



ORCUTT AREA SENIORS IN SERVICE,

(OASIS) INC.

(DBA) LUIS OASIS SENIOR CENTER

BYLAWS

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BY-LAWS

FOR THE REGULATION, EXCEPT AS OTHERWISE PROVIDED BY STATUTE OR
ITS ARTICLES OF INCORPORATION, OF

ORCUTT AREA SENIORS IN SERVICE, INC

A California nonprofit public benefits corporation dba

LUIS OASIS SENIOR CENTER (LOSC)

PREAMBLE

Orcutt Area Seniors in Service (OASIS) doing business as Luis Oasis Senior Center is organized as a Nonprofit Public Benefit Corporation under the California Nonprofit Corporation Law (the "Nonprofit Law"). As stated in Article II of the Corporation's Articles of Incorporation, approved February 08, 1985, the specific and primary purposes of OASIS is to provide an organization for activities aimed at encouraging all mature adults and senior citizens, to become involved in their community, enhancing their quality of life and provide social, education and cultural opportunities for mature adults and senior citizens in the community. These Bylaws govern the operations of OASIS, its Board, and the relationship between the Corporation and its Members as they work to achieve the purposes of the Corporation.

ARTICLE I - PURPOSE

1. The Corporation shall exist to own, fund, and operate the OASIS senior center.
2. The Corporation shall cooperate with other organizations to support the improvement of conditions of special interest to senior citizens in the Santa Barbara County.
3. The Corporation shall be noncommercial, nonsectarian, and nonpartisan. There will be no discrimination in programs, services, staffing, or volunteer opportunities based on race, creed, color, national origin, sex, or religion.
4. The name of the Corporation, or the names of its Directors in their official capacities, shall not be used in connection with any commercial concern or with any partisan interest or any other purpose not appropriately related to the promotion of objects of the corporation as designated in the Articles of Incorporation

ARTICLE II – MEMBERSHIP

SECTION 1. Membership

1. The General membership of the corporation shall be comprised of adults aged fifty (50) and above.
2. The Associate membership is comprised of adults under age fifty (50).
3. All members of the Corporation shall be invited by public notice to the Annual General Meeting in May of each year.

SECTION 2. Membership Application

Prospective members may apply for membership in the Corporation by submitting a membership application, including payment of dues.

SECTION 3. Eligibility

Membership in the Corporation is open to any person, regardless of race, sex, creed or ethnic background.

SECTION 4. Conduct

The Board may, when in its judgment the interest of the Corporation demands such action, after at least five (5) days notice by mail to the member, reprimand, suspend or drop from its membership anyone, who by his/her conduct, disturbs the harmony or endangers the good name of the Corporation.

SECTION 5 Annual Dues

The Board of Directors may, from time to time, adjust the amount of annual dues payable to the Corporation, upon the consent of the majority vote of those present at the meeting of this Board. The annual dues for General and Associate membership will be the same.

SECTION 6. Grievances

Any member or person associated with the Corporation is entitled to file a formal grievance with the Board of Directors. Said grievance should be explicit and be submitted in writing to the President. The person with grievance shall be invited to a specially scheduled Board meeting called by the President to answer questions and facilitate prompt disposition of the matter.

ARTICLE III – MEMBER MEETINGS AND VOTING

SECTION 1. General Membership

1. Annual Meeting: An annual meeting of the membership of the Corporation shall be held in May of each year for the purpose of OASIS membership information.
2. Special meetings of the general membership may be called at any time upon the request (giving the reason for such request) of ten (10) general voting members of the Corporation.
3. The President shall then have the absolute duty to call the meeting in accordance with such written request. Notice of all special meetings shall be given to all General members not less than five (5) days before the meeting.

SECTION 2. Governing Rules

The current edition of *Robert's Rules of Order* shall govern the proceedings of all meetings of the membership except as otherwise provided by the By Laws.

ARTICLE IV – BOARD OF DIRECTORS

SECTION 1. Power and Duties

1. Subject to the provisions of the Nonprofit Law, any limitations in the Corporation's Articles of Incorporation and the Bylaws, the business and affairs of the Corporation shall be managed and all corporate powers shall be exercised by or under direction of the Board. The Board shall promulgate, implement, and publish Policies and Operating Procedures guidelines pursuant to which the operations and purposes of the OASIS Senior Center will be accomplished.
2. It is the obligation of each Director to perform his or her duties in good faith, in a manner such Director believes to be in the best interests of the Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. This obligation extends to all activities a Director performs in that capacity including, without limitation, duties as a Member of any committee of the Board on which a Director may serve.
3. It shall be the duty of the Directors to:
 - a. Approve Bylaw changes
 - b. Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation or by these Bylaws;
 - c. Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe and supervise the duties and fix the compensation, if any, of all Officers, agents and employees of the Corporation.
 - d. Meet at such times and places as required by these Bylaws; and
 - e. Register their addresses, phone and facsimile numbers, and e-mail addresses with the Secretary. Notices of meetings delivered, telephone or telegraph to them at such addresses shall be valid notices thereof. Notice of meetings delivered by facsimile, e-mail or by other electronic means shall be valid notices thereof if, prior to delivery of the notice, the Director has given his or her consent to receive notice by such means.

SECTION 2. Elections

1. Members of the Board of Directors shall be elected for a three (3) year term by the Board of Directors in May prior to the Annual General Membership Meeting.
2. Nominees must be members and accept nominations.
3. The President, with the approval of the Board, shall appoint three (3) persons to serve in a Nominating Committee. The Nominating Committee will present qualified nominees to the Board prior to the May General Meeting.
4. The candidates receiving the most votes shall be deemed elected. In the event of a tie, the winner will be determined by a second vote for only the tied candidates. Should the same number of candidates as vacancies be nominated as Directors, they shall be elected to office by acclamation.

5. In the event of a vacancy on the Board, the Nominating committee will submit potential candidates for Board approval. The Board shall appoint a member to fill the unexpired term.

SECTION 3. Removal/Resignations

1. Any Board member may be removed by the affirmative vote of sixty percent (60.0%) of members of the Board, such vote to be by secret ballot. Any Director may resign at any time by giving written notice to the Board or to the President. Any such resignation shall take effect at the date of receipt of such notice or at any time specified by the designee.
2. Removal shall be without prejudice.

SECTION 4. Corporate Management

1. The Board of Directors, the collective Board representing the Executive Authority of the Corporation, shall manage the affairs of the Corporation.
2. At the discretion of the Board the number of Directors shall consist of no less than nine (9) or no more than fifteen (15) members.
3. The term of office of the incoming Board will begin on July 1st of the new fiscal year. Prior to the regular July Board meeting, the incoming members of the Board shall meet in a special session to elect five (5) of the elected members as President, First Vice President, Second Vice President, Secretary and Treasurer for the new fiscal year. These positions may be rotated by the Board as operating emergencies or as vacancies dictate.

SECTION 5. Board Meetings

1. The Board shall hold regular monthly meetings on a day and time to be agreed by the Board. Any Board member who is absent for three (3) consecutive regular meetings without just cause shall be deemed to have vacated his/her office. Any Board member unable to be present at a regular Board meeting is required to notify the President or Managing Director prior to the meeting.

SECTION 6. Special Meetings

1. Special board meetings may be called by the President or by any five Directors. The officers and board members shall be given notice of such meeting not less than twenty-four (24) hours in advance.

SECTION 7. Quorum

1. Two thirds (2/3) of the Directors present constitutes a quorum for the transaction of business at any meeting of the Board. If fewer than two thirds (2/3) of Directors are present, no business may be transacted other than the reading of the Minutes of the immediate past Board meeting, Treasurer and Committee reports and general discussion. No action requiring a vote of the Board of Directors shall be taken.

SECTION 8. Voting

1. The vote of a majority of the quorum present shall be a valid act of the Board of Directors, except in the case of the removal of a Director, in which case Article IV, Section 2, becomes operative. In the event of a tie vote, the President will be required to vote.

SECTION 9. Governing Rules

1. The current edition of *Robert's Rules of Order* shall govern the proceedings of all Board of Directors meetings except as otherwise provided by the Corporation By-Laws and Standing Rules.

SECTION 10. Compensation

1. The Board of Directors shall serve without compensation, although they shall be allowed reimbursement of expenses incurred in the performance of their regular duties as specified in Section 1.c. of this Article. Directors may be compensated for rendering services to the Corporation in any capacity other than Director only if such other compensation is reasonable, allowable and has been authorized by the Board.

SECTION 11. Policy

1. The Board of Directors shall set policy. It shall review and evaluate all programs on an on-going basis and shall be responsible for resource development, community awareness, executive advocacy, finance, short and long-range planning, personnel, public relations, and general corporate development.

SECTION 12. Parliamentarian

- i. 1. The President shall appoint a Parliamentarian to advise the presiding officer in responding to points of order and parliamentary inquiries, and generally to provide advice on conducting the meeting according to the rules.

ARTICLE V – CORPORATE STRUCTURE

SECTION 1. Officers

1. The Officers of the Corporation shall be the President, First Vice-President, Second Vice President, Secretary and Treasurer.
2. The Corporation may also have, at the discretion of the Board of Directors, one or more Assistant Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers.
3. The outgoing President shall hold the subordinate officer position of “Immediate Past President” and fill that office for a term of not less than one (1) year.
4. The President may annually appoint, with the approval of the Board of Directors, such other subordinate officers to designated positions, as the operations of the corporation may require. Each individual appointed to such subordinate office position shall hold said office for such period, have such authority, and perform such duties as are provided by these bylaws or in applicable resolutions of the Board of Directors.

SECTION 2. President

1. The President shall be the principal administrative officer of the Corporation, and shall be subject to the control of the Board, which has general supervisory direction and control of business affairs, officers and employees of the Corporation.
2. The President shall preside at the annual meeting of the members and at all meetings of the Board of Directors.
3. The President shall have the authority to sign, together with any other proper officer of the Corporation authorized by the Board, any deeds, mortgages, bonds, contracts or instruments which the Board of Directors has authorized to be executed, except in cases where the signing thereof shall be expressly delegated

by the Board of Directors, or by these By Laws or by statute, to some other officer or agent of the Corporation.

4. The President shall keep complete and accurate documentation of all activities of the President, and submit a copy of such documentation to the Secretary, which shall be deemed a part of the official records of this corporation. The President shall tender all such documentation and records to the successor President immediately upon leaving office.

SECTION 3. First and Second Vice Presidents

1. In temporary absence or disability of the President, the First Vice-President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all restrictions upon, the President.
2. The First Vice President shall oversee all discipline matters under the jurisdiction of the Board of Directors and make determination of whether the Board of Directors or the Human Resource Committee shall adjudicate the matter. The First Vice-President shall have such other power and perform such other duties as from time to time may be prescribed by the Board of Directors or these By Laws.
3. The First Vice President shall keep complete and accurate documentation of all activities of the First Vice President, and submit a copy of such documentation to the Secretary, which shall be deemed a part of the official records of this corporation. The First Vice President shall tender all such documentation and records to the successor President immediately upon leaving office.

The Second Vice President will assume the duties of the President in the event the President and First Vice President are not available.

SECTION 4. Secretary

1. The Secretary shall certify and keep, or cause to be kept, at the principal office of the corporation the original, or a copy, of the Articles of Incorporation and these bylaws, as amended or otherwise altered to date.
2. The Secretary shall keep, or cause to be kept, at the principal office of the corporation or at such other place as the board may direct, a book of minutes of all meetings, proceedings and actions of the Board and of committees of the Board.
3. The Secretary shall be the custodian of the records of the Corporation and of the books and papers relating to that office.
4. This office shall have such powers and perform such other duties as may be prescribed from time to time by the Board of Directors or these Bylaws.

SECTION 5. Treasurer

1. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and business transactions, including account of its assets, liabilities, receipts, disbursements, gains and losses. Books of accounts shall be maintained in accordance with applicable Generally Accepted Accounting Principles.
5. The Treasurer shall receive all funds and receipts of the Corporation, for which he/she shall be responsible.
6. The Treasurer shall pay all debts incurred by the Corporation when due.
7. The Treasurer shall maintain a detailed record of all disbursements and provide for an annual financial report to the membership, and monthly financial reports to the Board of Directors.

8. The Treasurer, with the assistance of the Managing Director, will prepare a yearly budget and present to the Board for approval.
9. The Treasurer will assist in the development of short and long term financial planning. This office shall be custodian to all funds of the Corporation, subject to such regulations as may be imposed by the Board of Directors.
10. All records for which this office is responsible shall be kept on a current accurate basis.
11. The Treasurer shall perform such other duties as may be directed from time to time by the Board of Directors or these By Laws.
12. If required by the Board, the Treasurer shall give the corporation a bond in the amount and with the surety or securities specified by the Board for faithful performance of the duties of the office and for restoration to the corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the Treasurer on his or her death, resignation, retirement, or removal from office.
13. The expense of the bonding shall be assumed by the Corporation.
14. The Treasurer will insure that a yearly audit is performed.
15. The Treasurer shall provide to the public, all filings required to be disclosed and made generally available to the public in the form or forms required by the Internal Revenue Service and all other tax regulation and charitable solicitation regulation authorities, or by statute.

SECTION 6. Additional Duties of all Officers

1. All officers shall perform the duties prescribed in the parliamentary authority in addition to those outlined by these Bylaws and those assigned from time to time. They also shall deliver to their successors all official materials not later than ten (10) days following the installation of their successors.

SECTION 7. Executive Director

1. In addition to the officers, as listed in Section 1 of this Article, the corporation shall have an Executive Director. Subject to the control of the board, the Executive Director shall be the chief administrator of the corporation and shall generally supervise, direct and control the corporation's activities and affairs.
2. The Executive Director shall exercise and perform such other powers and duties as may be from time to time assigned to him or her by the board.
3. The Executive Director shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these bylaws, or which may be prescribed from time to time by the Board.
4. The Executive Director shall attend all meetings of the Board including the Executive Committee and shall have no right to vote.

SECTION 8. Vacancies

1. In the event of a vacancy in the office of Vice-Presidents, Secretary or Treasurer, it shall be filled by Board appointment until the next scheduled election.
2. In the event of a vacancy, the office of the President shall be automatically filled by the First Vice President for the remainder of the term.

SECTION 9. Records

1. Original or Copies of the corporation's Governing documents, as amended to date, shall be open to inspection by the members at all reasonable times during office hours.

2. The corporation shall keep the original or copy of all the corporation's accounts, books and records of its business and properties, as provided for in Section 6320 of the Nonprofit Law and shall be open to inspection by the members of the corporation, from time to time and in a manner provided in Sections 6334 and 6330, respectively, of the Nonprofit Law.
3. All permanent records must be housed on the premises of the Luis OASIS Senior Center including Minutes of the meetings and financial records.
4. Copies of important documents may also be kept off-premises, all such documents to be kept for a period of at least seven (7) years or according to the Internal Revenue Service (IRS) and State of California retention rules.

ARTICLE VI - COMMITTEES

SECTION 1. Designation and Authority

1. The Board may, by resolution adopted by a majority of the authorized number of Directors, designate one (1) or more committees.
2. The Board may, by resolution adopted by a majority of the authorized number of Directors dissolve any committees, revoke, amend or modify the powers of any committee or revoke, amend or modify the purpose of any committee.

SECTION 2. Executive Committee

There shall be an Executive Committee that may exercise the authority in the management and affairs of the Corporation when the Board is not in session. The Executive Committee shall consist of the President, First Vice President, Second Vice President, Secretary and Treasurer. The Executive Director (ED) shall serve as a nonvoting Member of the Executive Committee.

SECTION 3. Standing Committees

Except as otherwise provided, the President shall, upon assuming office, appoint the standing committees and their chairperson as specified in this Article. The committee chairperson will present a report, either oral or written on a monthly basis to the Board. The President shall be a member ex-officio of all committees.

The Standing Committees are as follows:

- a. FINANCE/OVERSIGHT
- b. HUMAN RESOURCES
- c. MARKETING
- d. NOMINATING
- e. POLICY
- f. PROGRAM AND ACTIVITIES

SECTION 4. Advisory Committee

1. At the discretion of the Board, the corporation may have Advisory Committees. In addition, the Corporation may have such additional Advisory Committees as may from time to time be designated by the President or by resolution of the Board, with such purpose and composition as determined by the President of the Board.
2. The purpose and composition of the following advisory committees, if they exist, are as follows:
 - (i) Relocation and Oversight
 - (ii) Campaign Cabinet
 - (iii) Honorary Committee

SECTION 5. Ad-Hoc Committees

1. The President shall, subject to confirmation by the Board of Directors, appoint such additional ad-hoc committees as necessary and convenient to the business of the Corporation.

ARTICLE VII – STAFFING

SECTION 1. Staffing

1. Staffing of this Corporation will consist of one (1) Executive Director. Additional staff may be employed as deemed necessary.
2. The Executive Director shall be bonded. The expense of bonding shall be assumed by the Corporation.

ARTICLE VIII - MISCELLANEOUS

SECTION 1. By Laws Amendments

1. These By Laws may be amended as deemed necessary. Amendments to these By Laws will be submitted to the Board of Directors in order that conflict with the Articles of Incorporation will be avoided. The Bylaws changes shall be approved by the Board of Directors. Upon acceptance of these amendments, they will supersede all previous By Laws and amendments of the Corporation.
2. Bottom right will indicate date of revision.

SECTION 2. Contracts

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

SECTION 3. Loans

1. No loans shall be contracted on behalf of the Corporation and no evidence of unusual 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 4. Fiscal Year

1. The Fiscal Year of the Corporation shall be from 1 July through and including 30 June of the following year.

SECTION 5. Funds

1. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories, as the Board of Directors shall designate. All checks, drafts or orders for payment of money from said funds shall be signed by a minimum of two or three officers/appointees as determined by the Board of Directors.

SECTION 6. Amendments to Articles

1. Any amendment of the Articles of Incorporation may be adopted by approval of the Board of Directors.
2. Notwithstanding subsection a of this Section 6, the corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original

Articles of Incorporation regarding the names and addresses of the first directors of the corporation nor the name and address of the initial agent, except to correct an error in such statement or to delete either statement after the corporation has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to Section 6210 of the Nonprofit Law.

SECTION 7. Tax Exempt Status

1. The corporation shall act to maintain its tax-exempt status under Section 501 (c) (3) and other applicable Sections of the Internal Revenue Code and California Corporation Code.

SECTION 8. Certification

1. The undersigned, being all the persons of the Board of Directors of this Corporation, do hereby certify that the foregoing Bylaws, as revised, are adopted by the Corporation. Said adoption is in accordance with the powers of the Board of Directors, under Corporate Law and By-Laws of this Corporation, on the 13th day of October 2011.

Joe Sheaff, President

Pauline Herrmann, Board Member

Ron Glenn, 1st Vice-President

Virginia Cox, Board Member

Delores Luis, 2nd Vice President

Alexina Tyo, Board Member

Virginia Pelletier, Secretary

Joe Meler, Board Member

Rick Velasco, Treasurer

Loren Gasser, Board Member

Aubrey Collins, Board Member

Sylvia Connors, Board Member

Richard Sherman, Board Member

Al Diaz, Board Member

Marty McGrath, Board Member