

**BY-LAWS OF
BROKEN ARROW SENIORS, INCORPORATED
AMENDED _____**

ARTICLE I

NAME

1.01 The name of this corporation shall be Broken Arrow Seniors, Incorporated (“Corporation”).

ARTICLE II

PURPOSES AND LIMITATIONS

2.01 The corporation is organized exclusively for charitable, educational and scientific purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended or corresponding section of any future federal law code, including but not limited to the following:

A. To organize, operate, and maintain a senior citizens center in the community of Broken Arrow, Oklahoma, containing facilities for entertainment, recreation, instruction, and social opportunities for all persons who are at least fifty-five (55) years of age, who would otherwise be unable to enjoy such opportunities in the general areas in which they live; to promote fellowship and extend acquaintanceship by means of social gatherings and lectures; to promote games and other forms of entertainment; and to engage generally in any causes or objects similar to the above mentioned in order to promote the cultural, social, literary, and mental welfare of the members; and

B. To engage in any other lawful act or activity for which non-profit corporations may be organized under the laws of the State of Oklahoma and consistent with Section 501(c)(3) of the Internal Revenue Code.

2.02 For the fulfillment of these purposes, the Corporation may receive and administer grants and donations for educational and charitable purposes. To that end, the Corporation may take and hold by bequest, devise, gift, purchase or lease any property real, personal, intangible or mixed, without limitation as to the amount of value, except such limitations, if any as may be imposed by law. The Corporation may borrow money and pledge the assets of the corporation for repayments thereof, may well, convey and dispose of any such property and invest and reinvest the principal and income thereof; and may deal with and expend the principal and income of the Corporation for its stated purpose within the limitations imposed by 501(c) (3) of the Internal Revenue Code. Further, the Corporation may do each and everything necessary, suitable or proper for the accomplishment of its stated purpose which shall appear conducive to or expedient for the protection or benefit of the Corporation.

2.03 As a nonprofit corporation organized pursuant to the provisions of the Oklahoma Nonprofit Corporation Act, the Corporation shall have no capital stock and no shareholders, and no part of the net earnings, income, or profit of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or other private individual except that the Corporation may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of its religious, charitable, scientific, and educational purposes.

ARTICLE III

MEMBERS

3.01 Organizational Structure:

A. Broken Arrow Seniors, Incorporated, is composed of the membership, Board of Directors, employees and any committees necessary for the fulfillment of its purposes.

B. Membership:

1. *Generally.* The only qualifications for membership in the organization are:

(a) Being a person aged fifty-five (55) years or older or being an affiliated member as defined in Section 3.01(D) below; and

(b) Timely payment of dues as established by these by-laws.

2. Any person meeting these requirements is eligible for membership in the corporation, and no other qualifications may be imposed for the purpose of excluding any individual for membership; except as adopted by the Board of Directors from time-to-time.

3. The Board of Directors shall approve all persons seeking membership in the corporation. The Board of Directors shall have the final say in all membership applications and determinations.

4. Each member of the corporation is entitled to vote on all motions, resolutions and other appropriate matters that come before the membership at their annual meeting or any membership meeting called by the Board of Directors.

C. *Term of Membership.* Membership shall be for a period of one calendar year beginning the first day of the month in which dues are first paid and ending the last day of the twelfth month following the date in which dues are paid. Membership shall automatically renew on an annual basis provided the member pays his/her dues within 30 days of the renewal date.

D. *Affiliated Membership.* Affiliated membership in this corporation may be conferred by the Board of Directors upon the spouse of any member, the caregiver of any member, board members who do not otherwise qualify as a member, and any individual, association, corporation, or other entity who the Board of Directors deems worthy of membership. Such member(s) shall have full right to participate and vote in matters of this corporation. Affiliated members shall pay dues in the same amount and same manner as other members. Affiliated members shall enjoy the same term of membership as other members, but membership must be conferred annually by the Board of Directors.

3.02 Termination or Suspension of Membership. Membership may be terminated by an affirmative vote of two-thirds (2/3) of the Board of Directors in a regular or special meeting providing that, at least ten (10) days prior to such meeting the member whose membership termination has been proposed has been notified, in writing, delivered either personally or by mail, of the date, time and place of such meeting, and the reason(s) for the proposed termination. The notification shall be signed by the Secretary of the Board of Directors and it shall state that the member whose membership termination has been proposed may appear at that meeting to offer explanation and/or evidence why his/her membership should not be terminated. If mailed, the notice shall be deemed delivered when deposited in the United States mail addressed to the member at his/her address as it appears on the records of this corporation, with postage thereon prepaid. If sent by email, the notice shall be deemed delivered when sent to the recipient's email. In the event his membership is terminated, any unused portion of membership dues shall be refunded within thirty (30) days prorated from the date of termination. Termination shall only be for conduct contrary to the purposes and objectives of Broken Arrow Seniors, Inc., and shall not be invoked for improper, personal or partisan reasons.

Membership may be immediately suspended by the Executive Director for cause, including health and safety concerns and communicated to the Member in writing with a copy sent to the Board of Directors.

3.03 Forfeiture of Membership. Any member who fails to pay his/her annual dues within ninety (90) days of his/her annual renewal date forfeits his/her membership in this corporation.

3.04 Resignation. Any member may resign by filling a written notice thereof with the Secretary of the Board of Directors.

3.05 Reinstatement. Upon written request of a former member whose membership has suspended or terminated by action of the board of Directors of the corporation submitted to the President/CEO, the Board of Directors may reinstate such former member to membership upon an affirmative vote of two-thirds (2/3) of the Directors and upon payment of the membership fee.

ARTICLE IV

BOARD OF DIRECTORS

4.01 General Powers. The affairs of this corporation shall be directed and controlled by its Board of Directors and except as herein provided in these by-laws; all voting rights shall vest solely in the elected Directors of the corporation; each elected director shall have one (1) vote. The Board of Directors may direct questions, resolutions and motions as submitted to the general membership at any of their annual meeting or any membership meeting called by the Board of Directors especially for that purpose.

4.02 Membership Requirement. To be eligible to be on the Board of Directors, a potential member of the Board must be a member of Broken Arrow Seniors, Incorporated or an affiliated member.

4.03 Number of Directors.

A. The number of elected and voting directors shall be a minimum of nine (9) and a maximum of fifteen (15).

B. The City of Broken Arrow may appoint one non-voting, ex-officio director, who shall have all other rights and privileges of office.

C. The Board may appoint additional non-voting, ex-officio directors, who shall have all other rights and privileges of office.

4.04 Director Election and Tenure. The Board of Directors shall be elected and shall serve as follows:

A. The terms of office of the Board of Directors shall be staggered so that approximately one-third (1/3) of the Board is subject to election during each year. The board term shall begin January 1 of each year.

B. The term of all directors, elected after the initial Board of Directors, shall be for three years or until their successors are elected and qualified.

C. Directors who have served two (2) full terms, will not be eligible for reelection for one full year after their second full term.

D. Directors serving or nominated and elected to serve as Chairman of the Board, Chairman Elect, and Chairman Elect Designate who are otherwise ineligible to serve as a result of this Section 4.03 shall continue to serve on the Board until such time as their duties of office have ended.

4.05 Nomination to the Board of Directors and Officers.

A. Nominations for election to the Board of Directors shall be made by a Nominating Committee whose chairman shall be appointed by the Chairman of the Board. The Nominating Committee shall consist of the chairman who will select two members from the Board and two members from general membership. Nominating Committee members shall be approved by the Board of Directors. The Nominating Committee shall make known to the membership at the annual meeting, and by posting the names at least fourteen (14) days prior to the annual business meeting of the members its nominee for each position to be filled on the Board of Directors. Additional nominations for each position to be filled may be made from the floor during the annual business meeting and prior to the election, but only if the nominee's prior written consent has been obtained. The Members shall then vote for the nominees to be elected to the Board of Directors.

B. The Board of Directors shall elect the officers from the current Board of Directors at their regular meeting in December.

4.06 Vacancies. If any vacancy shall occur in the Board of Directors by reason of resignation, death, failure for such director to be a member, or otherwise, the remaining Board of Directors shall elect a person recommended by the nominating committee to fill the vacancy for the unexpired term.

4.07 Board Meetings. The Board of Directors shall meet monthly, at a time and place of their choosing. Meeting time, place and agenda must be posted five (five) days before said meeting at the Main Place, Broken Arrow, Oklahoma for the benefit of the general membership.

ARTICLE V

DUTIES AND POWERS OF THE BOARD OF DIRECTORS

5.01 General Powers. The Board of Directors of the corporation shall have the following powers and authority subject to the provisions of the applicable federal and state laws, Articles of Incorporation and By-laws. This power shall include but not be limited to the following:

A. To select, appoint and remove a President/CEO, a Chairman of the Board, a Secretary and all other officers in a manner consistent with these bylaws and to preserve the duties and delegate such powers to the offices of the corporation as may be necessary and required in the transaction of the business of the corporation and consistent with these bylaws.

B. To fix the compensation of the President/CEO.

C. To approve the expenditures of monies from the funds of the corporation. Such funds shall be deposited in the bank or banks designated by the board of Directors.

D. To meet at such times and places as it determines.

E. To function under such rules of procedure as it determines.

F. To create such committees and other bodies, from time to time as it deems necessary.

G. To call meetings of the membership at such times and places as it deems necessary.

H To establish and direct policies, to implement and carry out duties and powers imposed upon Broken Arrow Seniors, Incorporated.

I To provide for periodic financial accounting.

J. To exercise all powers of the corporation as are desirable to implement the purposes of the corporation.

K. To adopt appropriate rules of parliamentary procedure; until such time as the Board acts, Roberts Rules of Order, Revised Edition is adopted.

L. To develop membership policies and standards, from time to time as it deems necessary, and provide authority to the Executive Director to enforce or carry out said policies and standards.

5.02 Removal. Any member of the Board of Directors who is absent without valid reason from three consecutive meetings of the Board may be removed from the Board. Any member of the Board of Directors who fails to follow the rules and regulations set forth in these Bylaws and/or fails to follow the rules and regulations set forth by the Board of Directors may be dismissed from the Board by a two-thirds (2/3) vote.

ARTICLE VI

FEES

6.01 Dues. The Board shall establish annual dues for members. Such fees shall be equitable and recorded by formal resolution, which is filed in the corporate office.

6.02 Other Fees and Charges. The Board shall establish other fees and charges for members that may be provided by the corporation. Such fees and charges shall be fixed in such a manner as to provide fair and equitable coverage of the services that are provided.

ARTICLE VII

MEETINGS

7.01 Regular Meetings. The Board of Directors shall schedule, at its discretion, regular monthly meetings for the transaction of the corporation business.

7.02 Annual Meetings. The annual meeting of the membership shall be scheduled by the Board of Directors. The place shall be selected by the board and posted for the general membership at least fourteen (14) days in advance. The annual meeting of the membership shall be held for the purpose of electing directors and for the transaction of such business as may come before the meeting.

7.03 Special Meetings. Special meetings of the Board of Directors may be called by the President/CEO, by the Chairman of the Board, or by two (2) or more directors stating the purpose, time, date and place and delivered not less than three (3) nor more than fifteen (15) days before the date of the meeting, either personally or by mail. If mailed, the notice shall be deemed to be delivered when deposited in the United States mail, addressed to the director at his/her address as it appears on the records of the corporation, with the postage thereon prepaid. If sent by email, the notice shall be deemed delivered when sent to the recipient's email. No business shall be transacted except that mentioned in the Notice of the Special Meeting. Directors need to be physically present.

7.04 Notice and Waiver of Notice. Written or printed notice stating the time, date and place of any regular or annual meeting of directors shall be delivered either personally, by email or by mail, to each member entitled to vote at said meeting, not less than ten (10) nor more than thirty (30) days before the date of such meeting, by or at the direction of the Chairperson, or the Secretary, or the Directors calling the meeting. If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States Mail addressed to the director at his/her address as it appears on the records of the corporation, with postage thereon prepaid. Any notice will be considered waived by any person who waives the notice in writing before, during or after the meeting. Such meeting may be by teleconference or pursuant to the Oklahoma Business Corporation Act, as amended, or by any other applicable state statute or law. Attendance or participation at at any meeting by a director shall constitute a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of business because the meeting is not lawfully called or convened.

7.05 Quorum of Directors. The presence in person and participation of the majority of all voting directors then in office will constitute a quorum.

7.06 Manner of Acting. The act of a majority of the directors at a meeting at which a quorum is obtained or in such other manner as authorized by the Oklahoma Business Corporation Amended Act, as amended from time to time, shall be the act of the Board of Directors, unless the act of a greater number is required by law, by the Articles of Incorporation or by these by-laws.

7.07 Memorandum. A memorandum of actions taken by the board and executed by all board members shall be the equivalent of a formal meeting; and the signature of each director shall indicate approval of the action authorized by the memorandum and waiver of notice and of all other formalities.

7.08 Membership-Annual Meeting. When the Board of Directors designates questions to be voted on by the membership in annual meeting or special meeting, only those members present shall be entitled to vote. A quorum shall be required to be present in person, in order for members to transact business. The members present at the annual meeting shall constitute a quorum and the members present at any other regular or special meeting of the members shall constitute a quorum. All matters except the election of directors shall be decided by a majority vote of the total membership present and voting. Directors shall be elected by a plurality of the total membership present and voting in person.

ARTICLE VIII

OFFICERS

8.01 Term. All officers shall serve for a term of one year; beginning January 1 of the calendar year.

8.02 Succession. In order to maintain continuity and orderly leadership succession, the following officer promotions shall occur on January 1st of each calendar year:

- A. The Chairman becomes the Immediate Past Chairman
- B. The Chairman-Elect becomes the Chairman
- C. The secretary becomes the Chairman Elect

8.03 Duties

A. Chairman of the Board: The Chairman shall preside at all meetings of the membership and the Board of Directors and shall serve as a voting member on all Committees.

B. Chairman Elect: The Chairman Elect shall, in the absence of the Chairman, perform the chairman's duties and exercise the Chairman's powers and shall perform such other duties as the Board of Directors shall prescribe.

C. Chairman Elect Designate: The Chairman Elect Designate also serves as secretary and shall be present at all meetings of the members and shall ensure the minutes are recorded and maintained and that the appropriate records, seal and charter are safely maintained, and shall perform such other duties as the Board of Directors shall prescribe

D. Treasurer: The Treasurer serves as financial advisor to the corporation and is appointed by the Chairman of the Board. The Treasurer shall advise corporation on and monitor financial matters and shall make periodic financial reports to the Board of Directors

8.04 President Vacancy. In the event that the office of President/CEO becomes vacant, a successor shall be selected and hired by the Board of Directors which shall determine the procedure for hiring a successor. The Chairman of the Board shall act as President/CEO of the Corporation until such time as a new President/CEO is appointed by the Board. The Chairman of the Board is responsible for negotiating an employment agreement (including compensation and benefits) and such agreement shall be approved by the Board of Directors.

8.05 The officers of the corporation shall perform such other duties and functions as may, from time to time, be required by the Board of Directors or by the by-laws.

ARTICLE IX

COMMITTEES

9.01 The Board of Directors by resolution adopted by a majority vote of the Board of Directors in office may designate committees as deemed necessary by the Board of Directors. The Chairman of the Board shall designate a chairman for each such committee and the membership of the corporation as chosen by the Board of Directors shall serve on such committees. It is further the responsibility of the chairperson/director to call, organize and conduct meetings. The committee will make recommendations to the Board of Directors. There shall be no limit to the number of members of each committee.

ARTICLE X

CONFLICT OF INTEREST POLICY

10.01 In order to ensure that the management and operation of the Corporation shall be operated in accordance with the highest levels of professional excellence and service to the public, the Directors of the Corporation shall approve, adopt and ratify, and the actions of all officers and directors of the Corporation shall be governed and controlled by, the Conflict of Interest Policy attached to these Bylaws and incorporated herein by this reference.

ARTICLE XI

GENERAL PROVISIONS

10.01 The fiscal year of the corporation shall be from January 1, to December 31, of each successive year.

10.02 The Board of Directors shall follow all budgetary and auditing requirements that must be followed pursuant to the laws of the State of Oklahoma.

10.03 Deficit spending for operations will not be permitted. Deficit spending for capital projects may be permitted only upon express approval of two-thirds (2/3) of the Board of Directors, and two thirds (2/3) of the membership present and voting at a meeting called expressly for that purpose

10.04 Amendment of bylaws. The corporation bylaws may be temporarily amended with approval or affirmative vote of at least ten (10) members of the Board of Directors at any regular meeting; and the amendment shall be effective until the annual meeting. Such amendments are not permanent until ratified by a two-thirds (2/3) vote of the membership present at the annual meeting of the membership.

10.05 Adoption of these by-laws. These by-laws and any amendments shall be effective upon adoption by the Board of Directors.

ADOPTED at Broken Arrow, Oklahoma, This 13th day of November, 2015.

Chairman of the Board

ATTEST: _____
Secretary of the Corporation

(SEAL)