**BYLAWS
SENIOR SERVICES, INC. OF WICHITA

ARTICLE I. - Name and Office

Section 1. Name The name of this corporation is Senior Services, Inc. of Wichita.

Section 2. Offices The principal offices of this corporation shall be located at 200 S Walnut St, Wichita, KS 67213.

Section 3. Auspices and Authority Senior Services, Inc. of Wichita operates under a charter granted by the State of Kansas dated June 25, 1968, and amended February 27, 1969, July 1, 1971, and October 30, 1987.

ARTICLE II. - Mission

Section 1. Mission This corporation is organized exclusively for charitable and educational purposes described in Section 501 (c)(3) of the Internal Revenue Code. The Corporation's assets shall be dedicated to delivering services that allow older adults the opportunity to lead quality lives while continuing to make positive contributions to the community.

ARTICLE III. - Board of Directors

Section 1. General Powers Its Board of Directors, serving without wage or salary remuneration, shall manage the affairs of Senior Services, Inc. of Wichita. The Board shall be responsible for the conduct of Senior Services, Inc. of Wichita, by establishing policies which shall be carried out by an Executive Director, appointed by the Board and who shall be responsible to the Board for the conduct of the business.

Section 2. Specific Powers The Board of Directors shall have and exercise full authority concerning investment, re-investment, and administration of the principal of all funds and property devised, bequeathed, given, or transferred to the Corporation. The Board shall have the authority to execute property transfers, assignments, contracts, deeds, releases, receipts, acquittance, and any instruments that may be necessary in the administration of the property both real and personal, notes, bonds, or securities and may accept the same if executed by the Chair of the Corporation, and in the case of real estate, attested by the Secretary of the Corporation under the seal of the Corporation upon proper resolution of the Board of Directors. Where funds or property are given to Senior Services, Inc. of Wichita with specific conditions and provisions for how the same shall be used, the Board shall have full authority to carry out such specific conditions or directions. In the absence of such specific conditions or directions, the Board shall have the authority to administer the same in the best possible manner. A full accounting of all such funds and property shall be made at the next Annual Meeting of the Board of Directors. The Board shall cause the purchase of management/professional liability insurance which covers all directors and officers. The Executive Committee shall have all the above-enumerated powers and duties in the interval between regular Board meetings, as set out in Article VI, Section 4.

The Board of Directors shall consist of no less than nine (9) and no more than twenty (20) members.

Section 3. Membership on the Board of Directors Membership in this corporation shall be comprised of Board members only as directors of the Corporation. This also implies they have full and active participation in all affairs of the Board including discussing issues, making motions, voting on Issues, serving on committees, nominating officers, and holding office. Board members shall disclose any conflict of interest and not participate in any business of the agency when they have a conflict of interest. Board members and their immediate families are prohibited from accepting gifts or other gratuities from beneficiaries of the programs conducted by this agency.

Section 4. Members Members of the Board of Directors shall consist of citizens of the area who subscribe to the mission, goals, and purposes of Senior Services, Inc. of Wichita.

Section 5. Nominations to the Board Nominations of Board members shall be made by a majority vote of the Board of Directors.

Section 6. Terms of Board Members Board members are elected for a three (3) year term. Approximately one-third of the members will be elected each year. Terms begin and end at the Annual Meeting. Board members will be limited to two (2) full, three (3) year terms with eligibility to be re-elected after one (1) year.

If the retiring Chair of the Board of Directors' second term as a Board member is expiring, he/she will continue to serve as a member of the Board of Directors as 2nd Vice-Chair and member of the Executive Committee only as long as he/she is the Immediate past Chair.

Section 7. Vacancies If a vacancy causes the Board to be less than 9 members, the vacancy will be filled by the Executive Committee, subject to the approval of the Board of Directors at their next regular meeting. This vacancy will be filled for the unexpired term.

Section 8. Re-election and Recall The following principles are important concerning the performance of the Directors: attendance at Board and Committee meetings, assuming responsibility for assigned tasks, and a commitment to bring important community aging issues to the Board. Directors are required to attain a minimum of 50% meeting attendance in a calendar year; failure to do so may include removal from the board of directors, cause for recall, or cause to decline to re-elect the individual for an additional term. In circumstances involving prolonged absences of a board member, special consideration may be given at the determination of the executive director. Action to recall a Board member may be initiated by the Board at any meeting where a quorum is present.

Section 9. Board Giving All board members are expected to make a contribution to Senior Services of Wichita, in an amount that is meaningful to them, preferably at the end of the calendar year. This amount is above and beyond any participation in, or recruitment of, corporate sponsorships and/or event ticket sales.

ARTICLE IV. - Meetings

Section 1. Annual Meetings

Members The specific date, time, and place is to be set by the Board or Executive Committee and specified in the notice of the Meeting, which notice shall be served on Board of Directors and Members at least ten (10) days before the date of the Meeting. At such meeting, the Members shall elect Board members, receive reports, and take any or all action necessary for the conduct of the affairs of the agency. The minutes of the Annual Meeting shall be submitted for approval at the next Members Meeting. The Members present in person, virtually, or by email shall constitute a quorum and a meeting of the Members. In all matters other than the election of the Board of Directors, the affirmative vote of the majority of such Members present in person and entitled to vote on the subject matter shall be the act of the Members. Members of the Board of Directors shall be elected by a plurality of the votes of the Members of the corporation present in person, virtually, or by email. and entitled to vote in such elections.

Board of Directors The specific date, time, and place is to be set by the Board or Executive Committee and specified in the notice of the Meeting, which notice shall be served on the Board of Directors and Members at least ten (10) days before the date of the Meeting. At such Meeting, the Board of Directors shall appoint the officers, receive reports, and take any or all action necessary for the conduct of the affairs of the agency. The Minutes of the Annual Meeting of the Board of Directors shall be submitted for approval at the next Board Meeting.

Section 2. Regular Meetings A minimum of six (6) regular meetings of the Board of Directors shall be held In each calendar year at such place and time as the Board of Directors or the Executive Committee shall determine and designate in the notice of the meeting.

Section 3. Special Meetings Special meetings of the Board of Directors may be called by the Chair or the Executive Director at any time. A request for a special meeting signed by the Chair or any five (5} Board members must be delivered to the offices of Senior Services, Inc. of Wichita. Upon receipt of such a request, the Executive Director (or in case of absence, the staff member in charge, shall call a special meeting. Notice of a special meeting must be sent in writing to each Board member and the Executive Director at least forty-eight (48) hours before the meeting. No business other than that stated in the notice shall be transacted at such a meeting.

Section 4. Notice of Regular Meetings Notice of the time and place of regular meetings, as well as an agenda for the regular meeting, shall be emailed to each Board member and the Executive Director a minimum of three (3) days before the date of the meeting.

Section 5. Quorum Fifty percent of board members plus one shall constitute a quorum for conducting business at any meeting of the Board of Directors. If a quorum is not present at any meeting, a majority of the Board members present may adjourn the meeting to a future time without further notice to those not present. If immediate action is required on any agenda item, a majority of Board members present may request that the Executive Director poll absent Board members by email. This allows for written documentation. In the event an in-person meeting Is not possible, members may meet virtually. All votes by members meeting in person, virtually, or by email count as a quorum. There shall be no voting by proxy.

Section 6. Open to the Public Meetings of the Board of Directors shall be open to the public, except when the Board is in Executive Session to consider legal or personnel matters.

Section 7. Electronic Communications and Signatures Electronic communications, records, emails, and signatures may be used in connection with all matters contemplated by these Bylaws except to the extent prohibited by applicable law. Except as may be specifically set forth herein, the parties may use and rely upon electronic communications, records, and signatures for all notices, waivers, consents, undertakings, and other documents, communications, or information of any type sent or received in connection with the matters contemplated by these Bylaws. An electronically transmitted (but not oral) document will be deemed to satisfy any requirement under these Bylaws or applicable law that such document be "written" "in writing" or the like. An electronic signature or electronically transmitted signature by in person on any document (properly authenticated) will be deemed to satisfy any requirement under these Bylaws or applicable law that such document be "signed" or "executed" by such person. An electronic transmittal or communication (but not oral) of a document will constitute delivery of such document. None of the Corporation, any Director or Member may contest the authorization for, or validity or enforceability of, electronic records and electronic signatures, or the admissibility of copies thereof, under any applicable law relating to whether certain agreements, files, or electronic records are to be in writing or signed by the party to be bound thereby.

ARTICLE V. - Officers

Section 1. Officers The officers of Senior Services, Inc. of Wichita shall be Chair, 1st Vice-Chair, 2nd Vice-Chair, Secretary, Treasurer, and such other officers and agents as may be necessary are elected or appointed by the Board of Directors. The Officers shall be members of the Board of Directors and shall take office at the Annual Meeting. All officers can sign financial and/or contractual agreements on behalf of the agency.

Section 2. Election and Term of Office The officers of the Board of Directors shall be elected at the Board of Directors' annual meeting immediately following the Annual Meeting of the Members. **No board chair may hold the office for more than three (3) consecutive years at a time.**

Section 3. Duties The duties of the Officers shall be as follows:

A. **Chair** The Chair shall preside at all meetings of the Board of Directors; shall appoint the standing committees, ad hoc committees, and their Chairs, and be an ex-officio member of all committees; shall preside at meetings of the Executive Committee; and shall exercise leadership in the successful pursuit of the objectives and purposes of this Board.

B. **1st Vice-Chair** The 1st Vice-Chair shall perform the duties of the Chair in the event of the Chairs' absence, resignation, or inability to perform the duties of the office. In the case of the Chair's resignation, the 1st Vice-Chair shall serve until the Board elects a new Chair.

C. **2nd Vice-Chair** The 2nd Vice-Chair shall be available to the Chair for assistance in assuming his/her new responsibilities and providing continuity in the transition period. Typically, the 2nd Vice-Chair is the current Chair's predecessor.

D. **Secretary** The Secretary shall oversee the maintenance of an accurate and permanent record of all proceedings of the Board and all Executive Committee meetings. These records shall be filed in the office of the Corporation.

E. **Treasurer** The Treasurer shall have the responsibility for all funds and property of this Board and shall oversee the keeping of an accurate record of financial transactions.

Section 4. Compensation All Officers shall serve without wage or salary remuneration.

ARTICLE VI. - Committees

Section 1. Committees Standing Committees and their Chairs, except the Executive Committee, will be appointed by the Chair of the Board, if volunteers do not come forth, with the approval of the Board. Occasionally, special committees may be appointed by the Chair of the Board and dissolved when the task is completed. Membership on standing committees, with exception of the Executive/Finance Committee and Investment Committee, is not limited to Board members. The Standing Committee(s) shall be the Executive/Finance Committee, the Community Engagement Committee, the Program Committee, and the Special Events Committee, and Investment Committee. All committees may be asked to engage in some level of fundraising.

Section 2. Structure Standing Committees may utilize ad hoc subcommittees for specific parts of the committee's duties, or special projects. The Chair of the Board may appoint any number of additional non-Board or Board members to any committee or subcommittee as voting members. The Chair of the Committee may appoint any person with special skills, expertise, or interest needed by the committee to serve as a non-voting member on an ad hoc basis. The Chair of the Committee may propose the names of additional voting members of the committee to the Chair of the Board for approval and appointment to the committee at any time.

Section 3. Term of Office The term of office for all committee members shall be for a minimum of one (1) year; multiple-year membership on a committee is desirable.

Section 4. Executive/Finance Committee The Executive/Finance Committee shall meet quarterly (February, May, August, November) or as needed, and shall have power and authority to handle all regular and routine matters and ongoing financial affairs for the Board of Directors during the interval between the regular meetings of the Board. The Executive/Finance Committee will be responsible for oversight of all financial matters, including making recommendations to the Board regarding financial issues, acting as liaison with auditors as an independent committee, evaluating overall Committee goals, evaluating Committee reports, setting the agenda for Board meetings, oversee the nomination of Board members and appointment of officers, prepare and conduct the yearly performance appraisal of the Executive Director. This committee also serves as the committee for succession planning for Executive Director position.

Section 5. Executive Committee Composition and Quorum The Executive Committee shall consist of the officers of the Board of Directors and the Standing Committee Chairs. If a Board member has dual roles as principal officer and committee chair, the Board may elect at-large positions to maintain five (5) to eight (8) members. The Executive Director of the Agency will also be an ex-officio member without a vote. A quorum is a majority of voting members.

Section 6. Community Engagement Committee The Community Engagement Committee shall be responsible for advancing the organization's visibility, relationships, and mission within the community. The Committee will cultivate and maintain strategic partnerships with community organizations and stakeholders; promote a consistent and positive public presence through outreach, events, and engagement activities; support efforts to communicate the organization's impact through storytelling and advocacy; and encourage participation from volunteers, donors, and community ambassadors. The Committee shall also gather and provide feedback from the community to inform organizational priorities and enhance service delivery.

Section 7. **Program Committee** The Chair of the Board shall appoint a Program Committee and a Committee Chair if a volunteer does not come forth. The Committee shall be responsible for assessing the operation and effectiveness of all programs of Senior Services, Inc. on an annual basis.

Section 8: Special Events Committee The Chair of the Board shall appoint a Special Events Committee and a committee Chair if a·volunteer does not come forth. All Board members will assist the committee in recruiting sponsors and selling tickets to the event(s).

Section 9. Investments Committee Meets quarterly with the Corporation's banking institution(s) to review investment performance. The committee provides advisory support for programs or major building improvements that require financial funding from the wealth management funds. The finance committee will be made up wholly of current Board Members and staff.

Section 10.Staff Appointments The Executive Director shall have the authority to appoint those staff members that he or she determines to have the skills and expertise to assist any of the Standing Committees.

ARTICLE VII. - Staff

Section 1. Executive Director The Board of Directors shall employ an Executive Director. The Executive Director shall be the principal staff member. The duties of the Executive Director shall consist of acting as the Executive Officer of the Board of Directors and the director of staff activities. The Executive Director shall at all times be directly responsible to the Board of Directors.

Section 2. Other Staff Members The Executive Director shall employ such other staff as are necessary to fulfill the responsibilities of the Agency. The Executive Director shall be responsible for impartially administering the Personnel Policies, and for ensuring that the Agency is an Equal Opportunity Employer. Staff members shall be furnished with a job description developed by the Executive Director for the position they occupy. Staff members shall have a full opportunity to seek redress for grievances through the internal grievance procedure and shall be allowed to defend themselves against external complaints.

ARTICLE VIII. - Fiscal Year

Section 1. Fiscal Year The fiscal year shall begin the first day of October each year and end on September 30th of the following year.

ARTICLE IX. - Robert's Rules of Order

Section 1. Robert's Rules of Order Robert's Rules of Order, Revised, shall be the rules of procedure for the conduct of business at all meetings of the Board of Directors and its committees, except as otherwise provided herein.

ARTICLE X. - Indemnification

Section 1. Indemnification In recognition of the valuable and often gratuitous, services rendered to the Corporation by its Board of Directors, officers, and employees, it shall be a binding requirement upon the Corporation that any such Board member, officer, or employee shall be entitled to indemnification to the maximum extent permissible under the laws of the State of Kansas, against all costs, expenses (including attorney's fees), judgments, liabilities, decrees, fines, penalties or amounts paid in settlement in connection with the defense of any pending or threatened action, claim, suit or proceeding, criminal or civil, administrative or investigative, to which he/she is or may be a party because of his/her being or having been such a Board member, officer, employee or agent of the Corporation. To accomplish the foregoing, the Corporation shall cause to be purchased maintained general liability insurance coverage according to KS.A. 60-3601, or as it may be amended.

ARTICLE XI. - Amendments

Section 1. Amendments These By-Laws may be amended by a two-thirds affirmative vote of the members of the Board of Directors present at any regular or special meeting if notice in writing of the proposed amendment shall have been given to all Board members at least three (3) days before the meeting. Notice may be waived as provided by law.

Section 2. Review A full review of the bylaws should be done at least once every two years.

Revised and approved by the Board of Directors this 21st Day of February 2012
Revised and approved by the Board of Directors this 21st Day of August 2018
Revised and approved by the Board of Directors this 19th Day of March 2024
Revised and approved by the Board of Directors on this 21st Day of April 2026

Board Chair