

# **Interlink, Inc.**

## **Bylaws**

### **ARTICLE I**

#### **NAME**

Section 1. Name. The registered name of the corporation is Interlink, Inc.

### **ARTICLE II**

#### **PURPOSE**

Section 1. Purpose. The purpose of Interlink Inc is to provide services that enable seniors and others to live independently in their own homes. This purpose is accomplished with activities including:

- Recruiting volunteers;
- Providing transportation;
- Building wheelchair ramps;
- Providing minor yard work;
- Performing minor repairs; and
- Partnering with care providers in Lewiston-Clarkston valley agencies.

### **ARTICLE III**

#### **BOARD OF DIRECTORS**

Section 1. Powers. There will be a Board of Directors of Interlink, Inc., which will supervise and control the business, property and affairs of the Corporation, except as otherwise expressly provided by law, the Articles of Incorporation of the Corporation, or these Bylaws.

Section 2. Number and Qualifications. The members of the Board of Directors of Interlink, Inc. are duly selected by the board. The Board of Directors will be composed of no less than eight (8) nor more than twelve (12) at-large individuals, plus the Executive Director who will be an ex-officio director without vote. Director membership will seek geographic, ethnic and social representation of senior citizens within the area. Any person interested in the objectives and philosophy of this organization and who is willing to uphold its policies and subscribe to its bylaws shall be eligible for Director Membership.

Section 3. Election and Term of Office. The members of the Board of Directors will be elected by the directors to serve a 3-year term beginning on the first day of the fiscal year until such time as the member resigns or is removed by the Executive Committee. One-third (1/3) of the directors will be elected each year to replace those whose terms expire by assigning Board members to Class A, B or C, with efforts made to keep each class of directors of approximately equal size. Class A will have their term expire in 2018 (and every three years thereafter), Class B will have their terms expire in 2019 and Class C will have their terms expire in 2020. Board members may serve two consecutive terms.

Section 4. Resignation. Any director may resign at any time by giving written notice to the President of the Corporation. Such resignation will take effect at the time specified therein,

or, if no time is specified, at the time of acceptance thereof as determined by the President of the Corporation.

Section 5. Removal. Any director may be removed from such office with or without cause by two-thirds (2/3) vote of a quorum of the Board of Directors at any regular meeting, or, a special meeting of the Board called expressly for that purpose. The group represented will be apprised of the reason for such termination.

Attendance will be primary responsibility of each member of the Interlink, Inc. Board of Directors. Any member who is absent for three consecutive meetings will be liable for dismissal from the Board of Directors and will be reviewed by the Executive Committee at their next regularly scheduled meeting. The Executive Committee will make a recommendation as to the status of that member at the next regular Director's meeting.

Section 6. Vacancies. Vacancies will be filled by majority vote of the remaining members of the Board of Directors for the unexpired term.

## **ARTICLE IV OFFICERS**

Section 1. Officers. The officers of the Corporation, will consist of President, Vice President, Secretary and Treasurer.

Section 2. Election of Officers. The officers of the Corporation will be elected by the directors at the annual meeting and their term of office will begin at the close of the annual meeting.

Section 3. Term of Office. The officers of the Corporation will be installed at the annual meeting at which they are elected and will hold office for one (1) year.

Section 4. Resignation. Any officer may resign at any time by giving written notice to the President of the Board. Such resignation will take effect at the time specified in the notice, or if no time is specified, then immediately.

Section 5. Removal. Any officer may be removed from such office, with or without cause, by a [majority] [two-thirds] [three-fourths] vote of the directors at any regular or special meeting of the Board called expressly for that purpose.

Section 6. Vacancies. A vacancy in any office will be filled by the Board of Directors for the unexpired term.

Section 7 President. The President will preside at all meetings of the Board of Directors. In general, s/he will perform all duties incident to the office of president and such other duties which will be prescribed by the Board of Directors from time to time. The President will only exercise the right to vote in case of a tie.

Section 8 Vice-President. In the absence of the President, the Vice-President will perform the duties of the President, and when so acting will have all the powers of and be subject to all the restrictions upon the president. The Vice-President will perform other duties assigned by the President or by the Board of Directors.

Section 9 Secretary. In the absence of office staff, the Secretary will be asked to keep minutes of meetings held by the Board of Directors. The Secretary will perform such other duties as assigned by the President or the Board of Directors.

Section 10 Treasurer. The Treasurer will participate in all financial activities such as preparation of the annual operating budget to be presented at the annual meeting for approval by the membership. The Treasurer will, in general, perform all duties incident to the office of Treasurer and such other duties as assigned by the Board of Directors.

## **ARTICLE V EXECUTIVE DIRECTOR**

The executive director of the Interlink, Inc. serves as an ex-officio director without vote on the Interlink, Inc. Board of Directors. The executive director will be hired with approval of a quorum of the Board of Directors. The Board of Directors will advise the Executive Director on all matters relating to the development and administration of Interlink, Inc. and operations thereunder. The Executive Director will seek advice and assistance of the Board of Directors. He/she will be charged with the active direction and management of Interlink, Inc. and carrying out the administrative duties under the By-laws. All other Interlink, Inc. staff will be hired or terminated by the Executive Director with approval of the Executive Committee.

## **ARTICLE VI MEETINGS**

Section 1. Regular Meetings. Regular meetings will be held no less than six (6) times per year and no more than twelve (12) times a year. Interlink, Inc. may cancel or change the meeting day or time by a majority vote. Thirty (30) days advance notice of such meeting changes will be given.

Section 2. Annual Meeting. A regular annual meeting of the Board of Directors of the Corporation will be held each year, at such time, day and place as designated by the Board of Directors

Section 3. Special Meetings. Special meetings of the Interlink, Inc. Board of Directors may be called whenever deemed necessary by the Executive Director. Written notice will be given five (5) days in advance. No other business may be conducted at a special meeting other than that listed upon the agenda in the call to the meeting.

Section 5. Minutes. Minutes of each meeting will be taken by the Interlink, Inc. Board of Directors appointed Secretary and distributed with the agenda for the next regular meeting.

Section 6. Quorum. At least fifty-one (51%) of the Board of Directors Members must be present to constitute a quorum and allow business to be conducted legally.

Section 7. Manner of Acting. All seated members of the Interlink, Inc. Board of Directors will have one vote. All voting will be done in person in the manner designated by the Board of Directors. The Board of Directors Vice-President will be given full voting power. The President

will only exercise the right to vote in case of a tie. The Executive Director serves as an ex-officio Director without vote.

Section 8. Unanimous Written Consent in Lieu of a Meeting. The Board may take action without a meeting if written consent to the action is signed by all of the directors.

## **ARTICLE VII COMMITTEES**

Section 1. Committees. All standing and special committees may be created as required by the Executive Board and discontinued at its discretion.

Section 2. Executive Committee. The Executive Committee will consist of the President, Vice-President, Secretary, Treasurer and Immediate Past President. Responsibilities include:

- Approve and amend the agenda for meetings;
- Review the financial and measurement reports;
- Make decisions on the behalf of the Interlink, Inc. Board of Directors in emergency situations and make recommendations to the Board of Directors at all other times; and
- Conduct annual evaluations on the programs in the Interlink, Inc. Strategic Plan, and forward recommendation to the Board of Directors.

Section 3. Other Committees and Task Forces. All standing and special committees or task forces may be created as required by the Executive Board and discontinued at its discretion.

## **ARTICLE VIII NONDISCRIMINATION**

Interlink, Inc. does not and will not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to, hiring and firing of staff, selection of volunteers and vendors, and provision of services. We are committed to providing an inclusive and welcoming environment for all members of our staff, clients, volunteers, subcontractors, vendors, and clients.

Interlink, Inc. is an equal opportunity employer. The Corporation will not discriminate and will take affirmative action measures to ensure against discrimination in employment, recruitment, advertisements for employment, compensation, termination, upgrading, promotions, and other conditions of employment against any employee or job applicant on the bases of race, color, gender, national origin, age, religion, creed, disability, veteran's status, sexual orientation, gender identity or gender expression.

## **ARTICLE IX INDEMNIFICATION**

Unless otherwise prohibited by law, Interlink, Inc. may indemnify any director or officer or any former director or officer, and may by resolution of the Board of Directors indemnify any employee, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a

director, officer, or employee. However, there will be no indemnification in relation to matters as to which he or she will be adjudged to be guilty of a criminal offense or liable to the Interlink, Inc. for damages arising out of his own gross negligence in the performance of a duty to the Interlink, Inc.

Amounts paid in indemnification of expenses and liabilities may include, but will not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. Interlink, Inc. may advance expenses or where appropriate may itself undertake the defense of any director, officer or employee. However, such director, officer, or employee will repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

The Board of Directors may also authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability incurred by him which arises out of such person's status as a director, officer, employee, or agent, whether or not Interlink, Inc. would have the power to indemnify the person against that liability under law.

## **ARTICLE X AMENDMENT OF BYLAWS**

These Bylaws may be amended or new Bylaws adopted at any regular or special meeting of the Board upon one month's notice, and a two-thirds (2/3) affirmative vote of a quorum of the Board of Directors. The notice of the meeting will set forth a summary of the proposed amendments.