

THE SENIOR CENTER OF ELK GROVE, INC.

BYLAWS

2026

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SENIOR CENTER OF ELK GROVE, INC.

BYLAWS

ARTICLE I NAME AND REFERENCE

The legal name of the organization shall be Senior Center of Elk Grove, Inc. The Corporation was formed under Section 501(c)3 of the Federal Internal Revenue Code of 1986, on April 14, 1980 under the laws of the State of California. For reference only, the terms "SCEG" or "Senior Center" may also be used to describe the Corporation.

Section 1 DBA(s)

The Senior Center of Elk Grove may choose to add "Doing Business As" ("DBA") to represent a particular project. The Board of Directors shall have full power and authority over all DBA(s). SCEG shall file all prerequisite legal formalities.

ARTICLE II PRINCIPAL OFFICE LOCATION

The principal office of SCEG is 8230 Civic Center Drive, Suite 140 in the City of Elk Grove, Sacramento County, California. All Corporate records and documents shall be kept at this office. The Board of Directors is granted full power and authority to change the principal office of SCEG from one location to another in the City of Elk Grove, County of Sacramento, California. Any change of address will be noted in the Bylaws, but will not be considered an amendment of the Bylaws.

The Board of Directors is granted full power and authority to expand or rent additional locations for the purpose of adding new programs for a growing membership.

ARTICLE III PURPOSE AND MISSION

Section 1 Purpose

The purpose of SCEG is for the operation of a senior citizens' activity center in Elk Grove, as set forth in the Articles of Incorporation.

Section 2 Mission

The mission of SCEG is to empower adults in our community who are 50 and over to live meaningful, healthy and dignified lives by providing programs for lifelong learning, social interaction and independence in a welcoming environment.

Section 3 Equity Statement

SCEG is committed to a diverse, inclusive and equitable environment where all members, volunteers, staff and Board members feel respected and valued regardless of gender, age, race, ethnicity, creed, national origin, sexual orientation or identity, disability, education, marital status or any other bias as defined unlawful by Federal, State or local laws.

ARTICLE IV DEDICATION OF ASSETS AND DISSOLUTION

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

Upon liquidation or dissolution, all properties and assets, in the manner determined by the Board of Directors for dissolution of all properties and assets, less payment of obligations, shall be distributed to a nonprofit fund, foundation or corporation for charitable causes at the sole discretion of the Board of Directors of SCEG provided the designated charity or charities qualify under Section 501(c)3 of the Federal Internal Revenue Code of 1986 or its successor subject to approval by the California Attorney General's office.

ARTICLE V MEMBERSHIP

Section 1 Membership

Membership rights in any class of membership shall not be transferable. Nor is any member of SCEG personally liable for debts, obligations or liabilities solely because of membership.

Members of Record in Good Standing. Members of Record are defined as adults having successfully executed the membership information form, paid annual dues in support of SCEG activities and programs and agreed to abide by SCEG Policies and Procedures.

Active Members of Record have the right to vote for the Corporation's Board of Directors as per Article VII, Section 3. They do not have vested voting rights to vote upon other Corporate decisions.

Members have the right to receive notice of the Annual General Meeting held each year in the month of July at the principal office of SCEG at a time during the day when members can attend if so desired. This notice may be given personally, by electronic transmission, by mail addressed to the member's address on record, or published at least once in the SCEG newsletter. Notice should be given not less than 10 days or more than 30 days before the date of the meeting.

Membership Vote, Quorum and Proxy. Each member of record carries one vote. There shall be no registration to vote by proxy. One-third of the voting power, represented in person or cast by ballot by the set date of election, shall constitute a voting quorum at a meeting of members.

In the absence of a quorum by and on the set date of election, the set date of election will be rescheduled. (See, Cal. Corp. Code §7512, or its successor). A members' quorum is defined as 1/3 of those voting members who have voted by ballot.

Member Termination for Nonpayment of Dues. Any member who fails to pay their dues within 60 days of the due date, termination shall automatically occur on the 61st day after the membership renewal date. Members shall be provided with a notice of renewal 1 month prior to membership expiration. Renewal notices will include a "Notice of Termination" for non-payment. No further notices are necessary.

Member Termination for Cause. Membership in SCEG may be terminated for cause by a majority of the Board of Directors upon recommendation of the Executive Director and placement on the meeting agenda of the Board of Directors. Prior to the said scheduled agenda date, the member must receive a 15 day notice of the proposed termination by certified letter with a return receipt requested.

The member shall be given an opportunity to appear before the Board of Directors to challenge said proposed termination. The member shall be informed of the Board's decision by regular mail postage prepaid. The member may contest said termination either orally or in writing within 1 year after the date of their removal. (Cal. Corporations Code § 5342 or its successor.)

Section 2 Life-long Members of Record

Life-long members of record are defined as those persons determined by the Executive Director to be honored with a lifetime membership upon approval by the Board of Directors. Life-long members receive a free membership and carry the same rights as stated for members in good standing.

Section 3 Associate Business Members of Record

Associate Business Members of Record are defined as businesses that have successfully executed the Associate Business Form, paid an annual fee in support of SCEG activities and programs and agree to abide by SCEG Policies and Procedures. Associate Business Members of Record do not carry the right to vote.

ARTICLE VI EXECUTIVE DIRECTOR

Section 1 Executive Director

The Board of Directors shall determine and hire an "At Will" permanent full time Executive Director (hereafter referred to as "ED") for SCEG. Prior to any hiring of an "At-Will" ED employee, the position, job description and benefits package shall be approved by the Board of Directors.

The ED shall serve as an Ex-officio Board of Directors member of SCEG. The ED serves on the Board of Directors by virtue of their position and role in the Corporation but does not carry the right to vote. When the ED is replaced, removed, resigns or steps down from their position they cease to be a Board member. The ED serves in the senior management position and receives reasonable compensation as defined by the Internal Revenue Service and is set by the Board of Directors.

- The ED shall not take part in any discussion or decision regarding ED compensation, nor participate at any Board of Directors meetings where their salary is discussed and a call for a vote is necessary as this is a conflict of interest and is to be noted on the yearly Conflict of Interest statement signed by the ED.

The ED, subject to the direction of the Board of Directors, is to make sure the overall functioning and strategic operation of SCEG is carried out on a day-to-day basis, making decisions they believe are in the best interest of the Corporation. They are obligated to act with undivided loyalty and must not seek to benefit personally from any SCEG activities or resources.

The current duties, obligations and tasks of the ED as stated in their job description shall be provided to the Board of Directors.

ARTICLE VII BOARD OF DIRECTORS

Section 1 Board of Directors

The Board of Directors (hereafter referred to as “Board”) shall consist of elected Directors and shall be referred to as Directors. The Officers shall consist of a President, Vice-President, Secretary and Treasurer and are known as Ex-officio Directors.

Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and other applicable laws and subject to any limitations of SCEG Articles of Incorporation or the Bylaws, the activities and affairs of the Corporation shall be conducted by, and all Corporate powers shall be exercised by or under, the direction of the Board. The Board is defined as non-paid volunteers of the Corporation, who are willing and able to provide time and expertise and perform the duties of the Corporation as defined in the mission statement. Further, all members of the Board shall be current in member dues to be eligible for their Board position.

In addition to all other responsibilities outlined above or assigned by the President, each Board member shall assist in the promotion of SCEG to the general public. This is to include such things as encouraging expansion of membership, assisting with fundraising efforts, SCEG events and willingness to chair and work on committees.

Section 2 Number of Directors

The number of Directors of SCEG shall be no fewer than 3 and shall not exceed 13.

The City of Elk Grove may appoint a Director Representative. The City shall be included in the total number of Directors. All members of the Board, with the exception of the ED, shall have full voting rights and responsibilities pertaining to the direction and operation of SCEG.

Section 3 Nominations and Voting

No later than the February Board meeting, the President shall appoint a Board member to chair the Elections Committee. The Committee chair shall in turn appoint a committee consisting of no fewer than two and no more than four additional Board members. In the event there are too few non-conflicted Board members to serve on the Elections Committee, the Committee chair may seek other members in line with the Election Policy and Procedures Guide in effect at the time.

Eligible voting members are defined as members in good standing as of May 1 of the current year under Article V, Section 1 of these Bylaws. The Elections Committee will count the ballots, and notify all candidates of the election results within 48 hours after counting is completed and announce the results at the June Board meeting.

The Board will implement the election process in compliance with the Election Policy and Procedures Guide in effect at the time, as may be amended by Board action.

Section 4 Challenges to Elections

If an election to the Board of Directors is challenged by a candidate within 7 days of the announcement of election results, the Elections Committee will offer the option to have the challenging member observe a recount of all ballots cast. If that does not resolve the challenge, the Board President must make a final determination of votes cast.

Section 5 Election and Term of Office

The newly elected Directors shall be installed as Directors at the July Board meeting, with an effective term date of the 3rd Monday of July of the current year until the 3rd Monday of July of the year two years in the future (a term of 2 years). All appointed Directors will fill the position of the unexpired term of their predecessor. (Refer to Section 6, Vacancy and Resignation.)

The President, Vice President, Secretary and Treasurer of the newly elected Board shall be selected at the July meeting of the new Board. From July 1 until said July meeting of the Board, the previously selected Officers shall be vested with authority until the new Officers are appointed and installed.

Section 6 Vacancy and Resignation

Vacancies on the Board shall occur in the event of (a) the death, removal or resignation of any Director; (b) the declaration by resolution of the Board of a vacancy in the office of a Director who has been convicted of a felony, declared of unsound mind by a court order, or found by final order or judgement of any court to have breached a duty under California Nonprofit

Public Benefit Corporation Law; (c) the increase of the authorized number of Directors needed; or (d) the failure of enough Directors being elected or appointed by the Board to fill the authorized number of Directors needed for a quorum, (Article IX, Section 8).

A Director may resign at any time upon written notice to the ED or the Board President. Such resignation shall be effective upon receipt or the time specified in the written notice. Any resignation, which causes the vacancy of a Director position, may be filled by appointment by the President, without special election and by approval of the Board for the un-expired term of the predecessor and shall be referred to as an interim Director.

Section 7 Removal

Any Board member is subject to removal by the Board after having 2 consecutive unexcused absences or for just cause in accordance with California law.

Section 8 Limited Liability

Subject to their fiduciary responsibilities and standards of conduct for Directors, including, but not limited to, the duty of care, the duty of loyalty, the duty of inquiry and other duties imposed by law, the Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

Section 9 Conflict of Interest

Each year at the July Board meeting, a Conflict of Interest Policy will be given to each current Board member to be read and signed indicating any “Conflict of Interest” with SCEG. This signed statement is to be placed into the Corporate records. This section is to meet IRS form 990 requirements.

Board members shall make any potential conflicts of interest known to the other members of the Board. In the event of a situation where a conflict of interest could influence their decision-making, Board members shall recuse themselves from the situation. No two individuals from the same household may serve on the Board, whether elected or appointed. At all times prudent behavior should dictate actions taken or Board appointments made where a potential conflict of interest is evident. Minutes of the Board meeting should reflect when a Board member discloses that they have a conflict of interest and how the conflict is managed.

Section 10 Duty of Care and Loyalty

Each Director owes a duty of care to SCEG and is required to perform with the level of care that an ordinary prudent person in a like position would use under similar circumstances. To ensure the duty of care is met, a Director must review the Corporation’s Bylaws to better understand SCEG’s mission, their expected roles, responsibilities and operations.

A Director is obligated to act with undivided loyalty, be fair in their dealings with SCEG and must not seek to benefit personally from the activities or resources of the Corporation, nor involve themselves in any self-dealing transactions.

Section 11 Loans of Corporate Funds

SCEG may not grant loans to its Directors without Attorney General Approval, with the exception of money advanced for an expense reasonably anticipated to be incurred in the performance of the duties, provided they were otherwise entitled to reimbursement for said expense.

Section 12 Prevention of Derivative Actions and Third Party Lawsuits

A Director shall always honor the Duty of Care and Loyalty, (Article VII, Section 9). They must always act in good faith and in a manner they believe to be in the BEST INTEREST of the Corporation. A Director must never be involved in any self-dealing actions or a breach of the Charitable Trust as defined by the Attorney General's office. The Board shall address and resolve any complaint from a member related to a questionable transaction. That resolution will be given in writing to the member and attached to the minutes of the Board meeting where the decisive action took place. Any Director who does not adhere to this section is not covered by the following indemnification.

Section 13 Indemnification

SCEG shall indemnify, to the maximum extent of its current insurance policy, by providing Directors and Officers insurance covering discrimination, harassment, breach of contract, breach of charitable trust, defense costs incurred in defending against claims made by third parties for alleged wrongdoings and for monetary damages, settlements and awards resulting from successful claims.

Insurance shall also provide liability protection for the personal assets of SCEG Officers, Directors and their spouses, in the event of a lawsuit by employees, vendors, current or past members, investors, competitors or other parties, for actual or alleged wrongful acts in managing or representing SCEG.

ARTICLE VIII OFFICERS OF THE CORPORATION

Section 1 Officers

The officers of SCEG shall consist of a President, Vice President, Secretary and Treasurer. Each officer of the Corporation shall be a voting member of the Board and as such, subject to the rules for nomination, election, term of office, resignation and vacancy as set forth in Article VII. Any number of offices may be held by the same person, except that the Secretary or Treasurer may not serve concurrently as the President.

Section 2 President

The tasks of the President shall include, but are not limited to, the following:

- The President, subject to the direction of the Board, shall be the principal Chief Executive Officer of the Corporation.
- The President shall lead and manage Board processes, Board members and Executive Committees of the Corporation and shall preside at all Board meetings.
- The President shall select the chair of all committees and serve as Ex-officio.
- The President shall be the sole supervisor of the ED, communicate regularly with the ED and Board and when the ED is replaced, lead all aspects of ED onboarding and transitions, which may be delegated.
- The President shall establish clarity of Board roles, responsibilities and performance objectives.
- The President shall serve on the Financial Committee.
- The President shall fill Board vacancies as stated in Article VII, Section 6.

Section 3 Vice President

The tasks of the Vice President shall include, but are not limited to, the following:

- The Vice President shall, in the absence of the President, perform all duties of the President and when so acting, have all the powers and be subject to all the restrictions upon the President.
- The Vice President shall serve on the Financial Committee.
- The Vice President shall serve as the Chairperson of the Internal Audit Committee.

Section 4 Secretary

The Secretary shall be responsible for the safe keeping of the papers and correspondence of SCEG at the principal office, including the Articles of Incorporation, a copy of the Federal and State tax exemption, the original copy of the certification of the Bylaws as amended to date. As custodian of the Corporations records, shall ensure the Corporation remains in good standing under the laws of the State of California.

The Secretary of the Corporation shall act as the Secretary of the Board. In the event the Secretary is absent, the President or presiding Officer shall designate a member of the Board to act as Secretary for that meeting.

The tasks of the Secretary shall include, but are not limited to, the following:

- Prepare and maintain an accurate record of all proceedings of the Board in the minute book.
- Ensure notice of meetings given to the Board and to the membership, which may be delegated.

- Keep a record of the names and current addresses of all Board members.
- The Secretary shall serve on the Financial Committee.

Section 5 Treasurer

The tasks of the Treasurer shall include, but are not limited to, the following:

- Chair the Financial Committee to prepare the annual fiscal year budget and any necessary revisions for presentation to the Board for approval no later than the June Board meeting.
- Implementing and maintaining financial policies and establishing new ones as needed with Board approval.
- Monitoring the finances of the Corporation, which may be delegated.
- Provide to the Board financial and budget strategies as determined by the Financial Committee.
- Overseeing Corporate investments and other accounts, which may be delegated.
- The Treasurer shall validate the deposit of all funds received by the Corporation in such financial intuitions as approved by the Board, which may be delegated.
- In the absence of the Treasurer, the Board President shall appoint a Board member to perform the duties of the Treasurer.
- Perform all duties incidental to the office of Treasurer, over which the Treasurer has direct authority and control and other duties as may be required by law, the Articles of Incorporation, the Bylaws and duties which may be assigned from time to time by the Board.
- Treasurer is to present to the Board a completed copy of IRS Form 990 before the form is filed with the IRS and the State of California. This action does not require Board approval, but is to be noted in the minutes.
- Present to the Board at each regularly scheduled meeting from the unaudited financial statements provided by an outside firm, the operative cash flow of SCEG and present any discrepancies of note between the actual income and expenses versus the projected income and expenses for the current year.

Section 6 Executive Committee

The Executive Committee shall consist of the Board President, Vice President, Secretary, Treasurer and ED. The Executive Committee shall have special authority to act on behalf of the full Board to facilitate decisions in urgent and crisis circumstances, such as handling pandemics, fire, disasters, or any uncontrollable natural forces in operation.

ARTICLE IX BOARD OF DIRECTORS MEETINGS

Section 1 Annual General Meeting

The annual general meeting of SCEG shall be held each year during the month of July at the principal office of the Corporation, for the purpose of introducing new Officers and Board

members for the next fiscal year. The annual general meeting shall be held at a time during the day when a majority of members can attend.

Section 2 Regular Meetings of the Board

Regular meetings of the Board may be open to the public and SCEG members and may be held monthly at a time and location to be specified in the monthly newsletter. A tentative yearly schedule for Board meetings will be distributed at the July Board meeting.

A regular meeting may be cancelled due to lack of business, or the lack of a quorum. Notification will be posted at SCEG at least 48 hours prior to its scheduled date.

Section 3 Closed Meetings of the Board

Closed meetings of the Board shall not be open to SCEG members, the public or staff, with the exception of the ED. Confidential information shall not be disclosed. No notice of a closed meeting is required to be sent to SCEG members, the public or staff.

Section 4 Special Meetings of the Board

The President, ED, or three members of the Board, excluding Director Representatives, may call special meetings of the Board for any stated purpose. Notice of special meetings, including the time, date and place, shall be given to each Board member by first-class mail to the address on record 4 days before the meeting, or 48 hours' notice delivered personally, or by telephone to the number on record, or other electronic method of communication.

Section 5 Waiver of Notice of Special Meetings

Regardless of how a notice of special meeting is given, a meeting of the Board shall be deemed as though proper notice had been given if all Directors sign a written waiver of notice and consent to hold the meeting and that said waiver is kept with the minutes of the meeting; or the Directors who attend the meeting do not protest the lack of adequate notice.

Section 6 Action Without Meeting

Any action required to be taken by the Board may be taken without a meeting if a majority of the voting Board consents in writing or other electronic method of communication to that action. Such action, by consent, shall have the same force and effect as a unanimous vote of the Board. Such consent shall be filed with the minutes of the proceeding.

Section 7 Place of Meetings

All Board meetings, whether annual, regular, special or closed, shall be held at the principal place of business of the Corporation, or at a location convenient to the membership as may be designated by the Board.

Section 8 Quorum and Voting

A quorum consists of a majority of the Directors then in office and in attendance, but no fewer than one-fifth of the authorized number in Article VII, Section 2. All decisions made by a quorum of Directors present at the meeting duly held shall be regarded as the act of the entire Board. Each voting member of the quorum shall be allowed one vote per transaction of business.

If a Board of Directors meeting is without a quorum present, only matters of a general nature not requiring a vote may be transacted; or by the vote of a majority of those in attendance the meeting may be adjourned.

Section 9 General

Any rule may be revised insofar as such rules are inconsistent or in conflict with the Bylaws, Articles of Incorporation, or with Federal or State law. Meetings of the Board shall be presided over by the President or in their absence, the Vice President, or in the absence of both, by the Secretary, or in the absence of all 3, by the Treasurer.

ARTICLE X OPERATING COMMITTEES

Section 1 General

The Corporation may have such standing committees, ad-hoc committees and advisory committees as shall be, in the opinion of the Board, necessary for the proper function of the Corporation. Committees may be composed of members of the Board, active members of the Senior Center, staff delegated by the ED or members of the public recommended by the Committee chair and approved by the Board President. Committees will report findings and recommendations to the Board.

ARTICLE XI LEGAL AND FISCAL AFFAIRS

Section 1 Fiscal Year

The fiscal year of the Corporation shall be July 1st through June 30th of the year.

Section 2 Execution of Contracts/Instruments

The Board, except as otherwise provided in these Bylaws, may authorize any Officer, ED, Director or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation and such authority may be general or confined to a specific instance.

Section 3 Negotiable Instruments

Except as otherwise specifically determined by the Board, or as otherwise required by law, all cash, checks, drafts, wire transfers and orders for payment of money and other evidence of indebtedness of SCEG shall require backup documentation and the require signatures for dollar limits as specified in SCEG's Financial Policies. All Financial Policies, including revisions, are to be Board approved. A review by the Financial Committee is to be done yearly.

Section 4 Financial Committee

The Financial Committee, chaired by the Treasurer, will consist of the President, Vice President, Secretary, Treasurer and ED, or any other Director appointed by the President. They shall determine the bank(s) or investment services to be used and for what purpose. All bank accounts and investment services shall be in the name of SCEG.

The ED shall be responsible for obtaining, in a timely manner, all new signatures on bank and investment service accounts affected by any change in the Officers. The ED may delegate this task.

The Financial Committee shall be allowed to prudently invest *time sensitive funds* on behalf of SCEG after they have met and agreed to the best investment. The agreed upon investment decision(s) are to be in writing and sent by electronic transmission to each member of the committee before the investment transaction(s) is completed. Said completed investment shall be provided to the Board at the first meeting following completion of the action and noted in the minutes.

When mandated, the Financial Committee shall present the Corporation's financial audit or review as prepared by an outside Certified Public Accounting firm to the Board for approval and ensure the Board addresses all recommendations made by the Certified Public Accounting firm.

All other non-time sensitive investments shall be presented to the Board for approval.

Section 5 Deposits

All funds owed shall be in the name of SCEG, not a third party, and shall be deposited into the current respective account for SCEG as often as prudent.

All funds received shall be counted by the ED or any staff member designated by the ED. The deposits shall be validated by a second person who may be an Officer or staff member.

All funds not deposited shall be appropriately labeled and held in a locked safe at SCEG until deposited.

Section 6 Reimbursements

Board Members, committee members, employees or volunteers, may be reimbursed for funds spent on behalf of SCEG if said funds were spent with the specific knowledge and prior approval of the ED, Assistant Director or an Officer of SCEG. Reimbursements of over \$1,500 are not permitted without approval of the Board. Receipts are required for all expenditure reimbursements.

Section 7 Capital Improvements/Repairs

Any capital improvement expenditure in excess of \$7,500 shall require a minimum of 2 bids in writing, unless a dire emergency. The ED will select the bid they believe is in the best interest of SCEG. The Board will be advised of the expenditure and the reason for it at the Board meeting following the expenditure.

Section 8 Audit

The Board shall request an audit or review of the books and accounts of the Corporation to be conducted by an independent certified public accountant when mandated or at least every third year. In years when no certified public accountant audit is conducted, an internal audit shall be conducted by a committee selected by the President and chaired by the Vice President.

ARTICLE XII CORPORATE RECORDS AND REPORTS

Section 1 Minutes of Meetings

The Corporation shall keep at its principal office or such other place as the Board may permit, a book of minutes of all meetings of the Board with the time and place of holding, whether regular or special, or if special, how authorized, the notice given and the name of those present and the proceedings thereof.

Section 2 Accounting Records

The Corporation shall keep and maintain adequate and correct accounts of its properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Section 3 Inspection of Records

Any Director or Member in good standing (as defined in Article V, Section 1), shall have the right, at any reasonable time, to inspect the Articles of Incorporation, Bylaws, Board minutes, resolutions, IRS tax filings and other public records that are mandated by law within 5 years. Requests for records shall be made in writing to the SCEG ED and shall allow for a minimum of 10 business days for compilation of said records and shall be provided no more than 15 business days after receipt of the solicitation request. The right of inspection includes the right to copy

and make extracts of said documents, with the exception of the SCEG membership mailing list that contains sensitive data protected by law. The costs of copying said records shall be paid by the Member who solicits the same. The inspection may be made in person or by the Member's agent or attorney in the presence of the ED or a Board Officer.

ARTICLE XIII DUES

Section 1 Assessment of Dues

The Board, based upon the recommendation from the ED, shall set membership dues.

ARTICLE XIV AMENDMENTS AND REVISIONS

These Bylaws may be amended, revised or repealed by approval of the Board and voted on by a majority of voting members of the Board present at any regular or special meeting as called by the Board, providing the notice for the meeting includes the proposals for amendment(s). Any proposed amendment shall be posted at SCEG at least 10 days in advance of the meeting at which they are acted upon.

No amendment may add a provision that is in conflict with law or the Corporations Articles of Incorporation.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the Senior Center of Elk Grove, Inc., a California nonprofit public benefit corporation; that these revised and restated Bylaws, consisting of 14 pages, are the Bylaws of this Corporation as adopted by the Board of Directors on _____; and that these Bylaws have not been amended or modified since that date.

Executed on _____ at Elk Grove, California.

Elaine Horton, Secretary