

# **WIDER HORIZONS BYLAWS**

**amended December 14, 2019**

## **ARTICLE 1. MISSION**

WIDER HORIZONS' mission is to enable older residents of Central Seattle to participate in an intergenerational community whose members share knowledge, experience and service with each other, so living is easier and more joyful.

Members do the things that many close-knit families and friends do together---dinners, social events, rides to the doctor or the airport when needed, light home repairs, help with gardening and computer issues, and the like.

We have fun together; we learn new things; we have adventures; we feel engaged and worthy. We are especially grateful for our non-member volunteers, who help with everything from technology support to moving boxes to storage.

Wider Horizons is a member-driven organization whose activities are conducted through affinity groups---groups that form and dissolve according to common member interests and social needs, and for organizational leadership tasks.

## **ARTICLE 2. OFFICES**

The principal office of the Corporation shall be designated by the Board of Directors ("Board").

## **ARTICLE 3. MEMBERSHIP**

### **3.1 Classes of Members**

The Corporation shall have two categories of members: full members and out of area members. Additional categories of members, a manner of election or appointment of each class of members, and the qualifications and rights of each class of members may be established by amendment to these Bylaws.

### **3.2. Qualifications for Membership**

To qualify for membership, a member shall pay annual dues as established by the Board. Membership is voluntary and becomes automatic upon completion of a new member joining form. Members may have such other qualifications as the Board may prescribe by amendment to these Bylaws.

### **3.3 Membership Benefits**

Full members are entitled to (i) participate in all the social, educational, and cultural activities of the organization; (ii) receive certain services provided by members or other volunteers at no cost beyond membership fees, and (iii) receive referrals for high-quality free or low-cost community services and service providers, suppliers and/or vendors recommended by other members that charge fees (sometimes at a discount). Out-of-area members are entitled to all of the above except (ii) services provided by members or other volunteers.

### **3.4 Voting Rights**

3.4.1 Each member is entitled to vote at an election of candidates for the Board of Directors and may cast one vote for as many persons as there are Directors to be elected.

3.4.2 Should a Board member seek additional terms, only members of the Board of Directors will participate in that re-election.

3.4.3 The Board, at its discretion, may refer other issues for members to vote upon, and each member is entitled to vote on such issues. For these issues a majority or fifty-one percent (51%) of those voting shall be sufficient for approval.

3.4.4 All voting shall be by electronic ballot or US mail, unless otherwise directed by the Board.

3.4.5 The Corporation may deliver notices and other official materials to members by electronic transmission. Members without computers will receive official materials by US mail. Notice provided by either means is considered to have been sent when it is transmitted to an email or street address designated by the recipient for that purpose.

### **3.5 Communication**

Members are entitled to attend all meetings of the Board. The Board will schedule a meeting of the entire membership at least annually. Members are encouraged to bring issues to the attention of the Board as needed.

## **ARTICLE 4. BOARD OF DIRECTORS**

### **4.1 General Powers**

The management of the affairs, property and interest of the Corporation shall be vested in the Board of Directors.

#### **4.2 Number and Qualifications**

The Board shall consist of no fewer than eight (8), nor more than fifteen (15) directors, no more than two of whom may be non-members of Wider Horizons. It is desirable that the Board be comprised of a diverse membership that reflects the population of the service area in Central Seattle with respect to gender, sexual orientation, race, and income among other factors.

#### **4.3 Term**

Unless a Director resigns or is removed in accordance with these Bylaws, each Director (other than the ex officio Executive Director) shall serve two-year term. After three (3) terms, a Director must sit out for at least one year before standing for election.

#### **4.4 Election**

Directors shall be elected by a majority of the members who submit an electronic or mail ballot, with each member having one vote for each Board position open for election. The election shall be conducted annually if and when there are vacancies to fill. A Board member who agrees to serve a second or third two-year term does not constitute a vacancy.

#### **4.5 Resignation or Removal; Vacancy**

Any Director may resign at any time by delivering written notice to the President or by giving oral notice at any meeting of the Board. Any Director may be removed from office, with or without cause, by an affirmative vote of a majority of Directors then in office at any regular or special meeting of the Board. If a Director resigns or is removed from office between elections, the vacancy may be filled by an affirmative vote of a majority of the members of the Board. A Director elected to fill a vacancy shall be elected for a full 2-year term.

#### **4.6 Duties of Directors**

Directors shall exercise, in good faith, all powers of the Corporation and, in doing so shall exercise such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. The Directors shall act in the best interest of the Corporation and not for their own personal benefit.

#### **4.7 Meetings**

The Board will meet on a regular schedule to conduct the business of the Corporation. It shall hold no fewer than four (4) meetings each year. Meetings of the Board shall be held at such other place or places as the directors may from time to time designate.

Special meetings of the Board may be called at any time by the President or by any three (3) Directors.

Notice of all regular meetings shall be given to the Directors at least thirty (30) days prior to the meeting. Notice of any special meeting of the Board shall be given at least five (5) business days prior to the date set for the meeting. Notice of the date, time and place of any meeting of the Board shall be given by the person or persons authorized to call the meeting, or by the Executive Director at the direction of such persons. The notice may be given by email or US mail, or by personal communication over the telephone. Unless otherwise required by law, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of such meeting.

#### **4.8 Quorum**

One-half of the Directors then serving on the Board shall constitute a quorum for the transaction of business at any meeting of the Board. A fractional number shall be rounded up to the next whole number. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Directors present shall be the act of the Board.

#### **4.9 Presumption of Assent**

A Director who is present at a meeting of the Board at which action is taken shall be presumed to have assented to the action taken unless the Director's dissent or abstention is entered into the minutes of the meeting or delivered personally or by mail to the secretary. The right to dissent or abstain shall not apply to a Director who voted in favor of such action.

#### **4.10 Board Committees**

##### **4.10.1 Standing and/or Temporary Committees**

Standing or temporary committees may be appointed by the Board. The President shall appoint members of the Board to chair the standing or temporary committees. At least one other Director shall serve on each committee. The committee shall exercise only the authority that the Board prescribes. The committee chair may appoint other members of Wider Horizons, the staff of the Corporation, or the public to serve on the committee at his or her discretion. The committee shall be governed by the same rules regarding meetings, action without meetings, notice, waiver of notice, and voting as applicable to the Board.

##### **4.10.2 Limitations on Committee Authority**

No committee shall have the authority of the full Board to amend, alter, or repeal the Articles of Incorporation or the Bylaws; to adopt the plan of merger or adopt a plan of consolidation with another Corporation; to authorize the sale, lease or exchange of any asset of the Corporation; to authorize a voluntary dissolution of the Corporation; to amend, alter, or repeal any resolution of the Board. The designation of any such committee and the delegation thereto of authority, shall not relieve the Board of Directors, or any individual Director of any responsibility imposed upon him or her by law.

#### **4.11 Compensation**

No salary shall be paid to any Director or officer. Neither shall the Corporation loan money or to extend credit to any Officer or Director.

### **ARTICLE 5. OFFICERS**

#### **5.1 Officers and Qualifications**

The Officers of the Corporation are: President, Vice President, Secretary, and Treasurer. Other Officers may be elected by the Board when deemed necessary or appropriate. All Officers of the Corporation shall be members of the Board.

#### **5.2 Election and Term of Office**

The Officers of the Corporation shall be elected by the Board at the last meeting of each calendar year. Each Officer shall be elected to serve a one-year term, which shall commence immediately upon election. Each Officer shall hold office until his or her successor is duly elected and qualified, except in the event of such Officer's removal by the Board or membership.

#### **5.3 President**

The President shall be the principal executive officer of the Corporation, subject to the control of the Board of Directors. The President shall have general supervision of the affairs of the Corporation. He or she shall perform all such other duties as are incident to the office or are properly required by the Board and may attend any committee meeting as an ex officio voting member. In the event of his/her death, disability or refusal to serve, the Executive Director shall confer with Board members; if necessary, the Board will convene to elect a successor.

#### **5.4 Vice President**

The Vice President shall assume the duties of the President when the President is not able to do so and shall also perform other duties as assigned by the President.

#### **5.5 Secretary**

The Secretary or his/her designee shall issue notices for all meetings, including notices of special meetings of the Board. The Secretary and/or Executive Director shall keep, or cause to be kept minutes of all Board and committee meetings, shall have charge of the corporate books, and shall make such reports and perform such other duties as are incident to the office.

## **5.6 Treasurer**

The Treasurer or his/her designee shall monitor the preparation and maintenance of the financial records, books of accounts, and the budget for the Corporation and provide oversight of the Corporation's finances. The Treasurer shall submit a financial report at each Board meeting and shall prepare an annual budget for Board approval.

## **5.7 Resignation, Removal, Vacancies**

Any Officer may resign at any time by delivering written notice to the President or by giving oral notice at any meeting of the Board. The acceptance of such resignation shall not be necessary to make it effective. Whenever it is deemed in the best interest of the Corporation, the Board may remove an Officer with or without cause by vote of a majority of Directors in office at any regular or special meeting of the Board. Vacancies in any office arising from any cause may be filled by the Board at any regular or special meeting of the Board.

# **ARTICLE 6. STAFF**

## **6.1 General**

The Corporation may employ an Executive Director who shall be responsible for the day-to-day conduct of the business of the Corporation and shall perform all other duties that are incident to the office or are required by the Board. The President shall perform day-to-day supervision of the Executive Director, including determining job performance criteria, and when and how to conduct performance appraisals. In general, any decisions that affect the terms or conditions of employment of the Executive Director (to include, but not limited to, such actions as hiring or termination of employment, compensation change, negotiation of benefits, etc.) shall be recommended by the Officers with final decision made by the vote of the Board.

# **ARTICLE 7. MANAGEMENT OF FUNDS AND CONTRACTS**

## **7.1 Deposits and Checks**

All funds of the Corporation shall be deposited in the name of the Corporation in banks or trust companies designated by the Board. The Executive Director shall be responsible for all orders for payment of money for five thousand dollars (\$5,000) or less. For payments more than five thousand dollars (\$5,000), the Board shall approve by resolution.

## **7.2 Contracts**

The Board may authorize the Executive Director or any agent to enter into any contract up to five thousand dollars (\$5,000). No loans or other form of indebtedness shall be contracted on behalf of the Corporation unless authorized by a resolution of the Board.

## **ARTICLE 8. RECORDS AND BOOKS**

The Corporation shall keep at the principal office of the Corporation the following documents (in electronic or hard copy form): current Articles of Incorporation and Bylaws; a list of the Officers' and Directors' names and addresses; minutes of the proceedings of the Board and any committees designated by the Board; and other records deemed to be necessary or advisable. 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.

## **ARTICLE 9. AMENDMENTS TO BYLAWS**

These Bylaws may be altered, amended, or repealed, and new bylaws may be adopted by two-thirds (67%) vote of the Directors present at any regular or special meeting of the Board of Directors. Notice shall be given at least thirty (30) days in advance of the meeting with a statement of the proposed amendment or amendments included in the notice.

## **ARTICLE 10. SECRETARY'S CERTIFICATION**

The undersigned, being Secretary of the Corporation, hereby certifies that these Bylaws are the Bylaws of the Corporation, adopted by resolution of the Board of Directors on December 14, 2019.