



LEND A HAND SENIOR ASSISTANCE, INC
an Arizona Non-profit Public Benefit Corporation

BYLAWS

ARTICLE I
GENERAL

Section 1 – Mission

Lend A Hand Senior Assistance, Inc. (LAH) offers support to help keep seniors in their homes by training and coordinating neighborhood volunteers who provide free services, including transportation, friendly visits, and access to other resources, allowing older residents to continue to live independently in their own homes and remain a vital part of their community.

Section 2 – Activities

Notwithstanding any other provision of the Bylaws, the Corporation shall not carry on any activity not permitted by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law).

Section 3 – Dissolution or Liquidation

In the event of the dissolution or final liquidation of the Corporation, none of the property of the Corporation nor any proceeds thereof shall be distributed to or divided among any of the Directors of the Corporation or inure to the benefit of any individual.

After all liabilities and obligations of the Corporation have been paid, satisfied and discharged, or adequate provision made thereof, all remaining physical assets of the Corporation, excluding physical improvements to a building, shall be distributed to one or more organizations designated by the Board of Directors (BOD).

ARTICLE II
OFFICES

The principal place of activity shall be in Tucson, Pima County, Arizona. LAH shall maintain a mailing address (PO Box 41323, Tucson, AZ 85717-1323), and physical office at such a place or places as the BOD determine.

ARTICLE III
BOARD OF DIRECTORS (BOD)

Section 1 – General Powers

The affairs of the Corporation will be managed by its BOD. All corporate powers shall be exercised by the BOD except as otherwise required by law. The BOD is the policy making body of LAH.

Section 2 – Composition

LAH shall have a BOD consisting of at least one duly elected or appointed member from each neighborhood. Each neighborhood will have one vote.

Section 3 – Meetings and Quorums

The BOD shall meet monthly unless otherwise agreed, and/or upon written request of any five (5) board members. A quorum shall consist of not less than seven (7) board members. All BOD meetings are open meetings.

Section 4 – Annual Meeting

An Annual Meeting will be held for the purpose of electing BOD officers. Officers shall be elected from the BOD by a quorum of those voting members in attendance. The Annual meeting will be the November monthly meeting unless otherwise determined by the BOD. All members will receive notification at least two (2) weeks prior to the meeting in which a slate of officers will be presented.

Section 5 – Term of Office

Each Officer shall serve a one (1) year term beginning in January after the election. No Officer shall serve more than three (3) consecutive terms in office, unless requested to do so by a 2/3 majority of the BOD.

Section 6 – Membership Agreement

Accepting a membership on the BOD is a commitment to the mission of LAH. Towards that end, active participation in monthly BOD meetings and time commitment to BOD committee

initiatives is expected. Anticipated absences from BOD meetings should be relayed to a Co-Chair.

Section 7 – Vacancies on the BOD

When there is a vacancy on the BOD (a neighborhood has no representative), the BOD will work with the neighborhood to find a new person to represent the neighborhood.

ARTICLE IV OFFICERS

Section 1 – Title

Officers shall consist of two Co-Chairs, a Secretary, and a Treasurer. The BOD may operate with only a Chair and a Secretary/Treasurer if it so chooses.

Section 2 – Duties of Officers

The Co-Chairs are the principal elected officers of the Corporation, subject to control of the BOD. They share the duties of presiding at BOD and Annual Meetings, signing corporate documents as necessary, and performing other duties as requested by the BOD.

The Secretary is responsible for recording and maintaining permanent records of the Annual Meeting, BOD, and other corporate meetings. The Secretary reminds BOD members seven (7) days before BOD Meetings, signs corporate documents as necessary, and performs additional duties as requested by the BOD.

The Treasurer is responsible for keeping a record of the finances, provides Treasurer's reports, signs checks, and performs additional duties as requested by the BOD.

Section 3 – Vacancies

Vacancies among the officers of the BOD will be filled by the BOD.

ARTICLE V COMMITTEES

Committees may be created by the BOD as needed to oversee work of the organization. Each committee shall consist of one or more members, at least one of whom is a member of the BOD. Committee members shall be appointed or approved by the BOD. All committees will report to the BOD.

ARTICLE VI
CONTRACTS and FINANCES

All contracts and finances shall be overseen by the Co-Chairs, Secretary and Treasurer. Budgets, policy statements and financial reports shall be public within the Corporation as requested by any Director or designated agent or attorney for any proper purpose at any reasonable time.

ARTICLE VII
FISCAL YEAR

The fiscal year for LAH shall be from January 1 through December 31.

ARTICLE VIII
WAIVER OF NOTICE

Whenever any notice whatever is required to be given under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or by the Non-Profit Corporation Act of the State of Arizona, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated herein, shall be deemed equivalent to the giving of such notice.

ARTICLE IX
BYLAWS

Bylaws may be altered, amended or repealed and new Bylaws adopted by majority vote of the BOD, provided said changes have been discussed by those present at a BOD Meeting at least ten (10) days before the meeting at which they are accepted.

Dated this _____ day of _____, 2018

LAH Co-Chair

LAH Co-Chair

LAH Secretary

Bylaws Revision History

- Original LAH Bylaws – 2009
- Revised to correct the name, include new mission statement, update mailing address, and allow for Co-Presidents – October, 2013
- Revised to: (1) remove physical address in Article II; (2) remove mention of BOD Member Agreement in Article III, Section 1; (3) allow more than one board member per neighborhood, remove mention of faith-based organizations & business partnerships, and specify how votes are counted in Article III, Section 2; (4) remove requirement for 12 meetings per year, and change definition of a quorum in Article III, Section 3; (5) remove specification of day of the month for Annual Meeting, and mention of Nominating Committee in Article III, Section 4; (6) change time new officers assume office in Article III, Section 5; (7) clarify how vacancies on the BOD are handled in Article III, Section 7; (8) move Article III, Section 7 to Article IV, Section 3; (9) add Article V Committees; and (10) change President & Co-President to Co-Chairs everywhere – January 2018