



**AMENDED AND RESTATED BYLAWS
OF
LEND A HAND SENIOR ASSISTANCE, INC
an Arizona Nonprofit Public Benefit Corporation**

ARTICLE I – NAME OF ORGANIZATION

The name of the organization is Lend A Hand Senior Assistance, Inc, herein referred to as Lend A Hand.

ARTICLE II – GENERAL

Section 1: Description and Purpose

Lend A Hand is an independent, 501(c)(3) nonprofit service organization which functions under the umbrella of Pima Council on Aging. It is sustained financially by donations, fundraising projects, and grants.

Lend A Hand values independence, dignity, caring and kindness. It expresses these values by training and coordinating volunteers who provide free services, including transportation, friendly visits, socialization activities, as well as other resources, thus allowing older residents to continue to live independently in their homes and remain a vital part of their community.

Section 2: Definitions

- The term NEIGHBORHOOD herein refers to a geographic community accepted by the City of Tucson as a neighborhood.
- The term MEMBER NEIGHBORHOOD herein refers to a Neighborhood that has become a member of Lend A Hand, as defined in Article III.
- The term CLIENT herein refers to a recipient of services provided by Lend A Hand.
- The term VOLUNTEER herein refers to an individual who provides services to Clients or who provides support services for the organization.

Section 3: Fiscal Year

The fiscal year for Lend A Hand shall be from January 1 through December 31.

Section 4: Restrictions

Notwithstanding any other provision of these Bylaws, the Organization 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).

ARTICLE III – MEMBERSHIP

NEIGHBORHOODS are the members of the organization. Lend A Hand is unique in that its members are not individuals, but Neighborhoods. The Clients served by our Volunteers reside in or very near our Member Neighborhoods.

Section 1: Eligibility for Membership

Application for membership shall be open to any Neighborhood in Ward 3 of Tucson, Arizona. The Neighborhood shall show their commitment to Lend A Hand by indicating their ability to satisfy the requirements specified in Section 2 of this Article. Membership shall be granted upon a majority vote of the Board of Directors, and may be contingent upon the capability of Lend A Hand to provide services.

Section 2: Requirements

Each Member Neighborhood:

- a. Shall appoint at least one, but not more than two, representatives to serve as active members on the Board of Directors.
- b. Shall have active Volunteers in numbers proportional to the number of Clients in the Neighborhood who receive services provided by Lend A Hand.
- c. Shall complete a Letter of Commitment annually.
- d. Shall make an Annual Donation to support the mission of Lend A Hand. The Annual Donation shall be an amount determined by the Neighborhood, but the Board may set a minimum amount.

Section 3: Resignation and Removal

Any Member Neighborhood may resign from Lend A Hand by notifying the Board of Directors in writing. A Neighborhood can be removed as a member by a majority vote of the Board of Directors. If a Member Neighborhood resigns or is removed, Lend A Hand shall accept no new Clients from the Neighborhood, and may find it necessary to stop providing services to existing Clients in the Neighborhood.

ARTICLE IV – BOARD OF DIRECTORS

Section 1: General Powers and Responsibilities

The Board of Directors (herein also referred to as the Board) is the policy-making body of Lend A Hand. The Board shall have fiduciary responsibility, and shall be responsible for the management of the affairs and property of the organization.

Section 2: Board Members

Each member of the Board of Directors (herein also referred to as a Director) shall reside in and represent one of the Member Neighborhoods served by Lend A Hand. Each Director shall undergo Lend A Hand volunteer training within three (3) months of joining the Board.

Section 3: Requirements

Accepting a position on the Board of Directors is a commitment to the mission of Lend A Hand. Toward that end, active participation in monthly Board Meetings and a time commitment to Lend A Hand activities is expected. At least one Director from each Member Neighborhood:

- a. Shall attend at least eight (8) monthly Board Meetings each year, or shall arrange for a substitute. Anticipated absences from a Board Meeting shall be communicated to the President of the Board prior to the meeting.
- b. Shall actively participate on one or more committees, Lend A Hand programs, fundraising activities, and the like.
- c. Shall communicate information about the current activities and events of Lend A Hand to their Neighborhood, and actively recruit Volunteers from their Neighborhood.

Section 4: Board Meetings

The Board of Directors shall meet monthly unless otherwise agreed. The Board shall set the date, time and place for the holding of regular meetings. Special meetings may be called upon a request from any five (5) Directors. Notice of all meetings shall be sent to all Directors no less than five (5) days prior to the meeting date. Guests may attend, but only Directors shall have voting rights.

Section 5: Annual Meeting

The regularly scheduled Board Meeting for the month of November shall be designated as the Annual Meeting, unless otherwise determined by the Board. Election of Board Officers for the next year shall be held at the Annual Meeting. New officers shall assume their responsibilities in January.

Section 6: Quorum

A quorum shall be necessary to transact business. The presence of at least one Director from a majority of the Member Neighborhoods shall constitute a quorum. Each Director shall have one vote. At a meeting with a quorum present, decisions shall be made by majority vote of Neighborhoods represented, unless a greater number is required herein.

Section 7: Resignation and Removal

Any Director may resign by notifying the Board of Directors in writing. A resigning Director should work with their Neighborhood to find a replacement.

Any Director may be removed at any time, with or without cause, by vote of two-thirds (2/3) of the Directors, if in their judgment the best interest of the organization would be served thereby. The Director being considered for removal shall receive notice at least thirty (30) days prior to the proposed action. Each Director must receive notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a Director shall automatically be removed from office.

Section 8: Vacancies

Whenever a Member Neighborhood is without a representative on the Board of Directors, the Board shall notify the Neighborhood and request that they find a replacement without undue delay. Vacancies may be filled according to specific methods approved by the Board.

Section 9: Compensation

Members of the Board of Directors shall not receive financial compensation for their services as Directors.

Section 10: Informal Action by Board of Directors

Any action of the Board of Directors may be taken without a meeting if notice of the intended action is made to all Directors, and the action is agreed to by two-thirds (2/3) of the Directors. A written record of the action and a record of the vote shall be filed with the minutes of the Board Meetings.

Section 11: Parliamentary Procedure

The current edition of Robert's Rules of Order shall govern the organization in all cases in which they are applicable and in which they are not inconsistent with the Bylaws and any special rules of order the organization may adopt.

ARTICLE V – OFFICERS

The officers of the Board of Directors shall be President, Co-President, Secretary, and Treasurer. The Board may operate with only a President and a Secretary/Treasurer if it so chooses. All officers shall be active members of the Board of Directors, and shall have been Directors for at least one year prior to taking office.

Section 1: President and Co-President

The President and/or Co-President:

- a. Shall preside at all meetings of the Board.
- b. Shall have general and active management of the business of the Board.
- c. Shall see that all decisions and resolutions of the Board are acted upon.
- d. Shall report to the Board all matters that may affect the organization.
- e. Shall sign corporate documents as necessary.
- f. Shall be ex-officio members of all committees.
- g. Shall have the power and duties usually vested in the office of President, and shall conduct meetings according to parliamentary procedure. Any question concerning parliamentary procedure at meetings shall be determined by the presiding officer.
- h. Shall perform additional duties as requested by the Board.

Section 2: Secretary

The Secretary:

- a. Shall attend all meetings of the Board, or arrange for a substitute to assume the duties.
- b. Shall, in concert with the President/Co-President, make the arrangements for all meetings of the Board.
- c. Shall send notices of all Board Meetings, including the agenda proposed by the Executive Committee, to the Directors no less than five (5) days prior to the meetings, and shall note attendance at the meetings.
- d. Shall record minutes of meetings of the Board, including motions made and the results of all votes.
- e. Shall perform official correspondence from Lend A Hand as prescribed by the Board or the President/Co-President.
- f. Shall sign corporate documents as necessary.
- g. Shall perform additional duties as requested by the Board.

Section 3: Treasurer

The Treasurer:

- a. Shall keep a record of the finances of the organization.
- b. Shall present a complete and accurate report of the finances at each Board Meeting, or at any other time upon request of the Board.
- c. Shall deposit income and pay bills.
- d. Shall write and send Thank You letters for donations to the organization.
- e. Shall assist with an annual cash flow analysis of the funds of the organization.
- f. Shall file all forms and reports required by the IRS and the Arizona Corporation Commission by the required deadlines.
- g. Shall perform additional duties as requested by the Board.

Section 4: Election of Officers

The Nominating Committee shall submit the names of prospective officers of the Board at the meeting prior to the Annual Meeting. After the Nominating Committee submits its recommendations, the floor shall be opened for additional nominations. The election shall be held at the Annual Meeting of the Board. Elected officers shall serve a term of one (1) year, commencing in January.

Section 5: Removal of Officers

The Board may remove any officer of the Board of Directors and elect a successor for the unexpired term. Notice of such motion of removal, setting forth the reasons for removal, shall be given to the officer in writing thirty (30) days prior to the meeting at which the motion shall be presented. Each Director must receive notice of the proposed removal at least ten (10) days in advance of the proposed action. No officer of the Board shall be removed without an opportunity to be heard. Removal shall require a vote of two-thirds (2/3) of the Directors present.

Section 6: Vacancies

The Nominating Committee shall be responsible for nominating Directors to fill officer positions which become vacant between Annual Meetings. Nominations shall be sent to all Directors at least two (2) weeks prior to the meeting at which the election will be held. The persons so elected shall hold office until the completion of the unexpired term.

ARTICLE VI – COMMITTEES

All Committees shall consist of one or more members, at least one of whom is a Director. All Committees shall report to the Board of Directors unless otherwise specified. Committee Chairs shall be appointed by the President or determined by the committee members.

Section 1: Standing Committees

Standing Committee members shall be appointed by the Board within 60 days following the Annual Meeting each year, and serve until their successors are appointed.

1. Executive Committee – The Executive Committee shall be made up of the officers of the Board and the LAH Coordinator. The Executive Committee shall propose the agendas for Board Meetings. The Executive Committee shall take actions and approve expenditures only with approval of the full Board of Directors, except in the case of time-critical issues that cannot wait until the next Board Meeting. Executive Committee meetings shall be open to all Directors, who may have the opportunity to participate in discussions.
2. Nominating Committee – The Nominating Committee shall submit names of Directors recommended for election as officers at the Annual Meeting, and for positions that may become vacant during the year.
3. Finance Committee – The Treasurer is the chair of the Finance Committee, which shall include at least two (2) other Directors. The Finance Committee shall develop a Budget for the fiscal year showing projected income and expenditures for the year. The Board shall approve the Budget, and expenditures must be within budget. Major changes in the Budget shall be approved by the Board. The Finance Committee shall perform an annual cash flow analysis, and submit an Annual Report to the Board at the end of the fiscal year showing income and expenditures for the year.
4. Fundraising Committee – The Fundraising Committee shall develop fundraising plans for the organization. It shall create sub-committees to oversee specific fundraising activities. These sub-committees shall report to the Fundraising Committee.
5. Grant Committee – The Grant Committee shall conduct prospect research, build relationships with grant makers, and write and submit grant proposals.

Section 2: Ad Hoc Committees

The Board of Directors may create Ad-Hoc committees as needed to facilitate the work of the organization. Committee members shall be appointed or approved by the Board.

Section 3: Committee Procedures

Each committee shall prepare a written description of its procedures, review them annually, and update as needed.

ARTICLE VII – STAFF

Section 1: LAH Coordinator

The Board of Directors shall contract with an individual to be the LAH Coordinator who shall serve at the will of the Board. The Coordinator shall have oversight of Lend A Hand Clients and interactions between Volunteers and Clients, and perform such additional duties as directed by the Board of Directors. The Coordinator shall attend meetings of the Board of Directors, and shall make such reports at the meetings as are requested by the Board. No officer or Director may individually direct the Coordinator.

The Coordinator may be approved at any meeting of the Board of Directors by a majority vote, after a selection process determined by the Board. The Coordinator may be removed by the Board, with or without cause, upon an affirmative vote of two-thirds (2/3) of the Directors present at any Board Meeting.

Section 2: Transportation Assistant

The Board of Directors may appoint a Transportation Assistant who shall serve at the will of the Board and LAH Coordinator. The Transportation Assistant will assist the Coordinator by taking calls from Clients requesting rides and passing the information on to the Coordinator, and perform such additional duties as directed by the Coordinator or Board of Directors. No officer or Director may individually direct the Transportation Assistant.

ARTICLE VIII – INDEMNIFICATION

Section 1: General

To the full extent authorized under the laws of the State of Arizona, the organization will indemnify any current or former Director, Officer, Staff or Volunteer of the organization against expenses actually and necessarily incurred in connection with the defense of any action, suit or proceeding in which that person is made a party by reason of being or having been such Director, Officer, Staff or Volunteer, except in relation to matters in which that person is adjudged to be liable for negligence or misconduct in the performance of a duty.

Section 2: Insurance

Lend A Hand may purchase and maintain insurance on behalf of any current or former Director, Officer, Staff or Volunteer of the organization against any liability asserted against such person and incurred by such person by reason of being or having been such Director, Officer, Staff or Volunteer, whether or not the organization would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE IX – BOOKS AND RECORDS

The organization shall keep complete financial records, minutes of meetings of the Board of Directors, reports of relevant activities, and current Policies and Procedures. The financial records of the organization are public information and shall be made available to Directors and the public when requested.

ARTICLE X – AMENDMENTS

The Board of Directors may amend these Bylaws by a two-thirds (2/3) vote of Directors represented at any regular or special meeting at which a quorum is present. Written notice setting forth the proposed amendment(s) or summary of the changes to be affected thereby shall be given to each Director at least ten (10) days prior to the meeting at which they will be voted upon.

ARTICLE XI – 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, or benefit 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 501(c)(3) organizations designated by the Board of Directors.

ADOPTION OF BYLAWS

We, the undersigned hereby adopt the foregoing Bylaws, consisting of the 10 preceding pages, as the Bylaws of Lend A Hand Senior Assistance, Inc.

APPROVED & ADOPTED by the Board of Directors on this _____ day of _____, 20____.

Jane Hoffmann, President – Lend A Hand Senior Assistance, Inc.

ATTEST: Vicki Mills, Secretary – Lend A Hand Senior Assistance, Inc.