

**BY-LAWS  
OF  
THE RICHMOND SENIOR  
NETWORK, INC.**  
(A Non stock Corporation)

**ARTICLE I  
BY-LAWS**

1. The Members of the Corporation may alter, amend or repeal these Bylaws at any regular meeting of Members if at least 50% of all the Members are present, or at any special meeting of Members called for that purpose, provided that notice of such special meeting is given in accordance with Section 13.1-842 of the Code of Virginia, and that at any such meeting at least 50% of all the Members are present. The Board of Directors of the Corporation may alter, amend or repeal these Bylaws as provide in the applicable provisions of the Virginia Non Stock Corporation Act.

**ARTICLE II  
MEMBERSHIP**

1. There shall be one class of Members, called Individual Membership, each of whom shall have an equal right to vote. All Members must represent that the benefits of membership apply only to the applicant personally. Membership is not transferable.
2. Unless otherwise authorized by the Board of Directors, a Member shall pay fees and meet other reasonable membership requirements as prescribed by the Board of Directors. Such dues and other requirements shall be established by a vote of the Board of Directors and dues shall be due and payable upon the terms required by the Board of Directors. Members whose dues are not received by the end of the first day of a fiscal year may be considered delinquent and may lose membership privileges at the discretion of the Board of Directors. The Board of Directors may authorize new Members to be accepted on a *pro rata* dues basis as it may determine to be appropriate.
3. All Members must accept and agree to abide by the Policies and Guidelines of the Corporation as established by the Board of Directors.
4. Any general Member shall have the right to inspect the Corporation's books and records upon reasonable written notice and request provided that such inspection must be conducted in a reasonable and civil manner and during reasonable business hours as established by the Board of Directors. The Member requesting such inspection may be charged the reasonable direct expenses of such inspection according to the character and scope of the actual or intended inspection to be conducted.
5. Only a Member in good standing shall be entitled to be an Officer or Director.
6. Special Meetings: A special meeting of the Members may be called by Members having one-twentieth of the votes entitled to be cast at such meeting, provided notice of the meeting is provided in accordance with Section 13.1-842 of the Code of Virginia.
8. At all meetings of Members, unless a different number is otherwise required by law or these Bylaws, a quorum shall consist of twenty-five (25) Members.

9. The President of the Corporation shall preside at the meetings of the Members, and shall have the general powers and duties of supervision and management of such meetings that is usually vested in the President of a corporation when acting as a presiding officer. In the absence of the President, the Vice-President/President Elect will serve as a temporary Chairperson. In the absence of both the President and the Vice-President/President Elect, the Board of Directors may appoint a temporary Chairperson, or it if does not or cannot, and if a quorum is present, the Members attending such meeting shall elect a temporary Chairperson for that meeting.

## **ARTICLE V DIRECTORS**

1. The full Board of Directors shall be composed of the President of the Corporation, the Past President of the Corporation, the Vice-President/President-Elect of the Corporation, the Secretary of the Corporation, the Treasurer of the Corporation, each of the Chairpersons of any Standing Committees of the membership, and an Assistant Secretary selected by the board of incoming Member elected directors as such partial board's first order of business after its own initial organization. Neither such partial board elected Assistant Secretary nor the President of the Corporation shall have a vote on any matter until all the remaining members of the full Board of Directors have been elected or appointed and assume office. The officers/directors to be elected by the Members at the first annual meeting of Members and at each annual meeting of Members thereafter shall be the Vice-President/President-Elect of the Corporation, the Secretary of the Corporation, and the Treasurer of the Corporation. The first President of the Corporation shall be appointed by the initial Board of Directors from among itself, and he or she shall become the first Past President of the Corporation at the expiration of the President's term of office one year after the first election of officers/directors by the Members and once the first Vice-President/President-Elect then assumes the office of President. Each year the Chairpersons of each of the Standing Committees of the membership shall be appointed by the new President of the Corporation with the advice and consent of each new board of incoming Member elected directors, or in the case of the first board of incoming Member elected directors such chairpersons shall be appointed by the first President of the Corporation with the advice and consent of the first board of incoming Member elected directors, or in any case of an absence of action by a President to appoint one or more such chairpersons, a new board of incoming Member elected directors itself, as such partial board's second order of business after its own initial organization, shall appoint the Chairpersons of each of the Standing Committees of the membership that have not then otherwise had a chairperson appointed.

At least thirty (30) days prior to each annual meeting of Members, the Nominating and Election Committee shall propose a slate of candidates for office, and present it to the Board of Directors at least twenty (20) days prior to the meeting. Any Member in good standing may propose a candidate at any time for any office to the Nominating and Election Committee for the committee's consideration. Any Member in good standing can nominate another Member in good standing as a candidate from the floor prior to the vote at any election by Members at any meeting of Members. Any Member in good standing can be nominated as a candidate from the floor prior to the vote at any election by Members at any meeting of Members.

The first Nominating and Election Committee shall consist of the initial Board of Directors. Thereafter, the Nominating and Election Committee shall consist of the President of the Corporation, the Past President of the Corporation, the Membership Committee Chair, and the Secretary of the Corporation. The committee may also include an assistant Secretary of the Corporation appointed by the President of the Corporation. The committee may elect from within its own chairperson and establish its own rules of internal procedure and organization. Generally the Past President of the Corporation shall chair the committee unless the committee votes otherwise.

2. The term of office for each board member shall be for one (1) year or until his or her successor is elected and qualifies. The members of the Board of Directors not directly elected by the Members of the Corporation shall serve at the pleasure of the remaining members who were elected directly by the Members of the Corporation. Any officer/director appointed by the Board of Directors may be removed with or without cause by the Board of

Directors. Election or appointment of an officer/director shall not in and of itself create any property or contract rights.

3. In the case of a vacancy for any reason in the position of an Officer/Director, the remaining members of the Board of Directors shall appoint a replacement for such Officer/Director to serve the remainder of the unexpired vacant term.

## **ARTICLE VI MEETINGS OF THE BOARD OF DIRECTORS**

1. Annual Meetings: Following the election of the first members of a new Board of Directors, the annual meeting of the Board of Directors shall be held at which the remaining board members shall be elected or appointed and any other business may be conducted.

2. Special Meetings: A special meeting of the Board of Directors may be called by the President of the Corporation or by any three (3) directors. Not less than seven (7) days notice of a special meeting shall be delivered personally, by mail, fax, telephone or e-mail, prior to the date of the scheduled meeting.

## **ARTICLE VII OFFICERS**

1. Duties of Officers:

- a) President: The President shall be chairperson of the Board or Directors and shall preside over its meetings except to the extent that the Board of Directors may vote otherwise. The President shall have general management responsibility and traditional control over all the business and affairs of the Corporation and shall be the Corporation's Chief Executive Officer with the primary responsibility for implementing the policies and directions of the Board of Directors. The President is the senior officer who represents the Corporation in its dealings with the general public who may sign and execute all authorized bonds, contracts and other legal obligations in the name of the Corporation.
- b) Vice-President/President Elect: The Vice-President/President Elect shall have such powers and duties as the Board of Directors may prescribe from time to time, and shall assume all of the powers, duties and responsibilities of the President upon absence, resignation or inability of the President to serve. Following the term of the current President the Vice-President/President Elect shall become President for the ensuing term.
- c) Secretary: The Secretary shall certify the actions of the Board of Directors when necessary, maintain the records of the Corporation, have custody of the Corporation's official seal and affix same to all instruments requiring it, and have such other powers and duties as may be prescribed by the Board of Directors from time to time. The Secretary shall also perform the following duties:
  - 1) Issue notices and reports of board meetings as directed by the Board of Directors.
  - 2) Keep a written record of each meeting of the Board of Directors and each meeting of Members.
- d) Treasurer: The Treasurer shall perform the following duties:
  - 1) Receive, collect, remit, and have custody of all funds and evidence of property belonging to the Corporation, subject to general Board of Directors approval and review.
  - 2) Keep charge of all monies and securities in financial institutions approved by the Board of Directors.
  - 3) Keep and maintain adequate and timely records and accounts of the Corporation's financial affairs. Such "books of account" must be available for inspection by any director or Member as the case may be.
  - 4) Provide a true and accurate accounting of the financial transactions of the Corporation periodically, as required by the Board of Directors.

e) One or More Assistant Secretaries: Shall assist the Secretary in his or her duties which functions shall be under the direction and supervision of the Secretary; shall assume the duties of the Secretary in the absence of the Secretary in the order of their appointment; and shall perform such other duties as may be authorized and directed by the President and/or the Board of Directors.

## ARTICLE VII COMMITTEES

1. In addition to those committees authorized under Section 13.1-869 of the Code of Virginia the Board of Directors may create such other committees as it deems appropriate and appoint anyone to membership on any non Board of Directors committee whether or not any such person is an officer, director, or Member of the Corporation.

2. The Corporation shall have the following standing committees:

- a) Membership Committee;
- b) Nominating and Election Committee;
- c) Program Committee;
- d) Marketing Committee; and
- e) Education Committee.

Unless otherwise required by law or by these Bylaws, the duties and responsibilities of each standing committee and committee chairpersons shall be determined by the Board of Directors by resolution.

Committees shall have such rules of procedure as may be prescribed by law, by the articles of incorporation, by these Bylaws, or by resolution of the Board of Directors.

I hereby certify these Bylaws to be the true and accurate bylaws of the Corporation



Secretary of the Corporation

Dated: 3 / 14 / 2003

Developed: **Fiscal Year 2003**

END