

FRIENDS ASSOCIATION OF SERVICES FOR THE ELDERLY  
(A California Non-profit Corporation)

BY-LAWS

ARTICLE I. BOARD OF DIRECTORS

Section 1. Members. The Board of Directors of the Friends Association of Services for the Elderly (the "Association") shall consist of at least fifteen and not more than twenty-one members, appointed by College Park Quarterly Meeting of the Religious Society of Friends (the "Quarterly Meeting"). The exact number of authorized directors who shall constitute the Board of Directors of the Association at any time shall be the number (within such limits) determined from time to time by the Quarterly Meeting. At least a majority of the members of the Board of Directors shall be members or regular attenders of a Monthly Meeting of the Religious Society of Friends.

Section 2. Appointment and Removal. The Quarterly Meeting shall appoint members of the Board of Directors from rosters prepared by its Nominating Committee after consultation with the Nominating Committee of the Association. Appointments shall be for staggered terms of three years, with the exception of appointments from among the apartment residents of Friends House, which shall be for terms of one year. At least one-third of the Board of Directors shall be appointed annually by the Quarterly Meeting, including two members who are Friends House apartment residents. Vacancies in the Board of Directors may be filled at any meeting of the Quarterly Meeting. The person appointed to fill a vacancy shall serve to the end of the existing term. No director may serve for more than six successive years. Any person may be

reappointed after at least one year's leave from the Board. All directors serve at the pleasure of College Park Quarterly Meeting and no director may be removed except with the approval of the Quarterly Meeting.

Section 3. Powers and Duties; Delegation. The activities and affairs of the Association shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors. Subject to its ultimate direction, the Board of Directors may delegate the management of the activities of the Association to any person or persons or committee however composed.

Section 4. Regular Terms. Terms of service on the Board of Directors run from the first day of the sixth month of the calendar year in which the appointment is made through the 31<sup>st</sup> day of the fifth month of the calendar year in which the appointment ends. Except as provided below for the Nominating and Naming Committees, terms of service on standing committees run from the first day of the seventh month of the calendar year in which the appointment is made through the 30<sup>th</sup> day of the sixth month of the following calendar year.

## ARTICLE II. MEETINGS OF DIRECTORS

Section 1. Regular Meetings. The annual meeting of the Board of Directors shall be held at such time and place as shall be designated by the Board of Directors. Regular meetings of the Board of Directors shall generally be held every other month and at least five times a year at such time and place as shall be designated by the Board of Directors or the Clerk of the Association.

Section 2. Special Meetings. Special meetings of the Board of Directors may be called at any time by the Clerk of the Association or by any three directors.

Section 3. Notice of Meetings. Notice of the time and place of each regular or special meeting of the Board of Directors shall be given to each director (1) in writing sent by mail at least ten days before the meeting or delivered personally at least five days before the meeting, or (2) by telephone at least five days before the meeting.

Section 4. Quorum. A majority of the directors then in office (but not less than one-third the number of authorized directors) shall constitute a quorum of the Board of Directors for the transaction of business.

Section 5. Conduct of Business. Decisions of the Board of Directors shall be made by consensus after the manner of the Religious Society of Friends.

### ARTICLE III. EXECUTIVE AND OTHER COMMITTEES

Section 1. Appointment and Powers. The Board of Directors shall form an Executive Committee, a Nominating Committee and other standing committees. The Board of Directors may form *ad hoc* committees for such purpose or purposes, and with such powers, as the Board of Directors may designate.

Section 2. Executive Committee. The Board of Directors may appoint an Executive Committee from among the officers and the clerks of the standing committees of the Association who are directors. When the Board of Directors is not in session, the Executive Committee shall have and may exercise all the authority of the Board of Directors, except as limited by law. Notice of and the conduct of business at meetings of

the Executive Committee shall be in accordance with the provisions of these by-laws regarding meetings of the Board of Directors, except that a quorum of the Executive Committee shall be a majority of the members of the Executive Committee then in office, but not less than four persons.

Section 3. Nominating Committee. The Nominating Committee shall recommend persons to the Board of Directors for appointment to standing committees and as officers of the Association, and shall assist the Nominating Committee of the Quarterly Meeting in recommending persons for appointment as directors of the Association. The clerk of the Nominating Committee shall be a current or former member of the Board of Directors, and the other members of the Nominating Committee should be current or previous members of the Board of Directors. The Nominating Committee should attend to the rotation, balance and appropriate composition of committees over time. Members of the Nominating Committee shall be appointed to staggered two year terms. Terms of service on the Nominating Committee run from the first day of the ninth month of the calendar year in which the appointment is made through the 31<sup>st</sup> day of the eighth month of the calendar year in which the appointment ends. No member of the Nominating Committee shall serve for more than four successive years. Any person may be reappointed after at least one year's leave from the committee.

Section 4. Standing Committees. Members of committees other than the Executive Committees need not be members of the Board of Directors. The clerk of each committee should be a member of the Board of Directors. Except as otherwise provided for the Nominating and Naming Committees, appointments to standing committees shall

be for renewable one-year terms. Standing committees will be appointed to consider and recommend for adoption by the Board of Directors policies in the areas of health, quality of life, admissions, fund-raising, long-range planning, finance, physical plant, personnel and other concerns as may be needed.

Section 5. Naming Committee. The Board of Directors shall from time to time appoint the Clerk and other members of the Naming Committee. The Naming Committee shall recommend persons to the Board of Directors for appointment to the Nominating Committee. The clerk of the Naming Committee shall be a current or former member of the Board of Directors, and the other members of the Naming Committee should be current or former members of the Board of Directors. Terms of service on the Naming Committee run from when the appointments are approved, and conclude when all positions on the Nominating Committee have been filled. The Naming Committee should be appointed at the sixth month meeting of the Board.

ARTICLE IV. MEMBERSHIP

Section 1. The Association. The Board of Directors shall constitute the membership of the Association. Subject to such restrictions and limitations as the Board of Directors or a committee may from time to time prescribe for the orderly conduct of business or to safeguard privacy, meetings of the Board of Directors and committees shall be open to all interested persons.

ARTICLE V. OFFICERS

Section 1. Appointment and Removal. The Board of Directors shall appoint at each annual meeting a Clerk (President), an Assistant Clerk (Vice President), a Recording Clerk and a Treasurer, who shall be the officers of the Association to serve until the next annual meeting of the Board of Directors and until the appointment of their successors. The Board of Directors may, from time to time, appoint an Assistant Treasurer, who shall be an officer of the Association. All officers of the Association <sup>FASE</sup> serve at the pleasure of the Board of Directors and may be removed from office at any regular or special meeting, provided that the notice of such meeting includes a statement of the proposed action.

Section 2. Clerk. The Clerk (President) shall be the chief executive officer of the Association and shall preside at all meetings of the Association. The Clerk shall have the power to execute contracts, documents and instruments in the name of the Association when authorized to do so by the Board of Directors. At least once a year the Clerk shall present a written report of the activities of the Association during the preceding year. A copy of such report shall be submitted by the Clerk of the Association to the Clerk of College Park Quarterly Meeting.

Section 3. Assistant Clerk. The Assistant Clerk (Vice President) shall exercise the powers and perform the duties of the Clerk in the case of the Clerk's absence, disability, or death. The Assistant Clerk shall have such other powers and perform such other duties as may be granted or prescribed by the Board of Directors.

Section 4. Recording Clerk. The Recording Clerk (Secretary) shall be responsible for the recording of the minutes of the Board's meetings, the custody of the

Association's official documents, and performing all duties as pertain to the office or as may be prescribed by the Board of Directors.

Section 5. Treasurer. The Treasurer shall oversee the charge and custody of all funds of the corporation, shall oversee the deposit of such funds in the manner required by the Board of Directors, shall oversee the keeping and maintaining of adequate and correct accounts of the corporation's properties and business transactions, shall oversee the preparation of required reports and accountings, and shall discharge such other duties as pertain to the office or as may be prescribed by the Board of Directors. The Treasurer shall join in the execution of any document transferring title to real estate, pledging any corporate asset, or involving the expenditure of more than fifty thousand dollars. The Assistant Treasurer, if appointed, shall assist the Treasurer to the extent permitted by the Board of Directors.

## ARTICLE VI. AMENDMENTS

These by-laws may be adopted, amended, or repealed by the Board of Directors at any regular or special meeting, provided that the notice of such meeting includes a statement of the proposed by-law changes.

## ARTICLE VII. GENERAL PROVISIONS

Section 1. Principal Office. The principal office of the Association shall be at 684 Benicia Drive, Santa Rosa, California 95409.

Section 2. Fiscal Year. The fiscal year of the Association shall be from the first

day of the fourth month to the 31<sup>st</sup> day of the third month of the following calendar year.

Section 3. Seal. The Association has no seal.

Section 4. Fiscal Matters. All checks, drafts, demands for money and notes of the Association shall be signed in the name of the Association by such officer, officers, agent or agents as the Board of Directors may from time to time designate. The Association shall provide for an annual audit of its books and accounts by such person or persons as the Board of Directors may appoint. The financial books and records of the Association shall be at all reasonable times open for inspection by any Board member.

Section 5. Indemnity. The Association shall indemnify against financial loss to the full extent permitted under applicable law any director, officer, employee or other agent or former director, officer, employee or other agent who may become party or be threatened to be made party to any proceeding by reason of such person's being or having acted in good faith as an agent of the Association.

Recommended by the *ad hoc*  
By-law review committee: 6/29/99

Approved by the Board: 8/14/99

#### Certification

I, Kale Williams, Secretary of Friends Association of Services for the Elderly, certify that the foregoing By-laws are a full, true and correct copy of the By-laws adopted by the Association and most recently amended by the Board of Directors at its regularly noticed meeting held on the fourteenth day of the eighth month of 1999.

Kale Williams  
KALE WILLIAMS, Secretary

DATED: August 14, 1999