

BYLAWS OF
CREATIVE AGING IN NYACK INC

I. Name, Purpose and Powers, Offices

1.1. **Name.** The name of the organization shall be Creative Aging in Nyack, Inc. (the “Corporation”). It shall be a not-for-profit charitable organization incorporated under the laws of the State of New York.

1.2. **Purpose.** The Corporation is formed exclusively for charitable purposes to benefit people aged 60 and older who live in the geographic area of zip code 10960, Rockland County, New York. These benefits will support the ability of these citizens to remain active, to continue to learn and contribute as they grow older, and to live independently for as long as possible.

The specific objectives and purposes of this organization shall be:

- a. to provide information and educational sessions for citizens age sixty and older, apprising them of some of the resources available to them;
- b. to promote the charitable and neighborly support of senior citizens to enable them to live independently for as long as possible;
- c. to provide volunteer opportunities for senior citizens to become involved in and contribute to their community;
- d. to facilitate opportunities for senior citizens to discuss issues relevant for aging-in-place and to engage in activities that increase wellness, well-being, creativity, and exposure to cultural events.
- e. to provide opportunities for new thinking about what “old age” is.

1.3 **Compliance with federal regulations governing charitable not-for-profit organizations.** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this article. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code, or (b) by a corporation, contributions to

which are deductible under section 107(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. This Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

1.4 **Offices.** The principal office of the Corporation shall be located within the zip code 10960. The Corporation may maintain additional offices at such other places within New York State as the Board of Directors may from time to time designate.

II. Membership

2.1 **Eligibility for Membership.** Application for voting membership shall be open to any current resident within the 10960 zip code who is age sixty or older, or to anyone who had been granted affiliation with Creative Aging in Nyack by October 27, 2017, and that supports the purpose statement in article I, section 2 of these bylaws.

- a. Membership is granted after completion and receipt of a membership application and payment of annual dues.
- b. The Board of Directors may, in exceptional cases, waive these requirements.
- c. While we will make every effort to provide services to all members, logistically it may be necessary to restrict some services only to those who live within zip code 10960.

2.2 **Annual Dues.** The amount required for annual dues shall be proposed by the Board of Directors and decided by a majority vote of the members voting at the Annual Meeting. Payment of dues will be expected within 30 days of the printed due date on the annual membership form. Dues may be pro-rated for those joining six months or more after the due date. Membership is non-transferable and non-refundable. Continued membership is contingent upon being up-to-date on membership dues.

2.3 **Rights of Members.** The Corporation reserves to the membership the right to vote on the budget; to determine dues; to define membership criteria; to elect or remove officers and directors; to approve a merger or plan of dissolution; to approve amendments to the certificate of incorporation or to the bylaws; to adopt a resolution recommending to the members a sale of all or substantially all of the assets of a non-profit; to approve of annual audits, if any, and any other business that the Board of Directors determines needs to be brought to the full membership for a vote.

2.4 **Resignation and Termination.** Any member may resign by notifying the Secretary or the Chair of the Corporation. A member can have their membership terminated for cause by a majority vote of the membership.

2.5 **Non-voting Membership.** The Board shall have the authority to establish and define non-voting categories of membership.

III.

Meetings of Members

3.1 **Regular Meetings.** Regular meetings of the members shall be held at least twelve times a year and may be held more often, at a time and place designated by the Chair.

3.2 **Annual Meeting.** An annual meeting of the members shall take place in the month of September or October, the specific date, time and location of which will be designated by the Chair. At the Annual Meeting the members shall elect the Board of Directors and Officers, receive reports on the activities of the association, and vote on any other business that the Chair might bring to the attention of the membership. Members will be notified of the Annual Meeting by email notice or by standard mail to those without access to email.

3.3 **Quorum.** A quorum of the members shall be twenty percent of the total number of votes entitled to be cast.

3.4 **Voting.** Votes will be by a majority vote of the members voting in person at the meeting, by official proxy ballot or by absentee ballot.

IV.

Board of Directors

4.1 **Powers of the Board of Directors.** The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation.

4.2 Number, Tenure, Requirements, and Qualifications

- a. The number of Directors shall be fixed from time-to-time by the Board of Directors but shall consist of no fewer than three (3) nor more than nine (9) including the following officers: the Chair, the Secretary, and the Treasurer. The Board of Directors may create additional director positions by a vote of a majority of the entire Board.
- b. All members of the Board of Directors should be knowledgeable of the mission statement, the terms of incorporation, and the bylaws.
- c. Each member of the Board of Directors shall be a member of the Corporation whose membership dues are paid in full.
- d. Term. **Directors shall be elected by the membership at the Annual Meeting for two year terms.**
- e. **Chairs of standing committees shall be exempt from election notwithstanding their position as Directors. See article VI, section 2, subsection c.**
- f. Director terms shall be staggered by the following process: At the Annual Meeting in 2018, at least three Directors will be elected for an initial one-year term. The other Directors will be elected for an initial two-year term. Thereafter, all Directors

shall be elected for two year terms, with some elected in even numbered years and some elected in odd numbered years.

- g. Nominations. **At least two months prior to the Annual Meeting, notice shall be given to the membership of Board positions up for election. The Board shall invite interested candidates to submit their names at which time they will be given the duties of the office for which they are applying.**
- h. Election. **The membership shall elect** Directors and Officers for open positions at the **Annual Meeting**. The Directors and Officers shall be elected by a majority of votes by the voting members present and by proxy at the Annual Meeting. Voting may also be by absentee ballot to be post-marked no later than five days before the Annual Meeting.
- i. The members of the Board of Directors shall enter upon the performance of their duties after the end of the meeting at which they were elected.
- j. The persons who have served in officer positions may be eligible to become officers emeritus.
- k. Vacancy. Whenever any vacancy occurs in the Board of Directors not due to an expired term, it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting.
- l. Removal. Any or all of the Directors may be removed for cause by a vote of the members, or by vote of the Directors provided there is a quorum of not less than a majority of the entire Board present at the meeting of the Directors at which such action is to be taken. The action to procure a judgment removing a Director for cause may be brought by ten percent of the members. Removal of a Director by the membership of the Corporation may only be by a majority vote of the membership at a special meeting.
- m. The operational management of the Corporation will be the responsibility of the Board of Directors which shall be chaired by the Chair.
- n. The meetings of the Board of Directors shall be scheduled at the call of the Chair and the agenda of these meetings shall be such as determined by the Chair.
- o. Special meetings of the membership may be called at the discretion of the Chair with notice of at least seven days by first class mail or by email stating the date, time and place of the meeting.
- p. Quorum. For purposes of action by the Board of Directors, a quorum shall consist of at least one-third of the entire membership of the Board.

- q. Voting of the Board of Directors. Votes will be by a majority of the Directors present at the time of the vote, if a quorum is present. Voting may be done electronically. Such vote shall be the act of the Board. See subsection u., Action by the Board, below.
- r. Each member of the Board of Directors shall attend at least two-thirds of the meetings each year. Such attendance may be electronic. Any Director not physically present at a meeting of the Board or a committee may participate by means of a conference telephone or video screen communication.
- s. The Corporation may employ persons on a full or part-time basis if approved in the budget.
- t. Members of the Board of Directors shall receive no compensation other than reimbursement for actual expenses necessarily incurred in attending their duties. Members of the Board of Directors may volunteer their services to the Corporation in any capacity, but may not receive compensation for services of any kind.
- u. Action by the Board: Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all of the Board or the committee consent to the adoption of a resolution authorizing the action. Such consent may be written or electronic.
- v. A majority of the Directors present, whether or not a quorum, may adjourn any meeting to another time and place. Notice of any adjournment to another time or place shall be given to the Directors not present at the time of the adjournment.
- w. **Succession Plan. The Corporation shall create and maintain a succession plan.**

V.

Officers

5.1 **The Officers.** The officers of the Corporation may consist of the Chair, one or more Associate Chairs, a Secretary, and a Treasurer. All officers become members of the Board of Directors for the duration of their terms.

- a. Selection. The process of selecting officers of the Corporation shall be the same as that for Directors. One person may hold and perform the duties of more than one office, but shall not hold the offices of Chair and Secretary at the same time. All officers shall be subject to the supervision and direction of the Board of Directors.
- b. Term. **Officers shall be elected by the membership at the Annual Meeting for two year terms.**
- c. Election. Election of Officers shall be the same as for Directors. See the election regulations for Directors in article IV, section 2, subsection h.

- d. Resignation. Any Officer may resign at any time by delivering written notice to the Chair or the Secretary. Acceptance of such resignation shall not be necessary to make it effective.
- e. Removal. Any Officer elected or appointed by the Board may be removed by the Board with or without cause. An Officer elected by the members may be removed with or without cause only by the vote of the members, but his or her authority to act as an Officer may be suspended by the Board for cause.
- f. Vacancies. Vacancies in the offices may be filled by appointment by the Board of Directors until the next Annual Meeting at which time a replacement officer will be elected by the membership as per the procedures outlined above.

5.2 Powers and Duties of the Chair, CEO

- a. The Chair shall preside at all meetings of the Board of Directors.
- b. The Chair shall have and exercise general charge and supervision of the affairs of the Corporation and shall perform such other duties as may be assigned to him or her by the Board of Directors, these bylaws, or by law.
- c. The Chair shall be an ex officio member of all standing committees.

5.3 Powers and Duties of the Secretary

- a. The Secretary shall keep or cause to be kept a book of minutes of all meetings and actions of directors and committees of directors. He/she shall record all votes and minutes of all proceedings in a book to be kept for that purpose.
- b. He/she shall perform such other duties as may be prescribed by the Board of Directors or by the Chair under whose supervision he/she shall be.
- c. The Board of Directors may appoint someone to assist in performance of all or part of the duties of the Secretary.

5.4 Powers and Duties of Treasurer

- a. The Treasurer shall be the lead director for oversight of the financial condition and affairs of the Corporation. The Treasurer shall oversee and keep the Board informed of the financial condition of the Corporation and of audit or financial review results.
- b. The Treasurer shall chair the Finance Committee which shall consist of at least one other Director and one additional member. The Finance Committee shall meet in person or electronically at least quarterly.

- c. He/she shall perform such other duties as may be prescribed by the Board of Directors or by the Chair under whose supervision he/she shall be.

5.5 Powers and Duties of the Associate Chair

- a. The Associate Chair shall assume the duties of the Chair in the Chair's absence. If the Associate Chair is not available to chair a meeting of the members or a meeting of the Board when the Chair is absent, one of the other Directors shall chair the meeting.
- b. The Associate Chair serves as a consultant and assistant to the Chair.

VI.

Committees

6.1 **Committees of the Board.** The Corporation shall have at least two committees of the Board, the Executive Committee and the Finance Committee. The Board of Directors may create additional committees of the Board.

- a. **Executive Committee.** Members of the Executive Committee are the Officers of the Corporation elected by the members of the Corporation.
- b. **The Finance Committee:**
 - i. The Treasurer is the chair of the Finance Committee, which includes at least one other Director and the Chair of the Corporation. The Finance Committee is responsible for developing and reviewing all financial procedures and the annual budget with the Board of Directors.
 - ii. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board of Directors and to the membership showing income, expenditures, and estimated budgets for the following year.
 - iii. The Finance Committee is responsible for maintaining all fiscal records related to the Corporation.

6.2 **Committees of the Corporation:**

- a. The Board may create committees of the Corporation which may include directors and members who are not directors.
- b. The chair of each committee shall set the agenda for each regular meeting of that committee.
- c. The chair of each committee shall be appointed by the Chair or Executive Committee of the Corporation.

- d. The chair of each committee shall seek members interested in participating in the committee.
- e. Each committee of the Corporation shall be aware of the stated purposes of the Corporation as stated in the mission statement and in article I, section 2 of these bylaws, and shall work to further the purposes of the Corporation.
- f. Each committee of the Corporation shall work in cooperation with the Chair of the Corporation and with the Board of Directors, and shall report back to the Chair and/or the Board.
- g. Each committee of the Corporation may create ad hoc sub-committees or task forces as needed. The chair of each of these sub-committees will be selected by the chair of the parent committee of the Corporation. The chair of each sub-committee will be a member of the parent committee and will report back to the parent committee.
- h. Any committee formation requested by members of the Corporation shall be reviewed by the Board of Directors to determine if the proposed committee meets the purposes of the Corporation and meets the needs of the Corporation.
- i. **Standing Committees.**
 - i. **Chairs of standing committees shall become Board members. Chairs of standing committees shall become Board members. Should the committee chair be unable to serve, a standing committee representative will be appointed by the Chair of the Corporation or by the Executive Committee.**
 - ii. Each standing committee is responsible for developing policies governing which services or programs the Corporation will be able to offer to its members.
 - iii. The chair of **a standing** committee will report back to the Board of Directors at least **monthly**.
 - iv. **Each standing** committee will make recommendations to the Board about the policies developed by this committee. The Board will vote to approve or modify such policies.

VII. Conflict of Interest Policy

7.1 Purpose: The purpose of this conflict of interest statement is to protect the interests of Creative Aging in Nyack when it is contemplating entering into a transaction or arrangement that might benefit the private interest, financial or otherwise, of a director, officer, or other key person or might result in a possible excess benefit transaction. This

policy is intended to supplement but not replace any applicable state or federal laws governing conflict of interest application to nonprofit and charitable organizations. The Corporation will not enter into any such transaction or arrangement unless it is determined by the Board of Directors to be fair, reasonable, and in the best interests of Creative Aging in Nyack at the time of such determination.

7.2 Definitions:

Interested Person. Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest.

Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
- b. A compensation arrangement with Creative Aging in Nyack or with any entity or individual with which the Corporation has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement. Compensation includes direct or indirect remuneration as well as gifts or favors that are not insubstantial.

7.3 Potential Conflict of Interest Situations for Creative Aging in Nyack

Members of the Board of Directors are also potential recipients of services from Creative Aging in Nyack. While the Board of Directors will often be voting on services from which they will potentially benefit by virtue of also being members of the Corporation, it is expected that the Board of Directors will refrain from voting on any situations that may result in any special treatment for themselves or for a family member to an extent that exceeds the benefits of other members. Some situations where Directors may abstain from participating include, but are not limited to:

- a. Deciding to offer a new service that would unfairly benefit a Director, Officer, committee member or their family member.
- b. Deciding to discontinue a service that is received by a Director, Officer, committee member or their family member.
- c. Deciding to purchase goods or services from a company in which a Director, Officer, committee member or their family member has a financial stake.
- d. Financially benefitting from the sale of items or services provided to or by Creative Aging in Nyack.

- e. A conflict of interest resulting from membership in one or more other organizations focused on concerns of senior citizens.

A financial interest does not necessarily signal a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee, upon learning of and reflecting on the potential conflict of interest, decides that a conflict of interest exists.

7.4 Procedures.

- a. **Duty to Disclose:** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- b. **Recusal:** Any Director may recuse himself or herself at any time from involvement in any decision or discussion in which the Director believes he or she has or may have a conflict of interest, without going through the process for determining whether a conflict of interest exists.
- c. **General Procedure When a Conflict of Interest is Disclosed:** If during or before a discussion of a matter in which a director, officer, or other key person realizes he/she has a conflict of interests, that person will disclose the conflict of interests. Whether that statement is in writing prior to the meeting, or that statement is made during the meeting, the Chair will excuse the person from the meeting for any discussion or vote on the matter. If appropriate, the person with the conflict of interest may be given time to answer questions or present information about the matter under review before being excused. The person shall withdraw from the meeting until after the matter has been discussed in full, and will not participate in any further discussions of that topic. Before a vote is taken on that matter, the person shall refrain from acting to persuade other voting members.
- d. **Determining Whether a Conflict of Interest Exists:** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- e. **Procedures for Addressing the Conflict of Interest**
 - 1. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

2. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 3. After exercising due diligence, the governing board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
 4. If a more advantageous transaction or arrangement isn't reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether or not to enter into the transaction or arrangement.
- f. Violations of the Conflicts of Interest Policy:
1. If the governing body or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
 2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

7.5 Records of the Proceedings

The minutes of the Board of Directors and all committees with Board delegated powers shall contain:

- a. The names of all persons who disclosed or were found to have an actual or possible conflict of interest, the nature of the conflict, any action taken to determine if a conflict of interest was present, and any decisions made as to whether or not a conflict of interest in fact existed.
- b. The names of persons present for discussions and votes, the content of the discussion, and a record of any votes taken in connection with the proceedings.

7.6 Compensation

No member of the Board of Directors, nor of any committee, nor any member of the Corporation shall receive compensation directly or indirectly, other than repayment of expenses incurred.

7.7 Annual Statements

Prior to the initial election of any Director, and annually thereafter, such Director shall complete, sign and submit to the Secretary of the Corporation or a designated compliance officer a written statement identifying, to the best of the Director's knowledge, any entity of which such Director is an officer, director, trustee, member, owner (either as a sole proprietor or a partner), or employee and with which the Corporation has a relationship, and any transaction in which the Corporation is a participant and in which the Director might have a conflicting interest. The policy shall require that each Director annually resubmit such written statement. The Secretary of the Corporation or the designated compliance officer shall provide a copy of all completed statements to the chair of the audit committee or, if there is no audit committee, to the Chair of the Board.

Each Director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement affirming that such person:

- a. Has received a copy of the conflicts of interest policy.
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Corporation is charitable and that in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

VIII.

Indemnification and Insurance

8.1 Indemnification. The Corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the Corporation against all expenses and liabilities, including, without limitation, judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees incurred by such indemnitee in connection with the defense of any action, suit or proceeding in which that indemnitee is made a party by reason of being or having been such officer, director, employee or agent. No indemnification may be made to or on behalf of any such person if (a) his or her acts were committed in bad faith or were the result of his or her active and deliberate dishonesty and were material to such action or proceeding or (b) he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled in the transaction or matter in which indemnification is sought.

This article constitutes a contract between the Corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this article that adversely affects the right of an indemnified person under this article shall apply to such person with respect to those acts or omissions that occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

8.2 Expenses. Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation up to the limits of insurance carried by the Corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

8.3 Insurance. The Corporation may purchase and maintain all insurance policies deemed to be in the best interest of the Corporation, including insurance to indemnify the Corporation for any obligation or expenses that it incurs as a result of its indemnification of its officers, directors, or employees pursuant to this article, or to indemnify such persons in instances in which they may be indemnified pursuant to this article.

IX. Amending the Bylaws

9.1 Amendments to the Bylaws: Any amendments to the bylaws shall be proposed by the Board of Directors and voted on by the membership. The proposed amendments of the bylaws may be amended at the Annual Meeting or at any time at a special meeting of the membership. Notice of a vote on the proposed amendment(s) to the bylaws shall be placed in the announcement of the meeting to the full membership. Amendments to the bylaws must be by a vote of at least two-thirds of the voting members at the meeting or voting by proxy.

9.2 These bylaws shall take effect immediately after ratification by the membership at a meeting of the membership.

X. Dissolution of the Corporation

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

XI. Adoption of the Bylaws

We, the undersigned, are all of the initial Board of Directors of this Corporation, and we consent to, and hereby do adopt the foregoing bylaws, consisting of the eleven articles, as the bylaws of this Corporation.

ADOPTED AND APPROVED by the Board of Directors of Creative Aging in Nyack on this 20th day of September, 2018.

Ann K. Morgan

Ann Morgan, Chair and CEO

Sami Aronson

Sami Aronson, Secretary

Robert Gundersen

Robert Gundersen, Treasurer

Susanna Willingham

Susanna Willingham, Associate Chair

Debbie Bell

Debbie Bell, Director

Don Monaco

Don Monaco, Director

Susan Travis

Susan Travis, Director

ADOPTED AND APPROVED by a majority vote of the members voting in person or by proxy at the Annual Meeting of Creative Aging in Nyack

on this 12th day of October, 2018.

AMENDED AND APPROVED by a majority vote of the members voting in person or by proxy at a meeting of the membership on September 22, 2023.