. is a nonprofit ~~corporation~~Corporation and shall be operated exclusively for providing meals, transportation~~77~~, recreation and social activities and needed information and assistance programs for seniors within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1996, or the corresponding section of any future Federal tax code.
- b. The mission of ~~the~~ Nikiski Senior Citizens, Inc. shall be to support people on their aging journey through community connections and accessible services.
- c. The purpose of ~~the~~ Nikiski Senior Citizen, Inc. is to make available programs and services that enhance the personal well-being and enjoyment of life for our older citizens in the Nikiski area.
- d. To achieve this purpose, Nikiski Senior Citizens, Inc. shall work with individuals, the community, and other local and governmental agencies to assist in meeting the needs of its senior citizens.

2.02: -Powers

- a. The ~~corporation~~Corporation shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts and ethical acts which may be necessary or convenient to affect the charitable purposes, for which the ~~corporation~~Corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes.
- b. The powers of the ~~corporation~~Corporation may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

2.03:- Nonprofit Status and Exempt Activities Limitation

- a. Nonprofit Legal Status. -Nikiski Senior Citizens, Inc. is an Alaska nonprofit public benefit ~~corporation~~Corporation, recognized as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code.
- b. Exempt Activities Limitation. -Notwithstanding any other provision of these Bylaws, no ~~director~~Director, officer, employee, member, or representative of this ~~corporation~~Corporation shall take any action or carry on any activity by or on behalf of the ~~corporation~~Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code as it now exists or may be amended, or by any organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as it now exists or may be amended. No part of the net earnings of the ~~corporation~~Corporation shall inure to the benefit or be distributable to any ~~director~~Director, officer, member, or other private person, except that the ~~corporation~~Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

2.04:- Distribution Upon Dissolution

- a. Upon the dissolution of the organization, the officers shall, after paying or making provision for the payment of all liabilities of Nikiski Senior Citizens, Inc., dispose of all the assets of ~~the~~ Nikiski Senior Citizens Inc. exclusively for the purpose of the organization in such manner, or to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving ~~corporation~~Corporation.

- b. The organization to receive the assets of the Nikiski Senior Citizens, Inc. hereunder shall be selected ~~in at~~ the discretion of the ~~board~~ Nikiski Senior Citizens, Inc. (NSC) Board of ~~directors~~ Directors.

Article ~~III~~ 3 -- Jurisdiction and Accountability

3.01: -Jurisdiction

- a. The territory under the jurisdiction of this ~~corporation~~ Corporation includes the Nikiski Senior _____ Service Area, as established and may be amended by the Kenai Peninsula Borough Assembly.
- b. The ~~board~~ NSC Board of ~~directors~~ Directors may negotiate ~~change~~ changes in territory under jurisdiction of the ~~corporation~~ Corporation.

3.02: -Accountability

- a. The ~~corporation~~ Corporation shall always meet the requirements, comply with policies, and maintain standards ~~as~~ established by the funding agencies and through the ~~board~~ Board of ~~directors~~ Directors shall be accountable for the conduct of affairs of the ~~corporation~~ Corporation and adherence to the conditions of grants or contracts.
- b. A ~~Statement~~ statement of all funds collected and expended in carrying out their programs shall be prepared annually and made available to the membership of Nikiski Senior Citizens, Inc.
- c. The ~~corporation~~ Corporation shall hold title to all Nikiski Senior Citizens, Inc. property, both real and personal, with complete authority for disposal of property in accordance with Article III of the Articles of Incorporation.
- d. The title of personal property purchased by the ~~corporation~~ Corporation with funds secured under a contract or grant from another agency shall conform to the terms of ownership and disposition included in the contract/grant or the policies of the contracting/granting agency.
- e. The fiscal year of the ~~corporation~~ Corporation shall be January 1st through December 31st.
- f. All checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the ~~corporation~~ Corporation, shall require two signatures of account signatories. The ~~board~~ Board of ~~directors~~ Directors may accept on

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behalf of the ~~corporation~~Corporation any combination gift, bequest of device for the general purposes or for any special purpose of the ~~corporation~~Corporation.

- g. Nikiski Senior Citizens, Inc., through the Board of Directors, may enter into notes or other instruments of indebtedness for the purchase of real or personal property that will directly benefit its members.
- h. It may not enter any note or obligation or enterprise that may jeopardize its non-profit standing with the ~~internal revenue service~~Internal Revenue Service, nor any obligation whose debt service exceeds the annual excess operating cash reserves generated from all sources of revenue. Authorizations for indebtedness must be passed by resolution of the ~~corporation's board~~Corporation's Board of ~~directors~~Directors, and all notes and obligations must be signed by two officers or agents of Nikiski Senior Citizens, Inc.

Article ~~IV~~4 -- Membership

4.01: Eligibility

- a. Application for membership shall be open to individuals that support the purpose statement in Article 2.01. and are fifty-five (55) years of age or older.
- b. Applications for membership shall be reviewed by the ~~board~~Board of ~~directors~~Directors or a designated committee or agent appointed by the ~~board~~Board or ~~directors~~Directors. Membership shall be granted upon completion, submission, and review of a membership application and receipt of dues.
- ~~c. Nikiski Senior Citizens, Inc. is a non-profit for the purpose of providing charitable programs and services. Nikiski Senior Citizens, Inc. reserves the right to refuse membership.~~

4.02: Dues

- a. Membership in the ~~corporation~~Corporation shall be obtained by the payment of dues. There are two types of membership dues.
 - ~~1. Annual Membership Dues paid annually are good for a calendar year (Jan – Dec).~~
 - ~~2. Life-time Membership Dues paid one time for the life of the member~~
- ~~b. Members in good standing shall have dues paid in full.~~

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- ~~e.1.~~ Annual Membership Dues are payable on January 1st of each year and membership must be current to vote at any meeting of the ~~corporation~~Corporation.
- 2.Lifetime Membership Dues are paid one time for the life of the member.
- b. To have membership in good standing, all dues shall have been paid in full and no sanctions shall have been placed on the member by the Board of Directors.

4.03: -Rights of Members

- ~~a.~~ Each member in good standing shall be eligible to cast ~~the member's vote in all matters requiring a vote of the membership.~~
- ~~b.~~ Voting rights are granted after fourteen (14) days to any member in good standing.
- ~~e.a.~~ Members shall be eligible to cast the member's his/her own vote in all matters requiring a vote of the membership, including ~~the election~~elections of the ~~board~~Board of ~~directors~~Directors and proposed changes to the bylaws.
- b. Voting rights are granted after fourteen (14) days to any new member in good standing.
- ~~d.c.~~ Voting members shall be verified to have current membership prior to including their absentee vote or being given a ballot the day of the election.
- ~~e.d.~~ Members ~~can~~may volunteer to serve on committees which are open to the general membership.
- ~~f.e.~~ The Nikiski Senior Citizens, ~~Inc.~~Inc's Board of Directors shall establish other privileges providing they are not in conflict with policies of funding agencies.
- f. Members may be sanctioned by the Board of Directors for behavior that threatens or intimidates other members, volunteers, or employees, or for criminal violations that would bar any person from being among people in a vulnerable population.

4.04:- Annual Meeting of the Members

- a. An Annual Meeting of the Members shall be held each January at the Nikiski Senior Center, and/or virtually through an online meeting platform~~-,~~ in accordance with Article 7.
- ~~b.~~ ~~Notice of the Annual Meeting shall be mailed or electronically communicated to each member no later than ten (10) business days prior to the date of the meeting.~~
- ~~c.~~ ~~Correspondence about the annual meeting shall include those who have declared to run for those director positions the terms of which expire at the conclusion of the annual meeting.~~

~~d. Methods to vote shall be in person or by absentee ballot.~~

4.05: ~~Special Meetings~~

~~A special meeting of the members may be called by a majority of the board of directors, or by members having five percent (5%) of the total votes entitled to be cast at a meeting of the members. Any such special meeting shall be preceded by a written notice posted at the Nikiski Senior Center and / or electronically communicated to members with email no later than three (3) business days prior to the meeting specifying the date, time, place, and specific purpose for the special meeting.~~

4.06: Membership Voting

The affirmative vote of a majority of the votes represented and entitled to vote on the subject matter is the act of the members, unless the vote of a greater number is required by statute, the Articles of Incorporation, or these Bylaws.

4.07:06: Attendance at Board Meetings

Any member may attend, without prior notice, a meeting of the ~~board~~Board of ~~directors~~Directors, reserving to the ~~board~~Board the authority to exclude any non-~~board~~Board members from portions of the meeting held in executive session.

Article ~~V—~~5 – Nikiski Senior Citizens Inc. Board of ~~Director Nominations & Elections~~Directors

5.01: Qualifications

In order to be eligible to serve as a Director on the Board of Directors, the individual:

- a. must be 55 years of age or older
- b. must not be on the Nikiski Senior Service Area Board
- c. be a member in good standing, be dedicated to the purposes and goals of Nikiski Senior Citizens, Inc. and have the ability to carry out and achieve those purposes and goals.
- d. must be able to use computers for email and basic website navigation consistent with Nikiski Senior Citizens, Inc.'s desire to reduce reliance on paper copies.
- e. shall agree to adhere to the bylaws of the Nikiski Senior Citizens, Inc. and all policies and procedures of NSC.
- f. must pass a background check through the Alaska Department of Health (BCU).
- g. Family members may not hold decision making positions that result in a direct or indirect supervisory relationship with a family member or would create either an actual or perceived conflict of interest. This includes individuals who marry or become members of the same household after filling a decision-making position.

5.02: Number of Directors

The ~~corporation~~Corporation shall have a ~~board~~Board of ~~directors~~Directors consisting of at least five (5) and no more than nine (9) active ~~directors~~Directors. Within these limits, the ~~board~~Board may increase or decrease the number of ~~directors~~Directors serving on the ~~board~~Board, including for the purpose of staggering the terms of ~~directors~~Directors.

5.03: Nominations for Board of Directors

- a. A person may self-nominate provided they meet the qualifications in Article 5.04.
- b. In all elections, the privilege of nominating from the floor shall be allowed provided the nominee has given consent and meets qualifications for the position stated in Article 5.04.
- c. Candidates who accept nominations (30) days prior to the annual meeting will be featured in the monthly newsletter.

5.02: Powers~~04: Elections~~

- a. ~~All corporate powers~~ Board of Director elections shall be ~~exercised by or under~~ held in conjunction with the authority of the board and the affairs of the of the corporations annual membership meeting, in accordance with election procedures. The Board of Directors shall be ~~managed under the direction~~ responsible for the development of election procedures.
- b. Election of the Board of Directors shall be by ballot. When there is only one nominee for a seat, a voice vote may suffice.
- c. Absentee ballots shall be allowed if in conformance with ~~board~~ Article 4.
- d. Seats A, B, C, D, and E shall be filled in odd calendar years.
- e. Seats F, G, H, I shall be filled in even calendar years.

Corporation5.05: Powers and Accountability of the Board of Directors

- a. The management of the Corporation is vested in the Board of Directors, which shall exercise all powers of the Corporation, except those specifically reserved to the corporate members.
- b. The Nikiski Senior Citizens, Inc. as otherwise provided ~~Board of Directors shall be accountable to the membership and funding agencies for the management and operation of the Corporation and shall make regular reports to Nikiski Senior Citizens, Inc.'s Membership.~~
- c. It shall be the responsibility of Nikiski Senior Citizens, Inc.'s Board of Directors to review and provide input, if any, to all NSC policies. These policies shall be submitted by law the Executive Director. The acceptance of each policy shall be indicated by the signatures of the Board President and the Executive Director and the date of acceptance.
- d. Members of the Board of Directors shall not receive monetary compensation for their services other than reimbursement for actual expense incurred on business authorized by the Board of Directors.

5.03:06: Terms

- a. All ~~directors~~ Directors shall be elected or appointed to serve a two-year term; however, the term may be extended until a successor has been elected.
- b. Director terms shall be staggered so that approximately one-half the number of ~~directors~~ Directors will end their terms in any given year.

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- c. Directors may serve terms in succession.
- d. The term of office shall be considered to begin at the ~~conclusion of the~~ annual membership meeting at which the ~~director~~ Director was elected, and end at ~~the conclusion of~~ the annual membership meeting in the second year of service, unless the term is extended until such time as a successor has been elected.

~~5.04: Qualifications~~

~~In order to be eligible to serve as a director on the board~~ 5.07: Filling Vacancies

The President of directors, the Nikiski Senior Citizens, Inc. Board of Directors shall fill any Board vacancies for the individual:

~~a. must be 55 years of age or older~~

~~b. a. must not be on the Nikiski Senior Service Area Board~~

~~c. a. be a member in good standing and has an established history~~ remainder of service to the term, subject to majority approval by the Nikiski Senior Citizens, Inc. Board of Directors.

~~must have demonstrated a dedication to the purposes and goals of the~~ 5.08: Removal from the Nikiski Senior Citizens, Inc., and. Board of Directors

~~d. Any member of the Board may be removed by a two-thirds (2/3) vote of the ability to carry out and achieve those purposes and goals~~

~~e. a. shall agree to adhere to the bylaws~~ members of the Nikiski Senior Citizens, Inc. Board of Directors at any regular or special meeting, providing prior notice has been given to the entire NSC Board of Directors.

b. A member of the Nikiski Senior Citizens, Inc. Board of Directors that has been removed from the Board may be deemed ineligible for future Nikiski Senior Citizens, Inc. Board of Directors, if warranted.

c. Justification must be documented.

d. Three (3) consecutive unexcused absences of a Nikiski Senior Citizens, Inc. Board of Directors member from regular Board meetings shall constitute justification for removal from the Board of Directors.

~~f. Six (6) absences of a Nikiski Senior Citizens, Inc. shall agree to the board of directors' policies~~

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- ~~g. shall agree to the conflict of interest policy~~
- ~~h. shall agree to the confidentiality policy~~
- ~~i. must pass a background check~~
- e. Board of Directors member from regular Board meetings over a 12-month period shall constitute justification for removal from the Board of Directors.

5.09: Voting

The act of a majority of the Nikiski Senior Citizens, Inc. Board of Directors present at a meeting at which a quorum is present shall be the act of the Nikiski Senior Citizens, Inc. Board of Directors.

5.10: Quorum

A majority of the members of the Nikiski Senior Citizens, Inc. Board of Directors shall constitute a quorum for all meetings of the Nikiski Senior Citizens, Inc. ~~05: Nomination~~

- ~~a. A person may self nominate provided they meet the qualifications in Article 5.04.~~
- ~~b.a. In all elections, the privilege of nominating from the floor shall be allowed provided the nominee has given consent and meets qualifications for the position stated in Article 5.04.~~
- ~~c.a. Candidates who accept nominations (30) days prior to the annual meeting will be featured in the monthly newsletter.~~

5.06: Elections

- ~~a. Board of director elections shall be held in conjunction with the annual membership meeting, in accordance with election procedures. The board of directors shall be responsible for the development of election procedures.~~
- ~~b.a. Election of the board of directors shall be by ballot. When there is only one nominee for a seat, a voice vote may suffice.~~
- ~~c. Absentee ballots shall be allowed if in conformance with article IV.~~

~~Article VI~~ Board, i.e. five (5) of nine (9), or a majority of the sitting Board members, if less than 9.

Article 6 – Board of Directors Officers

6.01: -Officers

The officers for ~~the~~ Nikiski Senior Citizens, Inc. Board of Directors shall be President, Vice-President, Secretary, and Treasurer. The remaining five (5) members shall be considered members at large.

6.02: -Election of Officers

- a. The ~~positions~~offices of President, Vice-President, Secretary, and Treasurer shall be voted on by the Nikiski Senior Citizens, Inc. Board of Directors immediately following the Board of Directors Election during the Annual Membership Meeting.
- b. The officers shall hold their ~~position~~office for a term of one (1) year or until their respective successors are elected and shall assume office as discussed in Article 5.03.
- c. The ~~president~~President of the ~~board~~Board of ~~directors~~Directors shall fill any vacancies for the remainder of the term subject to approval of the Nikiski Senior Citizens, Inc. Board of Directors.

6.03: -Duties of Officers

- a. The President shall serve as chair of the ~~board~~Board of ~~director~~Director meetings.
- b. The President shall perform all duties usually pertaining to the office and shall appoint chairpersons of committees with the approval of the Nikiski Senior Citizens, Inc. Board of Directors. The President may assign duties to other members of the Nikiski Senior Citizens, Inc. Board of Directors.
- c. The Vice-President shall assist the President in the exercise of the President's duties and perform the duties of the ~~president~~President when the ~~president~~President cannot give active service.
- d. The Secretary shall be responsible for the minutes of all meetings of the ~~corporation~~Corporation and perform other duties pertaining to that office ~~this includes~~including being responsible for the agenda for all meetings of the Nikiski Senior Citizens, Inc. Board of Directors.
- e. The Treasurer shall ~~see~~ensure that a full and accurate account is kept of all monies received and paid out and that sound internal fiscal controls are in operation. The

Treasurer shall ensure that all checks shall bear two signatures as determined by the Nikiski Senior Citizens, Inc. Board of Directors.

~~e.a. The Board of Directors Executive Committee will consist of the President, Vice-President, Secretary, and Treasurer. see that all checks shall bear two signatures as determined by the Nikiski Senior Citizens, Inc. Board of Directors.~~

f. ~~The Board of Directors Executive Committee will consist of the President, Vice-President, Secretary, and Treasurer.~~ The Executive Committee will have signingsignature authority on all Nikiski Senior Citizen, Inc. financial accounts.

~~g. All Directors will comply with the Board of Directors Policies.~~

Article ~~VII~~ – Meetings

7.01: ~~Purpose of Annual Meeting~~

The purpose of the annual meeting shall be to review the Corporation's activities and financial status, report on future plans, and elect Directors to fill any open seats on the Board.

a. The Board of Directors shall prepare the agenda. This shall not preclude introduction of other business from the floor, provided previous notice is not required.

b. The incumbent President shall submit an annual report to the members.

c. The incumbent Treasurer will present a financial report to the members.

~~a. The Board of Directors shall prepare the agenda. This shall not preclude introduction of other business from the floor, provided previous notice is not required.~~

~~b.a. The incumbent President shall submit an annual report to the members.~~

~~c.a. The incumbent Treasurer will present a financial report to the members.~~

d. The incumbent Secretary will take minutes through the end of the Annual Meeting.

~~d.e.~~ The members will vote on open seats of the Nikiski Senior Citizens, Inc.'s Board of Directors.

~~e.f.~~ The newly established Board of Directors will then vote for the Board of ~~Director~~Directors President, Vice President, Secretary, and Treasurer.

7.02: ~~Annual or Special Meeting~~ Membership ~~Meeting~~ Voting

a. The voting members of the ~~corporation~~Corporation shall all be fifty-five (55) years of age or over and members of the Nikiski Senior Citizens, Inc. (see Article ~~V4~~).

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b. Voting by means of absentee ballot shall be allowed when a member notifies ~~the~~ Nikiski Senior Citizens, Inc.'s Board of Directors they will not be in attendance for the Nikiski Senior Citizens, Inc. Annual or Special Meeting.

~~b.a. Annual or Special Meeting.~~

- c. Absentee ballots must be returned the day prior to ~~the~~ Nikiski Senior Citizens, Inc.'s Annual or Special Meeting. Each member voting by absentee ballot shall be marked as voted on the eligible member voting list.
- d. All eligible members who have not voted by absentee ballot can vote by ballot during the Annual or Special Meeting.

7.03: ~~Board Meetings~~

- a. Regular monthly meetings of the ~~board~~Board of ~~directors~~Directors shall be held at a time to be established by the Nikiski Senior Citizens, Inc. Board of Directors.
- b. Special meetings of the ~~board~~Board of ~~directors~~Directors may be scheduled as outlined in Article 7.05.
- c. However, upon a majority vote of the ~~board~~Board, the Board may go into executive session when discussing legal, confidential, or personnel matters.

7.04: ~~Special Meetings of the Members~~

A special meeting of the members may be called by a majority of the Board of Directors, or by members having five percent (5%) of the total votes entitled to be cast at a meeting of the members. Any such special meeting shall be preceded by a written notice posted at the Nikiski Senior Center and / or electronically communicated to members by email no later than three (3) business days prior to the meeting specifying the date, time, place, and specific purpose for the special meeting.

7.05: ~~Special Board Meetings~~

- a. Special Board meetings may be called by the President of the Nikiski Senior Citizens, Inc. Board of Directors.
- b. Special ~~meeting~~meetings may also be called upon by the written request of any three (3) ~~board~~Board members.
- ~~c. Special meetings may be called by the membership as described in Article 4.06.~~

7.05-7.06: Notice of Meetings

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- a. Notice of the Nikiski Senior Citizens, Inc. Annual Meeting shall be advertised and posted not less than ten (10) days prior to the meeting. Notice shall include all items on the agenda requiring previous notice.
 1. Correspondence about the annual meeting shall include those who have declared to run for those Director positions the terms of which expire at the conclusion of the annual meeting.
- b. Notice of any Special Membership meetings shall be advertised and posted not less than three (3) working days prior to the meeting. Such notice shall include the agenda.
- c. Special Board meetings shall be advertised and posted not less than three (3) working days, or when all Board members are notified.
- ~~e.d.~~ The members and the public shall be afforded access to meetings of the ~~board~~Board.
- ~~d.e.~~ All input from the members ~~or public~~ at meetings shall be considered advisory only to the Nikiski Senior Citizens, Inc. Board of Directors.

7.06-07: Committee Meetings

Committee meetings are covered in Article 98.01.

Article VIII — Nikiski Senior Citizens Inc. Board of Directors

8.01: Composition and Term

- ~~a. The Nikiski Senior Citizens, Inc. Board of Directors shall be made up of nine (9) members and not less than three (3) or more than (6) who shall be elected at the annual meeting of the corporation for a term of two (2) years.~~
- ~~b. Nikiski Senior Citizens, Inc. Board Members shall be elected for two (2) year terms.~~
- ~~c. Seats A, B, C, D, and E shall be filled on odd calendar years.~~
- ~~d. Seats F, G, H, I shall be filled on even calendar years.~~
- ~~e. Directors must be current members of the corporation at the time of their election or appointment to vacancies.~~
- ~~f. Family members may not hold decision making positions that result in a direct or indirect supervisory relationship with a family member or would create either an actual or perceived conflict of interest.~~

~~g. a. This includes individuals who marry or become members of the same household after filling a decision making position.~~

8.02: Filling Vacancies

~~a. The President of the Nikiski Senior Citizens, Inc. Board of Directors shall fill any vacancies for the remainder of the term, subject to majority approval by the Nikiski Senior Citizens, Inc. Board of Directors.~~

8.03: Powers and Accountability of the Nikiski Senior Citizens, Inc. Board of Directors

- ~~a. The management of the corporation is vested in the Board of Directors, which shall exercise all powers of the corporation, except those specifically reserved to the corporate members.~~
- ~~b. The Nikiski Senior Citizens, Inc. Board of Directors shall be accountable to the membership and funding agencies for the management and operation of the corporation and shall make regular reports to the Nikiski Senior Citizens, Inc. Membership.~~
- ~~c. It shall be the responsibility of the Nikiski Senior Citizens, Inc. Board of Directors to establish policies for the operation and management of facilities, programs, and services when not in conflict with granting/contracting agencies.~~
- ~~d. Nikiski Senior Citizens, Inc. member of the Board of Directors shall not receive compensation for their services other than reimbursement for actual expense incurred on business authorized by the board of directors.~~

8.04: Removal from the Nikiski Senior Citizens, Inc. Board of Directors

- ~~a. Any member of the board may be removed by a two-thirds (2/3) vote of the members of the Nikiski Senior Citizens, Inc. Board of Directors in good standing at any regular or special meeting, providing prior notice has been given to the members.~~
- ~~b. A member of the Nikiski Senior Citizens, Inc. Board of Directors that has been removed from the board may be deemed ineligible for future Nikiski Senior Citizens, Inc. Board of Directors if warranted.~~

~~c. a. Justification must be documented.~~

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- ~~d. Three (3) consecutive excused absences of a Nikiski Senior Citizens, Inc. Board of Directors member from regular board meetings shall constitute justification for removal from the board of directors.~~
- ~~e. Six (6) absences of a Nikiski Senior Citizens, Inc. Board of Directors member from regular board meetings over a 12-month period shall constitute justification for removal from the board of directors.~~

~~8.05: Voting~~

~~The act of a majority of the Nikiski Senior Citizens, Inc. Board of Directors present at a meeting at which a quorum is present shall be the act of the Nikiski Senior Citizens, Inc. Board of Directors.~~

~~8.06: Quorum~~

~~A majority of the members of the Nikiski Senior Citizens, Inc. Board of Directors shall constitute a quorum for all meetings of the Nikiski Senior Citizens, Inc. Board, or five (5) of nine (9), or a majority of the sitting board members.~~

~~Article IX~~ -- Committees of Nikiski Senior Citizens Inc.

~~98.01: Standing Committees of Nikiski Senior Citizens Inc. Board of Directors~~

- a. Standing committees include ~~executive, finance, policy, long-range~~ Executive, Finance, Policy, Long-range ~~planning~~ Planning, and ~~nominating~~ Nominating committees.
- b. All committees can determine the frequency or need for committee meetings.
 - ~~a.1.~~ 1. Executive Committee:
 - ~~i.a.~~ i.a. The Executive Committee shall be comprised of the President, Vice-President, Secretary, and Treasurer. The function of this committee is to act in lieu of the full ~~board~~ Board on matters that deem immediate decision.
 - ~~ii.b.~~ ii.b. Such decisions of the Executive Committee shall be subject to review and approval at the next regularly scheduled ~~board~~ Board meeting.
 - ~~iii.c.~~ iii.c. The ~~president~~ President shall act as chair of this committee.

~~b.~~2. Finance Committee:

i.a. The Finance Committee shall be responsible for the financial planning, fiscal management and purchasing policy of the ~~corporation~~Corporation. Its duties shall include, but are not ~~be~~ limited to, the timely reporting of the financial statements to the ~~board and maintaining a financial policy and procedure manual that is updated annually~~Board.

ii.b. The Treasurer shall be ~~Chairman~~Chairperson of the Finance Committee. The ~~chairman~~chairperson is responsible for presenting reports to the Nikiski Senior Citizens Inc. Board of Directors.

iii.c. Committee Members are limited to Directors, Executive Director and Accounting staff. Administrative staff are not voting members of any committee.

iv.d. This committee will meet ~~as needed~~to review all finance documents prior to monthly Board meetings.

~~c.~~3. Policy Committee:

i.a. The Policy ~~Committee~~ is responsible for maintaining ~~corporation and personnel~~a copy of all policies. If the Policy Committee perceives a violation of a policy, procedures, and by-laws. They will review all programs~~the Committee shall forward their findings to ensure goals and objectives are being met~~the entire Board of Directors for resolution.

ii.b. The chairperson of this Committee ~~will~~shall be a Board member. The ~~chairman~~chairperson is responsible for presenting recommendations to ~~the~~ Nikiski Senior Citizens Inc.'s Board of Directors.

iii.c. Committee Members ~~are limited to~~may consist of Directors, NSC employees, and NSC members. NSC employees are not voting members of any committee.

iv.d. This committee will meet as needed.

~~d.~~4. Long Range Planning Committee:

i.a. The Long-Range Planning Committee is responsible for long range planning of programs, construction, and property acquisition or sale.

ii.b. Members may consist of Directors, NSC employees, and ~~general~~NSC members. NSC employees are not voting members of any committee.

iii.c. The chairperson of this Committee ~~will~~shall be a Board member. The ~~chairman~~chairperson is responsible for presenting recommendations to the Nikiski Senior Citizens Inc. Board of Directors.

~~iv.d.~~ This committee will meet ~~as needed~~quarterly.

~~e.5.~~ Nominating Committee:

~~i.a.~~ The Nominating Committee is responsible for bringing potential ~~board~~Board members to the attention of the Nikiski Senior Citizens Inc. Board of Directors for upcoming regular elections.

~~ii.b.~~ The chairperson of this Committee ~~will~~shall be a Board member.

~~c. At any time there is a vacancy on the Board of Directors, the Nominating Committee shall nominate candidates for the Nikiski Senior Citizens Inc. Board of Directors and the Nominating Committee, not to preclude nominations from the floor. (Article VII)~~

~~c. 9~~Members may consist of Directors, NSC employees, and NSC members. NSC employees are not voting members of any committee.

8.02:- Special Committees

- a. The Nikiski Senior Citizens Inc. Board of Directors shall establish and determine the functions of such Special Committees, as it deems necessary, to assist the Nikiski Senior Citizens Inc. Board of Directors in carrying out its functions.
- b. The President of the Nikiski Senior Citizens Inc. Board of Directors with the advice and approval of the Nikiski Senior Citizens Inc. Board of Directors shall appoint a ~~chairman~~chairperson for each Special Committee from within the Board of Directors Membership when feasible.
- c. Special Committees may be appointed by the ~~board~~Board of ~~directors~~Directors to fulfill special activities outside the scope of the standing committees.
- d. The Board of Directors will determine eligibility for special committee members.
- e. Chairperson and Members of Special Committees shall be appointed for a period of time necessary to perform its functions or tasks and shall be automatically dissolved upon submitting its final report to the ~~board~~Board of ~~directors~~Directors.
- f. The Chairperson of Special Committees shall be accountable to the Nikiski Senior Citizens Inc. Board of Directors.
- g. The President shall be an ex-officio member of all Special Committees of the Nikiski Senior Citizens Inc. Board of Directors.

Article ~~X~~9 -- Executive Director

~~109.01:-~~ Employment and Release

- a. The Nikiski Senior Citizens Inc. Board of Directors shall be responsible for the employment of a qualified Executive Director in accordance with the personnel policies of Nikiski Senior Citizens Inc.

- b. The Nikiski Senior Citizens Inc. Board of Directors, by a two-thirds vote of the ~~total~~ entire Board, shall have the authority to release the Executive Director provided that previous notice has been given to the entire Nikiski Senior Citizens Inc. Board of Directors and Executive Director.

109.02:- Accountability

- a. The Executive Director shall be accountable to the Nikiski Senior Citizens Inc. Board of Directors through the President of the Board of Directors.
- ~~b. The president at his/her discretion will involve the entire board of directors.~~

109.03:- Executive Director Annual Review

- a. The Executive Director shall submit materials to the Board of Directors, including:
 - 1. Initial Letter of Appointment, if necessary for documenting hiring promises
 - 2. Current Resume
 - 3. A list of accomplishments for the period under review
 - 4. Activities for the period under review
 - 5. Feedback from prior review
 - 6. Self-evaluation
 - i. The self-evaluation shall be either a written narrative OR a presentation, that summarizes the Executive Director's achievements, responsibilities, relevant work, staff management, grant success, and NSC membership activity reports for the period under review. Furthermore, this self-evaluation should draw together the achievements during the review period to the Nikiski Senior Citizen, Inc. mission and goals.
 - ii. The self-evaluation should include professional goals and aspirations going forward.
 - iii. Evidence shall consist of carefully selected examples of the Executive Director's most accomplished work, not an exhaustive compilation of materials
- b. The Executive Director evaluation process will then proceed as follows:
 - 1. Present items described in Section 109.03 (a) to the ~~board~~ Board of ~~directors~~ Directors

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2. This presentation can be written OR presented self-evaluation to the Board of Directors
3. The Board of Directors will convene to executive session and discuss the annual review
 - i. The Board of Directors will write a response, including all findings and recommendations ~~to~~for the annual review
 - ii. The Executive Director will be given the ~~option~~opportunity to respond to the annual review in writing.

109.04: -Staff

- a. The Executive Director ~~is~~shall be responsible for the staffing needs of NSC and the selection and termination of staff in accordance with the personnel ~~policies and procedure~~ manual.

Article ~~XI~~10 -- Parliamentary

- a. Robert's Rules of Order, newly revised, may be used as a guide during Annual, Regular, Special, and committee meetings; to which they are not inconsistent with these bylaws or special rules of order the ~~corporation~~Corporation may adopt.

Article ~~XII~~11 -- Amendments and Revisions

- a. These by-laws may be revised, amended, or added to by reporting proposed changes at any Nikiski Senior Citizens Inc. ~~Annual or Regular~~ Board of Directors Meeting and then will be voted on by the Board of Directors ~~and for presentation to the membership at the Annual Meeting or~~ any ~~attending members at a subsequent scheduled special~~Special Membership meeting called for ~~that the~~ purpose ~~of revising the by-laws.~~
- b. Meetings where the ~~bylaws~~by-laws revisions may be ~~revised~~voted on must be posted at the senior center for ~~more than~~at least ten (10) days before the meeting.
- c. Proposed revisions to the by-laws must be available to any member at least ten (10) days before the meeting called for that purpose.
- ~~e.d.~~ Bylaws may be updated for clarification or grammatical errors with a simple Board of Directors vote.

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Certificate of Adoption of Bylaws

I do hereby certify that the above stated Bylaws of Nikiski Senior Citizens, Inc. -were approved by the Nikiski Senior Citizens, Inc. ~~board~~Board of ~~directors~~Directors on ~~July 20,~~ 2022,_____ and constitute a complete copy of the Bylaws of the ~~corporation~~Corporation.

Wayne Ogle, President

Date

Myrna Dyer, Vice-President

Date

Jeffery Laube, Treasurer

Date

Susan Kanour, Secretary

Date