

Bylaws for Healthy Aging Association – a non-profit corporation

I. Purpose of our organization.

The primary purpose of Healthy Aging Association is educational and charitable within the meaning of Section 501 3 C of the Internal Revenue Code of 1986 or other such provisions of state or federal law as applicable. The specific service we will provide is fitness instruction, health & nutrition education to adults 50 and older.

The main focuses of our organization are as follows:

- Aerobic and strength training classes
- Pilot non-traditional balance and flexibility classes i.e. Yoga and Tai-Chi
- Instructor training and continued education
- Health education via newsletter & health fair participation
- Serve as community resource for senior fitness and health information

II. Office:

- The registered office shall be at 822 12th street, Modesto CA unless otherwise established by the board of directors.

III. Membership:

- This corporation shall have no members.

IV. Board of Directors:

- This corporation shall be governed by a board of director's not fewer than five persons and not more than fifteen, as determined by the board.
- Board members will be elected based on their experience with seniors and commitment to health and fitness promotion. Directors shall be elected by the affirmation vote of a simple majority of the existing board.
- A simple majority of the board constitutes a quorum for the transaction of business.
- The board shall have general charge of the affairs, property and assets of the corporation. Each member of the board shall serve in a fiduciary capacity.
- The term of office will be for two years. A board member may not hold office more than 3 consecutive two-year terms.
- Board vacancies by death, resignation, refusal to serve or otherwise shall be filled for the remaining term by election and simple majority vote of the remaining board members.
- A director may be removed from office, with or without cause, by an affirmation vote of a majority of the board, provided not less than 30 days notice is given to all board members of the motion for the board member removal.

- No compensation shall be paid to any board member for services as a member of the board, except that with pre-approval of the board, directors may be reimbursed for expenses incurred on behalf of the corporation.
- The board may appoint as advisors, persons who's advise, assistance, and support may be deemed helpful in determining policies and formulating programs for carrying out the corporations purposes

V. Directors Meetings:

- The board of directors will meet at least quarterly and may hold its meetings at such times and places as a majority of the directors in its office determine. The board may delegate this determination to the chair.
- Written notice of the meeting date, place, and time will be sent to all board members a minimum of 15 days prior to the day the meeting is scheduled.
- Special meetings of the board of directors may be called at any time by the chair, the executive director, or any two directors, provided that any such request specify the purpose of the meeting and minimum of 15 days notice of such a request be provided to each board member.
- Written minutes shall be kept recording the attendance, discussion & actions of the meeting.
- Robert's rules of Order will be used to conduct meetings.
- Any action taken by the board may be taken without a meeting if all members of the board, individually or collectively, consent in writing to such action. Such consents shall have the same effect as a unanimous vote of the board and shall be filed with the minutes of the proceeding of the board.

VI. Officers responsibilities:

- The officers of the corporation shall be a President, secretary, treasurer, and such other officers as the board of directors may determine.
- The President, Secretary and treasurer shall be members of the board of directors. All other officers may but need not be members of the board.
- The chair shall preside at all meetings of the board of directors and shall oversee the long-term goals and strategic planning of the corporation. He or she shall serve as the liaison between the board and the executive director and shall perform such other duties as may be determined by the board.
- The secretary shall be vested with all the powers of and perform all duties of the chair in the chair's absence or inability to act.
- The executive director shall be responsible for the day-to-day operations of the corporation. In addition, he or she shall perform such other duties as may be determined by the board of directors.
- The secretary shall attend all meetings of the board and committees as directed, and keep the minutes of such meetings, give notices, prepare any necessary certified copies of corporate records, and perform such other duties as may be determined by the board of directors.

- The treasurer shall have charge of the corporate treasury, monitoring the fiscal transaction records and summarizing the fiscal annual reports to the board members. The treasurer shall perform other such duties as may be determined by the board of directors.

VII. Committees:

- The board of directors may establish one or more committees having the authority of the board in the management of the business of the corporation to the extent determined by the board. Committee members may be members of the board or other interested persons. The board may delegate the appointment of committees and their chair to the board chair.

VIII. Amendments:

- The board of directors may adopt, amend, or repeal all or any of the bylaws of this corporation by majority vote of the board of directors.

IX. Indemnification:

- To the full extent permitted by the State of California or by other provisions of law, each person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, wherever and by whomsoever brought, including any such proceeding by or in the right of the corporation, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a member, director, or officer of the corporation, shall be indemnified by the corporation by an affirmative vote of a majority of the board of directors, against expenses, including attorney's fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action.