

**BY-LAWS
OF
MASON COUNTY SENIOR ACTIVITIES ASSOCIATION**

Ratified March 20, 2018

Year of Incorporation: 1981

**SECTION 1
Membership/Voting Requirements**

1.1 Membership: (a) Membership shall be composed of: Adults fifty (50) years of age or older may become members of the Mason County Senior Activities Association. Their spouses or domestic partners who are under fifty (50) years of age may become Associate Members. (b) Only Members in good standing have voting rights. Associate Members do not have voting rights on any issues that may be brought forth during either General Membership Meetings of Board of Director's Meetings. Only Paid members can vote, comment or make motions to approve or disapprove proposed items of interest to the Association, Members can bring guests to meetings however, the guest will not be allowed to make public comments during meetings. Any Member or non-member who disrupts or become unruly during meetings will be asked to leave the premises. (c) Only a Member in good standing can utilize the facility for Association sponsored activities or for Socializing. A guest can be sponsored twice without having paid for membership. Exceptions to this rule are events provided for the general public. The decision of this usage is solely up to the Director of the Association and the President of the Board.

1.2 Requirements for voting: (a) All members may vote at any general meeting except the President who shall vote only in the case of a tie. (b) To vote at the Annual December General Election a person must have a current paid up membership. (c) Voting by proxy is prohibited.

**SECTION 2
Meetings**

2.1 Annual Meeting: The annual meeting of this corporation ("the Corporation") for the election of directors and for the transaction of such other business as may properly come before the meeting shall be held each year at the principal office of the corporation, or at some other place either within or without the State of Washington as designated by the Board of Directors, on the day and at the other day and time as may be set by the Board of Directors. If the specified day is a Sunday or a legal holiday, then the meeting will take the place on the next business day at the same time or on such other day and time as may be set by the Board of Directors.

2.2 Special Meetings: Special meetings for any purpose or purposes may be called at any time by the Board of Directors, the President or a majority of the Board of Directors. The meeting shall be held at such a time and place as the Board of Directors may prescribe, or, if not held upon the request of the Board of Directors, at such a time and place as may be established by the President, the Vice President, or by the Secretary in the President's absence. Only business within the purpose or purposes described in the meeting notice may be conducted.

2.3 Notice of Meetings: Written notice of the place, date and time of the annual meeting and written notice of the place,, date, time and purpose or purposes of special meetings shall be delivered not less than 10 (or, if required by Washington law, 20) or not more than 50 days before the date of the meeting, either personally, by facsimile, or by mail, or in any other manner approved by law, by or at the direction of the President of the Secretary, to each member of record entitled to notice of such meeting. Mailed notices shall be deemed to be delivered when deposited in the mailed, first-class postage prepaid, correctly addresses to the member entity address shown in the Corporation's current record of members.

SECTION 2: Meetings-continued

2.4 Waiver of Notice: Except where expressly prohibited by law of the Articles of Incorporation, notice of the place, date, time and purpose or purposes of any membership meeting may be waived in a signed writing delivered to the Corporation by any member t any time. Either before or after the meeting. Attendance at the meeting in person waives objection to lack of notice or defective notice of the meeting unless the member, at the beginning of the meeting, objects to holding the meeting or transacting business at the meeting. A member waives objection to consideration of a particular matter at a meeting that is not within purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

2.5 Board Action Without a Meeting: The Board may take any action without a meeting that they could properly take at a meeting, if one or more written consents setting forth the action so taken are signed by all of the members entitled to vote with respect to the subject matter are delivered to the Corporation for inclusion in the minutes or filing with the corporate records. Actions taken under this section are effective when all consents are in the possession of the Corporation, unless otherwise specified n the consent. A member may withdraw consent only by delivering a written notice of withdrawal to the Corporation prior to the time that all consents are in the possession of the Corporation.

2.6 Deleted

2.7 List of Members: At least 10 days before any meeting, the Secretary of the Corporation or the agent having charge of the records of the Corporation shall have compiled a complete list of the members entitled to notice of a meeting, arranged in alphabetical order.

2.8 Quorum and Voting: Twenty members of the Mason County Senior Activities Association shall constitute a Quorum. If a Quorum exists, action on a matter shall be approved by a voting group if the votes cast within a voting group favoring the action exceed the votes cast within the voting group opposing the action, unless a greater number of affirmative votes are required by the Articles of Incorporation or by law. If the Articles of Incorporation or Washington law provide for voting by two or more voting groups on a matter, action on a matter is taken only when voted upon by each of those voting groups counted separately. Action may be taken by one voting group on a matter even though no action is taken by another voting group. Proxy votes are not recognized by this Corporation.

2.9 Adjourned Meetings: If a meeting is adjourned to a different place, date, or time, whether for failure to achieve a Quorum or otherwise, notice need not be given of the new place, date or time if the new place, date or time is announced at the meeting before adjournment. When determination of members entitled to vote at any meeting has been made as provided by these Bylaws, that determination shall apply to any meeting thereof, unless Washington law requires that a new record date be set for the adjourned meeting, notice of the adjourned meeting must be given to members as of the new record date. Any business may be transacted at an adjourned meeting that could have been transacted at the meeting as originally called.

SECTION 3
Board of Directors

3.1 Number of Qualification: The business affairs of the Corporation shall be managed under the direction of a Board of Directors, the number of members of which is set forth in the Articles of Incorporation. The Board of Directors may increase or decrease this number by resolution. A decrease in the number of Directors shall not shorten the term of an incumbent Director. Paid employees or their relatives by blood or marriage may not s serve on the Board of Directors and/or serve as officers. Immediate family members by blood or marriage may not serve together on the Board of Directors and/or serve as officers. Only members in good standing may serve on the Board of Directors.

3.2 Election-Term of Office: Each Director's term shall be for a three year period and starts at the first Board Meeting after the annual election. One-third of the Board of Directors terms expire annually and replacements shall be voted on by members in good standing at the annual election at the December General Meeting. The current Director continues to serve until his or her successor is elected and qualified or until there is a decrease in the authorized number of Directors. Candidates wishing to run for Board of Director positions must announce their intent to run at or before the November regularly scheduled monthly General Membership Meeting. A Director currently serving as a replacement for a Director who has resigned before completing their term of office will be eligible for re-election to one consecutive 3-year term of office. The Directors once elected shall designate Officers of the Board at the first Board Meeting following the annual election.

3.3 Vacancies: Except as otherwise provided by law, a member to fill a vacancy on the Board of Directors, whether caused by resignation, death, retirement, disqualification, and removal or otherwise, may be appointed for the remainder of the term by the Board of Directors with the approval of the membership. The term of a Director elected to fill a vacancy expires at the next member meeting at which Directors are elected. If elected again, the Board member may serve an additional three year term. In the event no qualified applicant wishes to run for placement on the Board, a Board Member having served a three year term may continue as a Board of Director until a qualified applicant is elected. A vacancy that will occur at a specific later date may be filled before the vacancy occurs, but the new Director may not take office until the vacancy occurs.

3.4 Quorum and Voting: At any meeting of the Board of Directors, the presence in person (including presence by electronic means such as a telephone conference call) of a majority of the number of directors presently in office shall constitute a Quorum for the transaction of business. Notwithstanding the foregoing, in no case shall a Quorum be less than one-third of the authorized number of Directors. If a Quorum is present at the time of a vote, the affirmative vote of the majority of the Directors present at the time of the vote shall be the act of the Board of Directors and of the Corporation except as may be otherwise specifically provided by the Articles of Incorporation, by these Bylaws, or by law. A Director who is present at a meeting of the Board of Directors when action is taken is deemed to have assented to the action taken unless: (a) the Director objects at the beginning of the meeting, or promptly upon his or her arrival, to holding it or to transacting business at the meeting; (b) the Director's dissent or abstention from the action taken is entered in the minutes of the meeting; or (c) the Director delivers written notice of his or her dissent or abstention to the presiding officer of the meeting before it's adjournment or to the Corporation within a reasonable time after adjournment of the meeting. The right of dissent or abstention is not available to a Director who votes in favor of the action taken.

3.5 Regular Meetings: Regular meetings of the Board of Directors shall be held at such place, date and time as shall from time to time be fixed by resolution of the Board.

3.6 Special Meetings: Special meetings of the Board of Directors may be held at any place and at any time and may be called by the President, Vice President, Secretary or Treasurer, or any two or more Directors.

3.7 Notice of Meetings: Unless the Articles of Incorporation provide otherwise, any regular meeting of the Board of Directors may be held without notice of the date, time, place or purpose of the meeting. Any special meeting of the Board of Directors must be preceded by at least two days' notice of the date, time, and place of the meeting, but not of its purpose, unless the Articles of Incorporation or these Bylaws require otherwise. Notice may be given personally, by facsimile, by mail, or in any other manner allowed by law. Oral notice shall be sufficient only if a written record of such notice is included in the Corporation's minute book. Written notice shall be deemed effective at the earliest of: (a) receipt; (b) delivery to the proper address or telephone number of the Director as shown in the Corporation's records; or (c) five days after its deposit in the United States mail, as evidenced by the postmark, if correctly addressed and mailed with first-class postage prepaid. Notice of any meeting of the Board of Directors may be waived by any Director at any time, by a signed waiver, delivered to the Corporation for inclusion in the minutes, either before or after the meeting. Attendance or participation by a Director at a meeting shall constitute a waiver of any

required notice of the meeting unless the Director promptly objects to holding the meeting or to the transaction of any business on the grounds that the meeting was not lawfully convened and the Director does not thereafter vote for or assent to action taken at the meeting.

3.8 Directors' Action Without a Meeting: The Board of Directors or a committee thereof may take any action without a meeting that it could properly take at a meeting if one or more written consents setting forth the action are signed by all of the Directors, or all of the members of the committee, as the case may be, either before or after the action is taken, and if the consents are delivered to the Corporation for inclusion in the minutes or filing with the corporate records. Such action shall be effective upon the signing of consent by the last Director to sign, unless the consent specifies a later effective date.

3.9 Committees of the Board of Directors: The Board of Directors, by resolutions adopted by a majority of the members of the Board of Directors in office, may create from among its members one or more committees and shall appoint the members thereof. Each such committee must have two or more members, who shall serve at the pleasure of the Board of Directors. Each committee of the Board of Directors may exercise the authority of the Board of Directors to the extent provided in its enabling resolution and any pertinent subsequent resolutions adopted in like manner, provided that the authority of each such committee shall be subject to applicable law. Each committee of the Board of Directors shall keep minutes of its proceedings and shall report to the Board of Directors when requested to do so.

3.10 Telephone Meetings: Members of the Board of Directors or of any committee appointed by the Board of Directors may participate in a meeting of the Board of Directors or committee by means of a conference telephone or similar communications equipment that enables all persons participating in the meeting to hear each other during the meeting. Participating by such means shall constitute presence.

3.11 Compensation of Director: Currently the Board does not compensate Directors. Directors may authorize the reimbursement of their approved expenses.

Section 4 **Officers**

4.1 Officers Enumerated-Election: The Officers of the Corporation shall consist of such Officers and Assistant Officers as may be designated by resolution of the Board of Directors. The Officers may include a President, one or more Vice Presidents, a Secretary, a Treasurer, and any Assistant Officers. The Officers shall hold office at the pleasure of the Board of Directors. Unless otherwise restricted by the Board of Directors, the President may appoint any Assistant Officer, the Secretary may appoint one or more Assistant Secretaries, and the Treasurer may appoint one or more Assistant Treasurers; provided that any such appointments shall be recorded in writing in the corporate records.

4.2 Qualification: President of the Corporation must be Directors that have served on the Board of Directors for at least one year. Any two or more corporate offices may be held by the same person except for President and Secretary.

4.3 Duties of the Officers: Unless otherwise prescribed by the Board of Directors, the duties of the Officers shall be as follows:

(a) President. The President shall exercise the usual executive powers pertaining to the office of the President. The President shall preside at meetings of the Board of Directors and of the Members, perform the other duties prescribed in this Section, and perform such other duties as the Board of Directors may from time to time designate.

(b) Vice President. Each Vice President shall perform such duties as the Board of Directors may from time to time designate. In addition, the Vice President, or if there is more than one, the most senior Vice President available, shall act as President in the absence or disability of the President.

(c) Secretary. The Secretary shall be responsible for and shall keep, personally or with the assistance of others, records of the proceedings of the Directors and Members; authenticate records of the Corporation; keep the Corporate Seal, if any, and affix the same to proper documents; and perform such duties as the Board of Directors may from time to time designate.

(d) Treasurer. The Treasurer shall have the oversight care and custody of all funds and securities of the Corporation and shall cause to be kept regular books of account. The Treasurer shall cause to be deposited all funds and other valuable effects in the name of the Corporation in such depositories as may be designated by the Board of Directors. In general, the Treasurer shall perform all the duties as the Board of Directors may from time to time designate and shall review business records on a monthly basis. The Treasurer shall report the financial transactions and status of the prior month at all regular Membership and Board meetings. A breakdown of the financial transactions shall be posted. The Treasurer shall be responsible for assuring that the past month financial statement is at a location accessible to the general Membership. The Treasurer's accounts shall be subject to an internal audit by committee every year.

(e) Assistant Officers. Assistant Officers may consist of one or more Assistant Vice Presidents, one or more Assistant Secretaries, and one or more Assistant Treasurers. Each Assistant Officer shall perform those duties assigned to him or her from time to time by the Board of Directors, the President, or the Officer who appointed him or her.

4.4 Vacancies: Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting.

4.5 Removal: Any Officer may be removed by action of the Board of Directors with or without cause, but any removal shall be without prejudice to the contract rights, if any, of the person removed. Election or appointment of an Officer or agent shall not of itself create any contract rights.

4.6 Compensation: Officers of the Corporation serve as volunteers and are not compensated. The Board of Directors shall be authorized to reimburse approved expenses.

SECTION 5

Books, Records and Reports

5.1 Records of Corporate Meetings, Accounting Records: The Corporation shall keep, as permanent records. Minutes of all meetings of the Board of Directors, all actions taken without a meeting, and all actions taken by a committee exercising the authority of the Board of Directors. The Corporation or its agent shall also maintain in a form that permits preparation thereof, a list of the names and addresses of its members in alphabetical order. The Corporation shall also maintain appropriate accounting records, and at its principal place of business shall keep copies of: (a) its Articles of Incorporation or restated Articles of Incorporation and all amendments in effect; (b) its Bylaws or restated Bylaws and all amendments in effect; (c) minutes of all meetings and records of all actions taken without meetings for the past three years; (d) the year-end balance sheets and income statements for the past three fiscal years, prepared as required by Washington law; (e) all written communications to members generally in the past three years; (f) a list of the names and business addresses of its current Officers and Directors; and (g) its most recent annual report to the Secretary of State.

5.2 Copies of Private Records: Any person dealing with the Corporation may rely upon a copy of any of the records of the proceedings, resolutions, or votes of the Board of Directors or Members, when certified by the President, Vice President, Secretary or Assistant Secretary.

5.3 Examination of Records: A Member in good standing shall have the right to inspect during regular business hours at the principal office of the Corporation, in person or by his or her attorney or agent, the corporate records referred to in the last sentence of Section 5.1 of these Bylaws if the member gives the Corporation written notice of the demand at least five business days before the date on which the Member wishes to make such inspection. In addition, if a member's demand is made in good faith and for a proper purpose, a Member may inspect and copy, during regular business hours at a reasonable location specified by the Corporation, excerpts from minutes of meetings held or records of action taken by Members without a meeting within the last three years and accounting records of the Corporation; Provided that the Member shall have made a demand describing with reasonable particularity the Member's purpose and the records the Member desires to inspect, and provided further that the records are directly connected to the Member's purpose. This section shall not affect any right of members to inspect records of the Corporation that may be otherwise granted to Members by law.

5.4 Financial Statements: A balance sheet and income statement in accord with Washington State Law shall be posted prior to the annual Membership meeting. The Corporation shall furnish a copy of each to any Member upon written request.

SECTION 6
Fiscal Year

The fiscal year of the Corporation shall be October 1 – September 30

SECTION 7
Corporate Seal

The corporate seal of the Corporation, if any, shall be in the form shown on Exhibit A

SECTION 8
Miscellaneous Procedural Provisions

The Board of Directors may adopt rules of procedure to govern any meetings of Members or Directors to the extent not inconsistent with law, the Corporation's Articles of Incorporation, or these Bylaws, as they are in effect from time to time. In the absence of any rules of procedure adopted by the Board of Directors, the Chairman of the meeting shall make all decisions regarding the procedures for any meeting.

SECTION 9
Amendment of Bylaws

The Board of Directors is expressly authorized to make, alter and repeal the Bylaws of the Corporation, subject to the power of the Members of the Corporation to change or repeal the Bylaws.

SECTION 10
Indemnification of Directors and Others

10.1 Grant of Indemnification: Each person who was or is made party or is threatened to be made a party to or is involved (including, without limitation, as a witness) in any threatened, pending, or completed action, suit or proceeding, whether formal or informal, civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she is or was a director of the Corporation or who, while a Director of the Corporation, is or was serving at the request of the Corporation as a Director, Officer, Employee or agent of this or another Corporation or of a partnership, joint venture, trust, other enterprise, or employee benefit plan, whether the basis of such proceeding is alleged action in an official capacity as a Director or in any other capacity while serving as a Director, Officer, Employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent permitted by applicable law, as then in effect, against all expense. Liability and loss (including attorney's fees, costs, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) reasonably incurred or suffered by such person in connection therewith, and such Indemnification shall continue as to a person who has ceased to be a Director and shall inure to the benefit of his or her heirs, executors and administrators.

10.2 Limitations on Indemnification: Notwithstanding Section 10.1, no indemnification shall be provided hereunder to any such person to the extent that such indemnification would be prohibited by the Washington Business Corporation Act or other applicable law as then in effect, nor, except as provided in Section 10.4 with respect to proceedings seeking to enforce rights to indemnification, shall the Corporation indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person except where such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation.

10.3 Advancement of Expenses: The right to indemnification conferred in this section shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition, except where the Board of Directors shall have adopted a resolution expressly disapproving such advancement of expenses.

10.4 Right to Enforce Indemnification: If a claim under Section 10.1 is not paid in full by the Corporation within 60 days after a written claim has been received by the Corporation, or if a claim for expenses incurred in defending a proceeding in advance of its final disposition authorized under Section 10.3 is not paid within 20 days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the

claimant shall be entitled to get paid also the expense of prosecuting such claim. The claimant shall be presuming to be entitled to indemnification hereunder upon submission of a written claim (and, in an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition, where the required undertaking has been tendered to the Corporation), and thereafter the Corporation shall have the burden of proof to overcome the presumption that the claimant is so entitled. It shall be a defense to any such action (other than an action with respect to expenses authorized under Senior 10.3) that the claimant has not yet met the standards of conduct which make it permissible hereunder or under the Washington Business Corporation Act for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel, or its members) to have made a determination prior to the commencement of such action that indemnification or reimbursement or advancement of expenses to the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth herein or in the Washington Business Corporation Act nor (except as provided in Section 10.3) an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its members) that the claimant is not entitled to indemnification or to the reimbursement or advancement or expenses shall be a defense to the action or create a presumption that the claimant is not so entitled.

10.5 Nonexclusively: The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this section shall be valid to the extent consistent with Washington Law.

10.6 Indemnification of Officers, Employees and Agents: The Corporation may, by action of its Board of Directors from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to Officers, Employees and Agents of the Corporation on the same terms and with the same scope and effect as the provisions of this section with respect to the Indemnification and advancement of expenses of Directors and Officers of the Corporation or pursuant to rights granted pursuant to, or provided by, the Washington Business Corporation Act or on such other terms as the Board may deem proper.

10.7 Insurance and Other Security: The Corporation may maintain insurance, at its expense, to protect itself and any individual who is or was a Director, Officer, Employee or Agent of the Corporation or another Corporation, partnership, joint venture, trust or other enterprise against any liability asserted against or incurred by the individual in that capacity or arising from his or her status as an Officer, Director, Agent or Employee, whether or not the Corporation would have the power to indemnify such a person against the same liability under the Washington Business Corporation Act. The Corporation may enter into contracts with any Director or Officer of the Corporation in furtherance of the provisions of this section and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this section.

10.8 Amendment or Modification: This section may be altered or amended at any time as provided in these Bylaws, but no such amendment shall have the effect of diminishing the rights of any person who is or was an Officer or Director as to acts or omissions taken or omitted to be taken prior to the effective date of such amendment.

10.9 Effect of Section: The rights conferred by this section shall be deemed to be contract rights between the Corporation and each person who is or was a Director or Officer. The Corporation expressly intends each such person to rely on the rights conferred hereby in performing his or s her respective duties on behalf of the Corporation.

SECTION 11
Employment Policy

11.1 Employment Policy: No family member or relative of a current employee shall be eligible to be concurrently employed

Section 12
Auxiliaries to MCSAA

12.0 MCSAA may authorize up to four auxiliaries to help MCSAA raise monies to assist in providing support to our budget, purchasing improvements to our building and on a maintaining our facility for the Senior Center and Nifty Thrifty.

The first auxiliary is already in place and is recognized with the title of Bingo Karaoke Committee.

The other auxiliary would include to “Open Mic” event, plus up to two others, each with the goal of raising funds above and beyond existing budget sources.

EXHIBIT A

- Section 2.1** Date and time of annual meeting: Third Tuesday in December at 11am.
- Section 3.1** Number of members of Board of Directors, unless and until changed by resolution of the Board of Directors: six-nine.
- Section 6** Fiscal year: October 1-September 30
- Section 7** No Corporate Seal is made

Date Bylaws Adopted this 20th day of March 20, 2018

**Board of Directors:
Officers:**

President- Clay Long

Vice President- Bill Bezanson

Secretary- Wayne Souza

Treasurer- Marilyn Olson

Board Members:

Lori Shipman

Leona Osterman