

SENIORPLACE, INC
BY-LAWS
Revised and adopted May 15, 2014

Article I.
Mission Statement

Section 1. Statement of Purpose: SeniorPlace, Inc. is a non-profit 501(c)(3) foundation whose mission is:

- To raise and manage funds to support Senior programs and activities.
- To partner with the City of Owatonna Parks and Recreation Department to initiate, develop, and coordinate programs and services that further the social, psychological, physical, educational, and economic well-being of persons 50 years+

Article II.
Board of Directors

Section 1. General Powers: SeniorPlace, Inc. will be managed by the Board of Directors which shall have all powers necessary to accomplish the mission and purposes as stated in Article I.

Section 2. Number and Qualifications: The number of Directors shall not be less than five, nor more than nine. A Director must be a member of SeniorPlace, Inc. The Assistant Recreation Director of Facilities for the Parks and Recreation Department, or his/her designee, shall be an ex-officio member without voting power.

Section 3. Election of Directors: Directors shall be elected at the Annual Meeting of the Corporation by a 51% majority vote of the electorate. The electorate shall consist of all voting members present at the Annual Meeting, plus any members who vote by absentee ballot. The Board of Directors shall, by subsequent action, adopt reasonable rules and regulations for absentee voting.

Section 4. Terms of Office: A Director shall be elected for a term of three years. No Director shall serve more than two consecutive terms. The terms of the Directors shall be staggered so that approximately one-third of the Board members' terms shall expire in any given year.

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Section 5. Resignation: Any Director may resign at any time by giving written notice to the Secretary. Such resignation shall be effective at the time specified therein.

Section 6. Vacancies: Any Director vacancy resulting from any cause may be filled by appointment by a majority vote of a quorum of the Directors at any legally called meeting thereof. The appointment shall be valid until the end of the unexpired term.

Section 7. Removal: Any Director may be removed by the Board of Directors for neglect of duty/inability to perform duties. The following procedure shall be followed:

1. The President and/or designee(s) shall conduct a personal face to face interview with the individual to discuss the neglect of duty/inability to perform duties. If the President is the individual, the Vice President shall assume the responsibility of the President.
2. To resolve the issues of neglect/inability to perform duties, the individual shall be offered:
 - a. The opportunity to resign immediately, or
 - b. The opportunity to request a 3 month leave of absence. The board may appoint a temporary director. After a 3 month leave of absence, the situation shall be reviewed by the individual and the President and/or designee(s). If the individual is still unable to perform duties, the Board shall remove the Director by a 2/3 vote and the vacancy shall be filled according to Article II, Section 6 Vacancies.

Section 8. Schedule of Regular Meetings: Regular meetings of the Board shall be held at such time and place within the State of Minnesota as may be designated by the President, or in the President's absence, the Vice President. An act of the majority of Directors present at a meeting in which a quorum is present is the act of the Board.

Section 9. Quorum: A quorum is 51% or more of the Directors.

Section 10. Special Meetings: Special meetings of the Board of Directors may be called by the Secretary, at the request of the President, or upon written request of three (3) Directors. The purpose of such meeting shall

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be as stated in the notice, and no other business shall be transacted thereat. The time and place of meeting shall be as stated in said notice. An act of the majority of the Directors present at a special meeting at which a quorum is present is the act of the Board.

Section 11. Minutes: A written record of the attendance and business transacted at all regular and special meetings of the Board shall be maintained by the Secretary.

Section 12. Proxy: Directors shall not appoint proxies for themselves or vote by proxy.

Section 13. Electronic Attendance by Directors: Directors who are unable to physically be present may attend and vote using electronic devices.

Article III.
Officers

Section 1. Election of officers: At the first regular meeting of the Board of Directors after the annual election of the Corporation, the Board shall elect by ballot, from its own number, a President, Vice President, Secretary, and Treasurer. Said officers shall be the officers of the Corporation and shall hold office for one (1) year, or until their successors are elected and qualify. They shall have the power to perform the duties incumbent upon the officers of like name in similar corporations, subject to these Bylaws and such regulations as may be provided.

Section 2. President: The President shall preside at all business meetings of the Corporation and the Board of Directors. The President shall make a full report of the year's work to the annual meeting of the Corporation. The President shall sign all legal papers of the Corporation authorized by the Board of Directors. The president will vote only in the event of a tie vote.

Section 3. Vice President: The Vice President shall, in the absence or disability of the President, have the power and perform all the duties of the President.

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Section 4. Treasurer: The Treasurer shall receive and disburse all monies of the Corporation, under the order of the Board of Directors. The treasurer shall keep a full accounting of all monies received and paid out, and report the same to the Board of Directors at their monthly meetings, to the Corporation at the Annual Meeting, and at other times when required. The Treasurer shall keep all funds of the Corporation and properly deposit them in said depositories as designated by the Board of Directors. The Treasurer shall make an annual financial report and such other reports as are requested and directed to be made by the Board of Directors. The books shall be audited at least annually by the Board of Directors. The board may appoint another officer/officers to act as treasurer in the temporary absence of the treasurer. This alternate(s) will be listed on the financial accounts at the financial institutions as an alternate or co-signer.

Section 5. Secretary: The Secretary shall keep a record of the minutes of all the meetings of the Corporation and of the Board of Directors, and shall attest same with the Secretary's signature. The Secretary shall notify all officers and Directors of all meetings of the Corporation and of the Board of Directors; the Secretary shall be the custodian of the record of the minutes of all meetings, which shall be kept in the Corporation office, or other location as designated by the board of directors

Article IV
Fiscal Year

Section I. The fiscal year: the Fiscal year of this corporation shall begin on the first day of January of each year and end on the thirty first day of December.

Article V.
Committee Organization

Section 1. Appointing standing committees: There shall be such standing committees, and of such number as the Board of Directors may

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determine. They shall be appointed by the President and approved by the Board of Directors. The committees of the Board and of the Corporation may include voting members of the Corporation other than Directors, except as the By-laws specifically indicate otherwise.

Section 2. Roles and duties of committees: Each standing committee shall submit to the Board of Directors, reports of work done. It shall not enter into any contract or incur any indebtedness of financial obligation of any kind except under the authority of the Board of Directors. It shall have the power to appoint such sub-committees for carrying on the work under its direction as it may deem necessary

Article VI.
Annual Meeting

Section 1. Corporation: There will be an Annual Meeting. The exact date, time, and place of the Annual Meeting, and of any special meetings of the members, shall be determined by the Board of Directors. The members of the Board shall be elected at said Annual Meeting.

Section 2. Members of the Corporation: All paid-up members of the Corporation shall be issued a membership card. For persons who claim they cannot afford the annual dues, scholarship monies are available at the discretion of the Board and a membership card will be issued. All parties to whom a membership card has been issued shall be entitled to vote at the Annual and any Special Meeting of the Corporation.

Section 3. Special Meetings of the Corporation: A Special Meeting of the Corporation may be called by the Board of Directors, who shall determine the purpose, date, time, and place of the Special Meeting. Notice of said Special Meeting shall be given, and no business other than that stated in the notice shall be transacted at the Special Meeting. The notice to the members shall state the following:

- a. the date, time, place, and purpose.
- b. properly addressed to each member of the corporation according to the last available corporate records.

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- c. delivered or mailed to each member of the Corporation not less than five (5) nor more than thirty (30) days before the meeting.
- d. notice of the meeting shall also be posted in the Reception area

Article VII
Amendments

Section 1. Resolution by Directors to amend: These Bylaws may be amended by resolution at any regular meeting of the Board of Directors by a two-thirds vote of all Directors present. Amendments or changes proposed by the board are not adopted nor effective until passed by a vote of the corporation, either at the annual meeting or at a special meeting.

Section 2. The Resolution as adopted by the Board shall state in detail the proposed change or changes: The Resolution as adopted by the Board shall state in detail the proposed change or changes that are to be made to the Bylaws. More than one change may be made by the resolution but each change as made may be subject to separate vote at the meeting.

Section 3. Notifying members of the Resolution: A copy of the Resolution as adopted, together with any explanation of said change, or changes, shall be delivered or mailed to each member of the Corporation not less than five (5) nor more than sixty (60) days before the meeting, as described in Article VII, Section 1. Notice shall also be posted in the Reception Area.

Section 4. Vote by the members of the corporation: At the Annual Meeting, or such other meeting as the Board has decided to have, the Resolution shall be presented to the members of the Corporation for a vote thereon. A majority vote of the members of the Corporation who are present at said Special or Annual Meeting shall be sufficient to pass or reject the amendment or change to the By-laws.

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Article VIII
Employed Officials and Staff

Section 1. Ex-officio member: The Assistant Recreation Director of Facilities for the city Parks and Recreation department and/or his/her designee are employed by the city of Owatonna and shall be an ex-officio member of the board of directors and of the corporation and will have no voting power.

Section 2. Liaison: The Assistant Recreation Director of Facilities and/or his/her designee(s) will act as liaison between SeniorPlace, Inc and the city Parks and Recreation department.

Section 3. Employment of staff: SeniorPlace, Inc. will not employ any staff.

(Amended: 7 December 1988; December 1994; May 14, 2008, May 15, 2014.
Reviewed 1/21/2015.)