

**Bylaws of the ALLIANCE 501(c) (3)**  
*Amended 9-21-2001*

**Article I. Principal Office**

**Section 1. Principal Office.**

The principal office of the Corporation shall be designated from time to time by the Board of Directors.

**Section 2. Fiscal Year.**

The fiscal year of the Corporation shall be January 1 to December 31.

**Section 3. Books and Records.**

The Corporation shall keep correct books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees, and shall keep at the principal office a record giving the names and addresses of the members entitled to vote.

**Article II. Membership**

**Section 1. Membership.**

The members of the Board of Directors of CAADS shall serve as the “members” of this Corporation as the term is used in the Corporations law. However, every CAADS member in good standing shall automatically qualify as and be a “Member” of this Corporation. In this regard, a “member” of this corporation who is not a member of the Board of Directors of CAADS shall not have the direct power to elect directors, approve major changes to the Corporation, or other matters decided by “members” under the Corporations law. “Members” agree to conform to and abide in the bylaws, code of ethics, rules and policies of the Corporation, as well as decisions of duly constituted committees of the Corporation.

**Section 2. Membership Categories.**

Membership categories may from time to time be adopted by the Board of Directors, as may be required to meet the needs of the organization.

**Section 3. Honorary Membership.**

The Board of Directors may bestow Honorary Membership upon those persons or agencies so designated by vote of the Board of Directors based on outstanding contributions to the adult day services industry.

**Section 4. Official Representative.**

The person designated as the official representative to CAADS shall also serve as the Official Representative to this Corporation. Substitutions shall not be permitted.

**Section 5. Voting Rights.**

Members have no direct voting rights in this corporation. However, Members may exercise the right to vote as CAADS members of the 501 (c) (6) concerning election of directors and other matters for which membership input or approval is sought.

**Section 6. Dues.**

Dues, if any, shall be approved by a majority vote of CAADS membership.

**Article III. Meetings**

**Section 1. Annual Meeting.**

There shall be one regular Annual Meeting each year.

**Section 2. Other Meetings.**

Other meetings are to be held as determined by the Board of Directors. Members shall be notified of the exact dates, times, and places such meetings will be held.

**Section 3. Quorum.**

The presence in person of a majority of the directors of CAADS shall constitute a quorum for the transaction of business.

**Section 4. Rules.**

Meetings of members shall be governed by Robert's Rules of Order, Newly Revised.

**Section 5. Resolutions.**

All resolutions offered for consideration shall be published at least 14 calendar days prior to vote.

**Article IV. Directors**

**Section 1. Number.**

The number of elected Directors of this Corporation shall be seven (7).

## **Section 2. Election.**

Board members shall be designated in accordance with rules and procedures set forth by CAADS. No more than one person from any member organization shall serve on the Board of Directors at any one time.

## **Section 3. Absence.**

Any member of the Board who shall be absent from two (2) consecutive meetings without adequate excuse may be regarded as thereby resigning from the Board, subject to review by the Board of Directors.

## **Section 4. Reserved.**

## **Section 5. Filling Vacancies.**

Vacancies in the Board of Directors shall be filled by appointment by the CAADS Board of Directors. Those Directors appointed or elected to fill an unexpired term, upon completion of the unexpired term, are then eligible for election to two (2) regular three (3) year terms. The Board of Directors is composed of people elected as individuals, not agency representatives. Therefore, should a vacancy occur during the year, that vacancy is not automatically / necessarily filled by the new representative from that agency. If a Director no longer is employed by a CAADS Provider Member organization and there is not an expectation that employment with a CAADS provider member will occur within thirty (30) days of termination of employment, then that Director shall be disqualified from serving on the Board of Directors.

## **Section 7. Removal of Directors.**

A Director may be removed at any time for cause by the affirmative vote of two-thirds of all of CAADS Directors.

## **Section 8. Powers.**

Subject to the limitations of the Articles of Incorporation or the Bylaws, and of the California General Non-profit Law as to action to be authorized or approved by the members, and subject to the duties of Directors as prescribed by the Bylaws, all corporate powers shall be exercised by or under the authority of, and the business affairs of the Corporation shall be controlled by, the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Directors shall have the following powers, to wit:

First: To elect and/or appoint and remove all officers, agents, and employees of the Corporation and to prescribe such powers and duties for officers, agents, and employees as may not be inconsistent with law, with the Articles of Incorporation, or the Bylaws.

Second: To conduct, manage and control the affairs and business of the Corporation, and to make such rules and regulations therefore not inconsistent with law, or with the Articles of Incorporation, or the Bylaws, as they may deem best.

Third: To designate any place for the holding of any membership meetings; to change the principal office of the Corporation for the transaction of its business from one location to another in the State of California; to adopt, make, and use a corporate seal and to alter the form of such seal from time to time as in their judgment they may deem best, provided such seal shall, at all times, comply with the provisions of law.

Fourth: To borrow money and incur indebtedness for the purposes of the Corporation and to cause to be executed and delivered therefore in the Corporation's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation, or other evidences of debt, and securities therefore.

Fifth: To manage in such manner as they may deem all funds and property, real and personal, received and acquired by the Corporation and to distribute, loan, or dispense same and/or the income and profits therefrom.

### **Section 9. Quorum.**

A majority of the authorized number of directors shall be necessary to constitute a quorum for the transaction of business at any meeting and the act of a majority of the Directors present shall be the act of the Board of Directors, unless a greater number is required by law or by the Articles of In or by these Bylaws. In the absence of a quorum, a majority of the directors present may adjourn any meeting from time to time until a quorum is achieved.

### **Section 10. Telephonic Meetings.**

Any action required or permitted to be taken by the Board of Directors under any provisions of law or these Bylaws may be taken telephonically or via similar technology, provided all members can hear one another speaking, and provided a quorum is established and present. A written report of the action taken shall be filed with the minutes of the proceedings of the Board. Such action by verbal or written consent shall have the same force and effect as a majority vote of such Directors.

### **Section 11. Action Without a Meeting.**

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. For the purposes of this Section only, "all members of the board" shall not include any "interested director" as defined in Section 5233 of the California Nonprofit Public Benefit Law. Such written consent or consents shall be filed with the minutes of the proceedings of the board. Such action by written consent shall have the same force and effect as the unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

## **Article V. Committees**

### **Section 1. Authorized Committees.**

The Board of Directors, by the affirmative vote of the majority of the whole Board, may appoint committees of the Board of Directors (“authorized committees”). Said committees shall have and may exercise such power as shall be conferred or authorized by the Board as may be consistent with law, the Articles of In, and the Bylaws. Authorized committees shall include as a member at least one Board Member. Individual members are to be considered when constituting a committee utilizing areas of expertise to assist in development of committee recommendations to the Board of Directors.

### **Section 2. Standing Committees and Duties.**

The Standing Committees of this Corporation shall be:

#### **A. Executive Committee**

The Executive Committee shall consist of the officers of the corporation. The Board of Directors may appoint other members to the Executive Committee.

#### **B. Finance Committee**

The Finance Committee shall consist of the Treasurer who shall be Chair, and at least two (2) members of the Board. This committee shall make recommendations to the Board as to the Corporation’s budget and other financial matters.

## **Article VI. Officers**

### **Section 1. Officers Responsible to the Board of Directors.**

All officers are subordinate and responsible to the Board of Directors.

### **Section 2. Officers.**

The officers of the Corporation shall be President/Chair, Vice President, Secretary, and Treasurer. The Vice President of CAADS shall be the President/Chair. The Treasurer of CAADS shall be the Treasurer of this Corporation. The Board of Directors may elect or appoint such other officers as the business of the Corporation may require, each of whom shall hold office for such period and have authority and perform such duties as are provided in the Bylaws or as the Board of Directors may determine. Any two (2) or more offices except those of President and Secretary may be held by the same person.

### **Section 3. Election.**

The officers of the Corporation, other than President/Chair and Treasurer, shall be chosen annually by the Board of Directors, and each shall hold his/her office until the next annual election of officers or until his/her successor shall be elected and qualified, or shall be removed or otherwise disqualified to serve. Each above named officer shall serve for a term of one (1) year and shall serve no more than three (3) consecutive terms in that office.

### **Section 4. President.**

In addition to the authority to exercise all powers of the office of President, the President shall be ex-officio member of all standing committees and shall have such other powers and duties as may be prescribed by the Board of Directors or by the Bylaws including, the following duties:

1. To preside at all general membership meetings and meetings of the Board of Directors.
2. To serve on and preside over meetings of the Executive Committee.

### **Section 5. Vice-President.**

In the absence of or disability of, or failure of the President to act, the Vice President shall have all of the powers and duties conferred upon the President.

### **Section 6. Secretary.**

The Secretary shall keep or cause to be kept at the principal office of the Corporation, minutes of the Annual Meeting of the corporation and other meetings of the Board of Directors and members. The Secretary shall perform such other and further duties as may be required by law or as may be prescribed or required from time to time by the Board of Directors or the Bylaws.

### **Section 7. Treasurer.**

The Treasurer shall keep and maintain or cause to be kept and maintained, the financial records and reports as may be required by law or as may be required from time to time by the Board of Directors.

### **Section 8. Executive Director.**

The Executive Director shall be appointed by the CAADS Board of Directors, and shall be the executive head of the office of the Corporation. He/she shall have the authority to employ, define terms of employment for, and terminate employment of staff personnel. He/she shall serve as an ex-officio member of the Board of Directors and all committees of the Corporation, without the right to vote. The duties and responsibilities of the Executive Director shall be determined by the Board of Directors. The Board of Directors shall evaluate the Executive Director's performance on a regular basis, according to an evaluation cycle and process set forth explicitly in Board policy.

## **Section 9. Removal of Officers.**

Officers, other than President/Chair and Treasurer, may be removed with cause at any meeting of the Board of Directors by the affirmative vote of seventy-five (75%) of all of the Directors.

## **Article VII. Contracts, Loans, Checks and Deposits**

### **Section 1. Contracts.**

The Board of Directors may authorize any officer or officers, agent or agents, or the Executive Director, to enter into any contract or execute and deliver any instrument in the name of the and on behalf of the Corporation, and such authority may be general or confined to specific business.

### **Section 2. Loans.**

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

### **Section 3. Checks, Drafts, or Orders.**

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness shall be signed by such officer or officers, agent or agents, or the Executive Director of the Corporation and in such manner as from time to time shall be determined by resolution of the Board of Directors.

### **Section 4. Deposits.**

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors shall select.

## **Article VIII. Personal Liability and Property Interest**

### **Section 1. Liability of Members.**

No member of the Corporation shall be personally liable and any and all creditors shall look only to the Corporation's assets for payment.

### **Section 2. Dedication of Assets.**

The properties and assets of this Corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of this Corporation on dissolution or otherwise, shall inure to benefit of any private person or individual, or any member or director of the Corporation.

### **Section 3. Dissolution of Assets.**

On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to an organization dedicated to charitable purposes.

### **Section 4. Indemnification By Of Directors, Officers, Employees And Other Agents .**

To the extent that a person who is, or was, a director, officer, employee or other agent of this Corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the , or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Law.

## **Article IX. Amendments to Bylaws**

### **Section 1. Bylaws.**

New Bylaws may be adopted, amended or repealed, or these Bylaws may be amended or repealed by the Board of Directors, subject to ratification by the CAADS Board of Directors, or by a majority vote of the CAADS Board of Directors.

Adopted by Board of Directors on August 24, 2001.

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Terri Whitmire  
Secretary of the Board of Directors