

**BYLAWS OF
NEVADA SENIOR CORPS ASSOCIATION
A NEVADA NON-PROFIT CORPORATION**

ARTICLE I

The name of the Corporation shall be Nevada Senior Corps Association.

ARTICLE II

The Corporation is organized exclusively for charitable purposes, as authorized by NRS Chapter 82 and Internal Revenue Code Section 501(c)(3), and not for the gain of any person or entity. The Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office.

The specific purposes for which this Corporation is organized are charitable, that is: To provide an opportunity for advocacy, communication, charity, and education for and by Directors and/or staff of Nevada agencies, organizations and programs providing services and assistance to Nevada's senior and adult disabled populations; to provide support and advocacy for issues affecting Nevada's senior and adult disabled population; and to provide a vehicle for communication between Programs.

ARTICLE III: MEMBERSHIP

The members of the Corporation shall consist of those who have applied for membership in accordance with the procedures determined by the Board of Directors; and who have been enrolled as members on the membership roster. No individual may hold more than one (1) membership or belong to more than one (1) class of membership. Membership in this Corporation shall not vest in any member any distributions from the Corporation during the existence of the Corporation. The Board of Directors by affirmative vote of two-thirds majority may suspend or expel a member, or terminate a membership of any member.

Section 1: Types of Membership

A. Professional Membership shall be open to all Program Directors of organizations that provide services to senior or the disabled, or individuals who support the mission and purpose of

the Corporation and wish to take an active role in the operation of the Corporation. Each Professional Member shall have one (1) vote and shall be eligible to hold office. In the event of a Professional Member's resignation, termination or death, membership shall be automatically transferred to the new Program Director for the remainder of the membership year. All Professional Members shall receive annually a list of Officers and Directors, including contact information; and a current membership roster.

B. Friends of the Association Membership shall be open to any individuals who support the mission and purpose of the Corporation. Friends of the Association Members will receive all communications pertinent to members.

Section 2: Membership Year

The membership year for all categories of membership shall be the 12-month period of January 1st to December 31st of a given calendar year.

Section 3: Dues

Dues shall be paid annually for all membership classes. The Board of Directors shall establish reasonable dues for each class of membership, in accordance with the expenses of the Corporation. Dues shall be payable by January 1st annually, after a minimum of 45 days notice from the Board of Directors.

ARTICLE IV: MEMBERSHIP MEETINGS

Section 1: Annual Meetings

The regular annual meeting of the members, of which no notice need be given, shall be held at a site and at a time to be designated by the Board of Directors each year. The Notice of the meeting must be given at least sixty (60) days prior to the start of the meeting and may be given by regular mail, e-mail, fax or posting on a designated website. At the regular annual meeting, members shall consider reports of the affairs of the Corporation, and transact other business as may be necessary, including but not limited to, election of Directors.

Section 2: Special Meetings

Special meetings of the members may be called at any time by order of the Directors. Notice of any special meeting shall specify the place, date and time of meeting, and the nature of

the business to be transacted.

Section 3: Quorum

At all meetings of the members, whether regular or special, two-thirds of the members present or voting by proxy shall constitute a quorum for transaction of business. If no quorum is present, the meeting shall be adjourned until such time as a quorum is obtained.

Section 4: Voting

Only persons whose names stand on the membership records of the Corporation on the day of any meeting of members shall be entitled to vote at the meeting. Every member entitled to vote may do so either in person or by proxy, given in writing by the member and filed with the Secretary of the Corporation no later than three (3) business days prior to the start of any meeting.

ARTICLE V: BOARD OF DIRECTORS

Section 1: Board Composition, Terms, Removal and Appointment

There shall be a Board of Directors, fifteen (15) in number, whose term of office shall be one (1) year from the date of appointment, consisting of a President, Vice-President, Secretary-Treasurer, Immediate Past-President, and eleven (11) at-large members. Directors shall be elected by a vote of the Membership at the annual meeting. No Director shall hold more than one (1) office at a time. Directors shall not serve in the same office for more than two (2) consecutive terms, and shall not serve more than three (3) terms in any capacity.

Directors are expected to attend all Board meetings, whether in person or by conference call. A Director may be removed from office if the Director has two (2) consecutive unexcused absences from Board meetings, the Director has engaged in activities which are directly contrary to the interests of the Corporation, or a conflict of interest is found to exist between the Director and the Corporation. The President shall appoint a Professional, Associate or Affiliate Member to complete the remainder of any vacancy on the Board of Directors.

Section 2: Powers

Subject to limitations of the Articles of Incorporation, these Bylaws, NRS Chapters 81 and 82, and any other pertinent statutes of the State of Nevada, all the activities and affairs of the

Corporation shall be exercised by or under the direction of the Board of Directors. Every Director shall have, for a purpose reasonably related to the Director's interest as Director, the absolute rights at any reasonable time to inspect and copy all books, records and documents of the Corporation, and to inspect the physical properties of the Corporation. The Directors shall have the following powers in addition to the other powers enumerated in these Bylaws and the statutes of the State of Nevada:

A. To select and remove all officers, agents and employees of the Corporation; to prescribe duties for them as may not be inconsistent with the Articles of Incorporation, with these Bylaws, and the statutes of the State of Nevada; and in their discretion, require from these officers, agents and employees bond for faithful service.

B. To make disbursements from the funds and properties of the Corporation as are required to fulfill the purpose of this Corporation; and generally able to conduct, manage and control the activities and affairs of the Corporation; and to make rules and regulations not inconsistent with the Articles of Incorporation, with these Bylaws, and the statutes of the State of Nevada, as they may deem best.

C. To adopt, make and use a corporate seal and to alter the form of the seal from time to time as they may deem best.

D. To the extent permitted by the exempt status of the organization, to carry on a business at a profit and apply any resulting profit to any activity in which the Corporation may legally engage.

Section 3: Board Meetings

The Board of Directors shall meet at least twice during a calendar year. The meetings shall be open to the paid membership. Members shall have the opportunity to comment during meetings. If a Director is unable to attend a meeting, the Director may give his written proxy to another Director. Proxy copies shall be given to the President and the Secretary no later than three (3) business days prior to the start of any meeting.

Section 4: Compensation

Directors shall not receive compensation for their services as Directors, however Directors may receive a reasonable reimbursement for expenses as may be fixed or determined

by the Board. Directors may serve the Corporation in some other capacity for which compensation is paid.

ARTICLE VI: OFFICERS

Section 1: Officer Appointment, Terms and Removal

The Officers shall consist of a president, a secretary-treasurer, and immediate past president. Officers shall be elected by the Directors at the annual meeting. Each officer shall hold office until the Officer resigns, is removed, becomes otherwise disqualified to serve, or until a successor is elected or qualified. An Officer may be removed with or without cause by a majority of the Directors.

Section 2: President

The President shall be the executive officer of the Corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the activities, Officers and Board of Directors of the Corporation. The President shall serve as spokesperson for the Corporation and shall preside at all meetings.

Section 3: Vice-President

The Vice-President shall assume the duties of the President whenever necessary and shall assist the President as designated. The Vice-President shall have the responsibility to oversee the work of any Committee.

Section 3: Secretary-Treasurer

The Secretary-Treasurer shall keep and maintain a book of minutes of all meetings of the members and the Board of Directors; serve on the Board of Directors; file such documents as may be required with the Secretary of State of the State of Nevada and the Internal Revenue Service; maintain a membership roster showing the names and addresses of all members; give notice of all meetings of the membership or the Directors; keep the Corporate seal in safe custody; and perform other duties as prescribed by the Directors.

The Secretary-Treasurer shall be the financial officer of the Corporation and shall keep and maintain adequate and correct accounts of the properties and business transactions of the Corporation; deposit all monies and other valuables in the name and to the credit of the

Corporation; disburse funds of the Corporation as may be ordered by the Directors or the President; render upon request an account of all transaction and the financial condition of the Corporation; and perform other duties as prescribed by the Directors. The books of account shall at all reasonable times be open to inspection by any Director. All accounts shall be established to require the signature of the Treasurer and one (1) member of the Board of Directors for disbursement of funds.

Section 4: Immediate Past-President

The Immediate Past-President shall provide advice and counsel to the Board, assist the President as designated, and chair the Nominating Committee.

ARTICLE VII: ELECTIONS

The Nominating Committee shall submit a slate of names for elections to all positions, and shall oversee balloting. Sequentially numbered ballots will be distributed to all paid Professional, Associate and Affiliate members through regular mail, e-mail, fax or other acceptable means no later than the 30th day of September, each year. Ballots shall be returned within thirty (30) days of distribution. Any ballot received after the 30th day of November are invalid. Ballots shall be tabulated on or before the 15th day of December, and the results announced at the annual membership meeting.

ARTICLE VIII: COMMITTEES

Standing committees shall be the Legislative Committee, the Finance Committee, the Membership Committee, the Nominating Committee and the Resource Development Committee. The Board of Directors may at any time establish other committees as may be required to fulfill the purposes of the Corporation. The President shall appoint chairpersons of the committees, excepting the Nominating Committee. Each committee shall determine the time and place of committee meetings and shall file reports of committee activities as requested by the Board or at the Annual Meeting.

Section 1: Legislative Committee

The Legislative Committee shall consist of the President, Vice-President, Immediate

Past-President and two (2) members at large appointed by the Board of Directors. The purpose of the Legislative Committee shall be:

- A. To coordinate legislative concerns of the Corporation and the membership.
- B. To develop and maintain working relationship with the Nevada State Legislature and the Nevada elected representative to the US Congress.
- C. To develop, support and monitor legislation affecting the members of the Corporation and Nevada's senior and adult disabled population.
- D. To provide timely communications on administrative, regulatory and legislative action affecting the members of the Corporation and Nevada's senior and adult disabled population, and to keep the members informed.
- E. To organize a network within the Corporation that will effectively impact the administrative and legislative processes relating to the members of the Corporation and Nevada's senior and adult disabled population.

The President shall notify in writing all members of Committee of the issues to be discussed, giving committee members time to discuss the issues before voting or acting. Committee members may respond via email, mail, telephone or fax as time permits. A majority of the Committee membership shall constitute a quorum at any meeting of the committee. The President shall file a written Committee report of all committee work and action taken immediately prior to the next Board meeting.

Section 2: Finance Committee

The Finance Committee shall consist of the Secretary-Treasurer, a Board member, and three (3) members at large appointed by the Board of Directors. The purpose of the Finance Committee shall be:

- A. To present a written report to the Board for action or approval.
- B. To prepare and submit recommendations for fund allocations, grants, and the annual budget.
- C. To assist, when needed, with fund raising strategies for members of the Corporation.
- D. To ensure that an audit is conducted annually according to current IRS policies and directives.

Section 3: Membership Committee

The Membership Committee shall consist of one (1) member from each Program operating in Nevada and holding membership in the Corporation. The purpose of the Membership Committee shall be to promote and encourage membership in the Corporation at all levels; to conduct surveys regarding members needs; and to compile, maintain and distribute a membership directory.

Section 4: Nominations Committee

The Nominations Committee shall consist of the Immediate Past-President, a Board member, and three (3) members at large appointed by the Board of Directors. The purpose of the Nominating Committee shall be to put forth a slate of names for elections to all positions; to actively seek qualified persons willing to serve as Directors; to inform members of upcoming elections; to oversee balloting; to certify a true and accurate accounting of ballots cast; to notify the Board of all elections results.

Section 5: Resource Development Committee

The Resource Development Committee shall consist of the Vice President, a Board member, and three (3) members at large appointed by the Board of Directors. The purpose of the Resource Development Committee shall be to develop short and long term goals for the Corporation; to propose methods to achieve said goals; and to provide training and assistance to Corporation members who wish to be more effective working with the media and the Legislature.

ARTICLE IX - STAFF

Staff shall consist of those appointed or employed by the Board of Directors to serve in those capacities deemed necessary by the Board of Directors. Staff compensation is to be set by the Board.

ARTICLE X: PROPERTY, FUNDS AND ACCOUNTS

The Board of Directors may accept grants, gifts of money, securities or other real, tangible or intangible property on behalf of the Corporation, on such terms as approved by the

Board of Directors to further the purpose of the Corporation. The Secretary-Treasurer shall invest in secured accounts all property received.

No disbursement of Corporation money or property in an amount exceeding Three Thousand Dollars (\$3,000.) shall be made without approval of the Directors. No disbursement of Corporation money or property in an amount less than or equal to Three Thousand Dollars (\$3,000.) shall be made without approval of either the President, the Secretary-Treasurer, or the Directors. However, the Directors shall have the authority to appropriate specific sums to fulfill the objectives and purposes of the Corporation and to direct the President and Secretary-Treasurer from time to time to make disbursements to implement those appropriations. All checks, drafts, demands for money and notes of the Corporation, all accounts established for the Corporation, and all written contracts of the Corporation shall be signed by the Secretary-Treasurer and one (1) member of the Board of Directors. There shall be no financial commitment suggested to any individual, agency or organization on the part of any Officer or member without prior vote for approval by the Board.

ARTICLE XI - RECORDS AND REPORTS

The Corporation shall maintain adequate and correct records, accounts and reports of its business and assets. The original or a copy of these Bylaws and the Articles of Incorporation, as amended from time to time, certified by the Board of Directors, shall be open to inspection by the members and the Board of Directors at all reasonable times upon request. An audit of all accounts shall be conducted and certified by an independent licensed certified public accountant on an annual basis and shall be completed and submitted to the Board at least thirty (30) days prior to the Annual Membership Meeting.

ARTICLE XII: INDEMNIFICATION

This Corporation shall have the power to indemnify any person who is or who was a party, or is threatened to be made a party, to any proceedings (other than an action by or in the right of this Corporation to procure judgment in its favor, an action brought under the statutes of the State of Nevada, or an action brought by the Attorney General under the statutes of the State

of Nevada) because the person is or was an agent of the Corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with the proceeding, if the person acted in good faith and in a manner the person reasonably believed to be in the best interests of the Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner the person reasonably believed to be in the best interests of the Corporation or that the person had reasonable cause to believe the conduct was unlawful.

Expenses incurred in defending any proceeding may be advanced by the Corporation prior to the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized by this Article. No provision made by the Corporation to indemnify its Directors or officers for the defense of any proceeding shall be valid unless consistent with this Article.

The Corporation shall have the power to purchase and maintain insurance on behalf of any Director, officer or agent of the Corporation against any liability asserted against or incurred by the Director, officer or agent in the capacity or arising out of the status of the Director, officer or agent whether or not the Corporation would have the power to indemnify the Director, officer or agent against liability.

ARTICLE XII

Any dispute arising between Directors, Officers or staff shall be resolved by mediation to the greatest extent possible. The mediator may be any other individual chosen by mutual consent of all parties involved.

ARTICLE XIII

Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or

endorsement thereof executed or entered into between this Corporation and any other person, when signed by the Secretary-Treasurer and one (1) member of the Board of Directors shall be valid and binding on this Corporation in the absence of actual knowledge on the part of the third party that the signing officers had no authority to execute the same.

ARTICLE XIV

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the statutes of the State of Nevada, as may be amended from time to time, shall govern the construction of these Bylaws. These Bylaws may be amended or repealed at any time by a majority of the members or by written ascent of such members. Subject to the right of the members to amend or repeal, these Bylaws may be amended or repealed by the Board of Directors in the exercise of the power granted to the Board in these Bylaws.

ARTICLE XV

The undersigned Directors certify that the Bylaws herein contained have been duly adopted and amended by the Board of Directors of Nevada Senior Corps Association, a Nevada Non-Profit Corporation, on this ___ day of _____, 2009.

Director

Dated this ___ day of _____, 2009.

Director

Dated this ___ day of _____, 2009.

Director

Dated this ___ day of _____, 2009.

Director

Dated this ___ day of _____, 2009.

Director

Dated this ___ day of _____, 2009.