


# 2012 GRANT Pre-Application

## GENERAL INSTRUCTIONS:

- I. Complete all pages and enter responses in all fields.
- II. Required fields are marked with a \*

## Section A - Organization Information

1 - Short Name or Common Acronym *	SHC		
2 - Operating Name *	SENIORS HOSPITALITY TRANSPORTATION SERVICES		
3 - Legal Name *	SENIORS HOSPITALITY CENTER INC.		
4 - Physical Address #1 *	6635 LINCOLN AVE		
5 - Physical Address #2			
6 - Physical City *	BONNERS FERRY		
7 - Physical State *	IDAHO		
8 - Physical Zip *	83805		
9 - Mailing Address same as Physical Address? *	<b>NO</b>	Please enter Mailing Address	
10 - Mailing Address #1	P.O. BOX 1639		
11 - Mailing Address #2			
12 - Mailing City	BONNERS FERRY		
13 - Mailing State	IDAHO		
14 - Mailing Zip	83805		
15 - Business Phone #1 *	208-267-5553		
16 - Business Phone #2	208-267-5554		
17 - Business Fax	208-267-2563		
18 - Business E-Mail	<a href="mailto:shc94@frontier.com">shc94@frontier.com</a>		
19 - Home Page / Web Address	<a href="http://seniorhospitalitycenter.com">seniorhospitalitycenter.com</a>		
20 - What date was this organization formed?	4/25/1974		
21 - Established RPTA? *	<b>NO</b>		
22 - What counties does this organization currently serve?	BONNERS FERRY, BOUNDARY COUNTY AND SANDPOINT, BONNER COUNTY		
23 - What FTA Programs are associated with each county?	5311 AND WE HAVE HAD 5310 FOR VEHICLE		
24 - Congressional District Entity Resides in *	<b>1ST DISTRICT</b>		
25 - Congressional District Served *	<b>1ST DISTRICT</b>		
26 - List the Local Mobility Networks (LMMN) you are currently serving? *	LMMN-1A		
27 - DUNS Number *	964892942		
28 - Employer ID # EIN *	82-0322268		
29 - Current By Laws? *	<b>YES</b>	Upload a copy with your Pre-application	
30 - Current Audit? *	<b>NO</b>		
31 - Current Drug/Alcohol Policy? *	<b>YES</b>	Upload a copy with your Pre-application	
32 - Do you Use a Cost Allocation Methodology? *	<b>YES</b>		
Describe the Methodology (500 Characters Maximum)	SHC IS A MULTI-FUNCTION ENTITY. DIRECT COSTS ARE CHARGED TO THE PROJECTS; INDIRECT COSTS ARE ALLOCATED ON THE BASIS OF PERCENTAGE OF EFFORT OR BENEFIT TO THE PROJECTS.		
33 - Do you have a Board of Directors?	<b>YES</b>	Upload a list of your Board members and meeting schedule with	
34 - Do you currently have a Vehicle Replacement Plan?	<b>YES</b>	Upload a copy with your Pre-application	
35 - Agency Type *	<b>Private Non-Profit</b>		
 <b>*Mandatory!!</b> Private non-profit applicants must attach a copy of their IRS Letter of Determination for 501(c)3 non-profit status to their submitted Pre-Application			
35 - Number of volunteer drivers (annual total)	0		
36 - Number of personal vehicles in service (annual total)	0		
37 - Average Trip Length (miles)	0		
38 - TEAM Recipient ID#	NA		

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39 - Description of products/services currently provided by this organization.* (500 Characters Maximum)	GENERAL PUBLIC TRANSPORTATION IN BOUNDARY COUNTY MONDAY, TUESDAY, WEDNESDAY AND FRIDAY, GENERAL PUBLIC TRANSPORTATION FROM BOUNDARY TO BONNER COUNTY ON THURSDAY AS NEEDED.
40 - Governing Board Meeting Schedule* (500 Characters Maximum)	BOARD MEETING IS THE SECOND TUESDAY OF EACH MONTH AT 12:45 PM UNLESS RESCHEDULED.

### Section B - CERTIFICATIONS AND ASSURANCES

**Instructions:**

There are Certifications and Assurances that apply to sub-recipients receiving federal funding. The Sub-recipient's Board Chair or designated individual must indicate the organization is willing to comply with the applicable certifications, assurances, and procedures in order to receive federal funding. These documents are available for download from the internet at: <http://i-way.org/Tool%20Box/documentlibrary> under the heading of **Federal Transit Administration (FTA) Documents & Links**.

1 - Will the organization comply with applicable certifications, assurances, and procedures?

YES, the organization is willing to comply with any applicable certifications, assurances, and procedures.

NO, the organization is NOT willing to comply with the applicable certifications, assurances, and procedures.

(NOTE: NO means you will not be eligible to receive funding.)

**YES**

**Please note:** a subrecipient of the State of Idaho is required to comply with certain pass-through requirements. Here are the references:

**Audits** (Procedure M-2010-20), **Open Meeting** (Procedure M-2010-19) <http://i-way.org/Mobility%20Funding/procedures>

**Procurement** <http://adm.idaho.gov/adminrules/rules/idapa38/0501.pdf>

[http://www.fta.dot.gov/funding/grants\\_financing\\_6036.html](http://www.fta.dot.gov/funding/grants_financing_6036.html)

**State Meeting and Travel** <http://www.sco.idaho.gov/web/sbe/sbeweb.nsf/pages/trvlpolicy.html>

### Section C - RESOURCE & COMMUNITY COORDINATION

1 - Do you share resources in any significant way with other agencies (e.g., maintenance/ mechanics, vehicles, staff/drivers, facilities, marketing, insurance, fuel purchases, training, bilingual programs, etc.)? If yes, provide a brief description.\*

**NO**

Description  
(700 Characters Maximum)

THERE REALLY IS NO ONE HERE TO SHARE SERVICES WITH.

2 - Have you realized any measurable or quantifiable savings in costs directly through, or as a result of, your coordination efforts? If yes, provide a brief description.\*

**NO**

Description  
(700 Characters Maximum)

N/A

3 - Describe your efforts to work with other organizations, agencies, businesses, and other appropriate community interests in order to provide service (e.g., employers, medical centers, social service agencies, visitor services, activity centers, etc.). \* (Enter N/A if not applicable)

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Description (500 Characters Maximum)	N/A
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### Section D - PROJECT INFORMATION

1 - In which state(s) will your project provide service? *	<input checked="" type="checkbox"/> Idaho	<input type="checkbox"/> Montana	<input type="checkbox"/> Nevada
	<input type="checkbox"/> Oregon	<input type="checkbox"/> Utah	<input type="checkbox"/> Washington
	<input type="checkbox"/> Wyoming		
2 - Strategy Number *	1A.1		
3 - Strategy Name *	MOBILITY SERVICES WITHIN & BETWEEN MAJOR SERVICE CENTERS OF BOUNDARY AND BONNER COUNTY.		
4 - Project Name *	SHC TRANSPORTATION SERVICES		
5 - Please describe your project * (500 Characters Maximum)	MAINTAIN AND /OR EXPAND MOBILITY SERVICES WITHIN BOUNDARY COUNTY AND BETWEEN BOUNDARY AND BONNER COUNTIES.		
6 - What mode will this project use? *	<b>Demand Response</b>		
7 - Which funding program do you intend to apply for? *	<b>5311</b>		
8 - List the Districts this project will serve. *	DISTRICT 1		
9 - List the Local Mobility Networks (LMMN) this project will serve.*	LMMN-1A		
10 - Is this project dependent on any of your other projects? *	<b>NO</b>		
Identify the other projects that this one is dependent on. (500 Characters)			
11 - Are you submitting other projects as options for this strategy? *	<b>NO</b>		
Identify the other projects that are options to this strategy. (500 Characters)			
12 - Does this project directly interconnect with other mobility options? *	<b>NO</b>		

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Identify the other mobility options.  
(500 Characters)

### Section E - Required Documents to Be Submitted With Application - Checklist

**Instructions:**

Update the entry for each document to show a status of 'Included' as documents are prepared for uploading.

1 - Current Bylaws	<ul style="list-style-type: none"> <li>• If Applicable</li> </ul>	<b>Not Included</b>
2 - Current Audit	<ul style="list-style-type: none"> <li>• For any companies which historically have received Federal funds - most recent audit.</li> <li>• For all other companies, audit report will be provided on anniversary data of grant agreement.</li> </ul>	<b>Not Included</b>
3 - Drug Alcohol Policy	<ul style="list-style-type: none"> <li>• If Applicable - You will need this if you are applying for 5311 funds.</li> </ul>	<b>Not Included</b>
4 - Board of Directors Information	<ul style="list-style-type: none"> <li>• Meeting Schedule</li> <li>• Board Contact Information</li> </ul>	<b>Not Included</b>
5 - Vehicle Replacement Plan	<ul style="list-style-type: none"> <li>• If you are purchasing a new vehicle, you will need to have a replacement plan.</li> </ul>	<b>Not Included</b>
6 - IRS Letter of Determination for 501(C)3 non-profit status	<ul style="list-style-type: none"> <li>• If Applicable</li> </ul>	<b>Not Included</b>

### Section F - Signature

By typing your initials in the box to the right you are verifying that you have read, understood, and agreed to all the requirements of this pre-application. This mark will act as your electronic signature:

**BJK**

<b>Name and Title</b>	<b>BARBARA KOVACS</b>	<b>Date</b>	<b>1/17/2012</b>
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**Internal Revenue Service**

**Department of the Treasury**

**P. O. Box 2508  
Cincinnati, OH 45201**

**Date:** March 9, 2000

Seniors Hospitality Center, Inc.  
PO Box 1639  
Bonners Ferry, ID 83805-1639

**Person to Contact:**  
Miss Hensley 31-03886  
Customer Service Representative  
**Toll Free Telephone Number:**  
8:00 a.m. to 8:30 p.m. EST  
877-829-5500  
**Fax Number:**  
513-263-3756  
**Federal Identification Number:**  
82-0322268

Dear Sir or Madam:

This letter is in response to your request for a copy of your organization's determination letter. This letter will take the place of the copy you requested.

Our records indicate that a determination letter issued in March 1978 granted your organization exemption from federal income tax under section 501(c)(3) of the Internal Revenue Code. That letter is still in effect.

Based on information subsequently submitted, we classified your organization as one that is not a private foundation within the meaning of section 509(a) of the Code because it is an organization described in sections 509(a)(1) and 170(b)(1)(A)(vi).

This classification was based on the assumption that your organization's operations would continue as stated in the application. If your organization's sources of support, or its character, method of operations, or purposes have changed, please let us know so we can consider the effect of the change on the exempt status and foundation status of your organization.

Your organization is required to file Form 990, Return of Organization Exempt from Income Tax, only if its gross receipts each year are normally more than \$25,000. If a return is required, it must be filed by the 15th day of the fifth month after the end of the organization's annual accounting period. The law imposes a penalty of \$20 a day, up to a maximum of \$10,000, when a return is filed late, unless there is reasonable cause for the delay.

All exempt organizations (unless specifically excluded) are liable for taxes under the Federal Insurance Contributions Act (social security taxes) on remuneration of \$100 or more paid to each employee during a calendar year. Your organization is not liable for the tax imposed under the Federal Unemployment Tax Act (FUTA).

Organizations that are not private foundations are not subject to the excise taxes under Chapter 42 of the Code. However, these organizations are not automatically exempt from other federal excise taxes.

Donors may deduct contributions to your organization as provided in section 170 of the Code. Bequests, legacies, devises, transfers, or gifts to your organization or for its use are deductible for federal estate and gift tax purposes if they meet the applicable provisions of sections 2055, 2106, and 2522 of the Code.

Seniors Hospitality Center, Inc.  
82-0322268

Your organization is not required to file federal income tax returns unless it is subject to the tax on unrelated business income under section 511 of the Code. If your organization is subject to this tax, it must file an income tax return on the Form 990-T, Exempt Organization Business Income Tax Return. In this letter, we are not determining whether any of your organization's present or proposed activities are unrelated trade or business as defined in section 513 of the Code.

The law requires you to make your organization's annual return available for public inspection without charge for three years after the due date of the return. You are also required to make available for public inspection a copy of your organization's exemption application, any supporting documents and the exemption letter to any individual who requests such documents in person or in writing. You can charge only a reasonable fee for reproduction and actual postage costs for the copied materials. The law does not require you to provide copies of public inspection documents that are widely available, such as by posting them on the Internet (World Wide Web). You may be liable for a penalty of \$20 a day for each day you do not make these documents available for public inspection (up to a maximum of \$10,000 in the case of an annual return).

Because this letter could help resolve any questions about your organization's exempt status and foundation status, you should keep it with the organization's permanent records.

If you have any questions, please call us at the telephone number shown in the heading of this letter.

This letter affirms your organization's exempt status.

Sincerely,



Robert C. Padilla  
Manager, Customer Service







**PUBLIC TRANSPORTATION  
CURRENT SERVICE LEVEL COLLECTION FORM  
FOR THE PERIOD OCTOBER 1, 2010 THROUGH SEPTEMBER 30, 2011**

**Instructions:** Prepare a separate form for each route or service segment. Save file under a unique name for each route.

<b>PROVIDER NAME:</b>		<b>SENIORS HOSPITALITY CENTER INC</b>					
<b>SERVICE AREA:</b>		<b>BOUNDARY AND BONNER COUNTY</b>					
<b>TYPE OF SERVICE:</b> (Check One)	<input type="checkbox"/>	<b>Fixed Route Bus:</b> transit service that operates on fixed routes and schedules regardless of whether a passenger actively requests a vehicle					
	<input type="checkbox"/>	<b>Deviated Fix Route Bus:</b> transit Service that operates along a fixed alignment or path at generally fixed times, but may "deviate" from the route to collect or drop off passengers who have requested the deviation.					
	<input checked="" type="checkbox"/>	<b>Demand Response:</b> transit service comprised of passenger cars, vans or buses operating in response to requests from passengers or their agents who then dispatch a vehicle to pick them up and transport them to their destinations.					
	<input type="checkbox"/>	<b>Intercity Bus:</b> regularly scheduled service using a bus that operates with limited stops between two urbanized areas or connecting rural areas to an urbanized area.					
<b>NAME OF ROUTE OR SERVICE SEGMENT (e.g. Blue Route):</b>							
<b>DAYS OF WEEK (M,T,W,Th,F,Sa,Su):</b>		<b>Boundary M,T,W,F And Bonner Thur As Needed</b>		<b>HOURS OF DAY:</b>		<b>8-3:00 AS NEEDED &amp; BONNER AS NEEDED BY RIDERS</b>	
<b>PRIMARY/ TARGET RIDER(s)</b>	<b>ELDERLY</b>		<b>OTHER RIDERS ALLOWED TO USE THIS SERVICE</b>		<b>GENERAL PUBLIC</b>		
<b>BRIEF DESCRIPTION OF ROUTE OR SERVICE SEGMENT (e.g. "service along Main Street to shopping mall and City Hall"):</b>			<b>DEMAND RESPONSE WILL VARY</b>				
<b>LOCAL MOBILITY MANAGEMENT NETWORK STRATEGY NUMBER(S) CORRESPONDING TO THIS SERVICE DESCRIPTION:</b>						<b>1A.1 AMD 1A.10</b>	
<b>PROVIDE TOTALS FOR THE 12-MONTH PERIOD OCTOBER 1, 2010 THROUGH SEPTEMBER 30, 2011 FOR EACH OF THE FOLLOWING DESCRIPTORS FOR THIS ROUTE OR SERVICE SEGMENT WITHIN THE PROVIDER'S SERVICE AREA</b>							
<b>Days with Service</b>	209	<b>Passenger Trips</b>	1,327	<b>Vehicle Revenue Hours</b>	973	<b>Vehicle Revenue Miles</b>	5,228

**PROVIDE THE AGGREGATED PEAK CAPACITY FOR ALL VEHICLES SERVING THIS ROUTE OR SERVICE SEGMENT ON A "TYPICAL" DAY**

<b>Passenger Seating Capacity</b>	8	<b>Wheelchair Station Capacity</b>	2	<b>Peak No. of Vehicles</b>	1	<b>Peak Headway / Service Frequency</b>	N/A
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## DIRECTIONS FOR FORM

**Introduction:**

This form is used to develop a baseline that defines and describes the current level of services provided by your organization to stakeholders within the local mobility management network(s) in your area. This information will be included within the local mobility coordination plans for the LMMN's as an addendum. Information must be provided for each of routes or service segments.

Information provided includes the following:

- |                                    |                                  |   |
|------------------------------------|----------------------------------|---|
| 1. Provider name                   | 2. Service area                  | 3. Type of service                          |
| 4. Name of route                   | 5. Days of the week for services | 6. Hours of the day for services            |
| 7. Primary/target ridership        | 8. Other ridership               | 9. Brief narrative description of the route |
| 10. LMMN strategy for this service | 11. Numerical data               |   |

Numerical data is described below and must be provided in total by route or service segment for the 12-month period October 1, 2009 - September 30, 2010.

SERVICE DESCRIPTOR	DEFINITION	CALCULATION
<b>Days with Service</b>	The number of days when service was actually operated.	By route or service segment, the number of days out of 365 during which service was provided. For demand response services, the number of days out of 365 when services are available.
<b>Passenger Trips</b>	The number of passengers where the riders are counted every time they board a vehicle.	The annual count by route or service segment of all one-way boardings. Return trips count as additional boardings.
<b>Vehicle Revenue Hours</b>	The hours driven when the vehicle is "in service" and there is an expectation of carrying passengers whether or not fares are charged. It excludes the hours the vehicle travels from the garage to start of the route and from the end of the route to the garage.	Calculate the number of revenue hours during the 12-month period for <u>all</u> vehicles serving this route or service segment.
<b>Vehicle Revenue Miles</b>	The miles driven when the vehicle is "in service" and there is an expectation of carrying passengers whether or not fares are charged. It excludes the miles the vehicle travels from the garage to start of the route and from the end of the route to the garage.	Calculate the number of revenue miles during the 12-month period for <u>all</u> vehicles serving this route or service segment.
<b>Peak Vehicle Capacities</b>	Total peak passenger capacity of vehicles in daily service on the route or service segment. Data is reported for i) Total Seating Capacity; ii) Total Wheelchair Capacity; and iii) Peak Number of Vehicles.	i) Calculate the maximum aggregate total number of seats available on all vehicles concurrently serving a specific route or service segment during the peak service interval on a 'typical' day during the 12-month reporting period. ii) Calculate the maximum aggregate total number of wheelchair stations available on all vehicles concurrently serving a specific route or service segment during the peak service interval on a 'typical' day during the 12-month reporting period. iii) Calculate the maximum aggregate total number of vehicles providing service on a specific route or service segment during the peak service interval on a 'typical' day during the 12-month reporting period.
<b>Peak Headway / Service</b>	The time interval between transit revenue vehicles moving in the	Calculate the time interval in minutes between transit revenue vehicles

**Frequency**  
(for scheduled services  
only)

same direction passing a specified location during the peak  
service period.

servicing the route or service segment in one direction passing a specified  
location during the peak service interval on a 'typical' day during the 12-  
month reporting period.

Revised: 01/03/12

BYLAWS  
OF THE  
SENIORS HOSPITALITY CENTER, INC.

A NON-PROFIT CORPORATION

ARTICLE I

The principal office of the Corporation shall be located at 6635 Lincoln, City of Bonners Ferry, County of Boundary, State of Idaho a registered office and a registered agent whose office is identical with such registered office.

ARTICLE II

Section 1: Eligibility for Membership. The Corporation shall have one class of members. Members may be individuals or organizations. Any legally competent person of good reputation who resides in the Town of Bonners Ferry or in the surrounding trade area, applies for membership, and pays the required membership fee shall be eligible.

Section 2: Approval of Applications for Membership. All applications for membership shall be approved at (1) any special or regular meeting of the board of directors, when a quorum is present, by a majority vote of the board members or (2) by a majority vote of the existing membership present at any annual or special meeting held in accordance with Article VIII herein.

Section 3: Voting Rights. Each member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 4: Termination of Membership. A member may be suspended or expelled, for cause, by the vote of not less than three-fourths of the members present at a meeting of the members, provided the member has been informed in writing of the charges preferred against him at least Ten (10) days before such meeting. The members or the board, by a majority vote of those present at any regularly constituted meeting, may terminate the membership of any membership becomes ineligible for membership and may suspend or expel any member who shall be in default with respect to any financial obligation to the corporation.

Section 5: Resignation. Any member may resign by filing a written resignation with the secretary.

Section 6: Reinstatement. Upon written request signed by a former member and filed with the secretary, the board may reinstate such former member to membership upon such terms as the board may deem appropriate.

Section 7: Membership – Fees. The membership fee shall be \$1.00, or such other amount as may be fixed by the members at any annual meeting, or at any special meeting called for the purpose. No person shall attain membership before paying the treasurer the membership fee.

Section 9: Membership – Liability for Corporation’s Obligations. Fully paid members shall not be subject to any assessment; but the members at any annual meeting or at any special meeting called for the purpose, may fix reasonable annual dues to become effective after not less than Thirty (30) days’ notice to all members of such action.

Section 10: Membership – Minimum Number. The board will make all reasonable efforts to maintain a broad community-wide membership of not less than Fifty (5) members at any time.

Section 11: Membership – Residence. A majority of the members shall be residents of the community where the housing is or will be located.

Section 12: Membership – Distribution. At least Fifty-One Per Cent (51%) of the members must be Fifty-five (55) years of age or older.

### ARTICLE III

Section 1: Annual Meeting. An annual meeting of the members shall be held at the principal office on the third Wednesday of the month of September each year, beginning with the year 1991, at the hour of 1:00 P.M., for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday, such meeting shall be held on the next succeeding business day. If the election of directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the board shall cause the election to be held at a special meeting of the members as soon thereafter as convenient.

Section 2: Special Meetings. Special meetings of the members may be called by the president, the board, or not less than one-tenth of the members.

Section 3: Place of Meeting. The board of directors may designate any place within or not more than Twenty-five (25) miles from Bonners Ferry, as the place for an annual meeting or for any special meeting called by the board. If no designation is made or if a special meeting be otherwise called the place of meeting shall be the registered office of the corporation in said State.

Section 4: Notice of Meetings. Written or printed notice stating the place, day and hour of any meeting of members shall be delivered either personally or by mail, to each member entitled to vote at such meeting, not less than Ten (10) or more than Thirty (30) days before the date of such meeting, by or at the direction of the president or the secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.

Section 5: Informal Action by Members. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of the members, may be taken without a meeting upon written consent or approval of all the members, setting forth the action so taken.

Section 6: Quorum. At such a meeting a quorum shall consist of One-Tenth (1/10) of the members. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Section 7: Proxies.

- a) At any meeting of the members, a member entitled to vote may vote by proxy executed in writing by the member. No proxy shall be valid after Eleven (11) months from the date of its execution. A proxy may be cancelled by notice executed by the member with like formality and delivered to the secretary.
- b) At each meeting of the members, every member shall be entitled to vote in person or by proxy and shall be entitled to cast One (1) vote. The votes for directors shall be by ballot. Only the person in

whose name membership is standing on the books of the corporation on the day of such meeting shall be entitled to vote in person or by proxy.

Section 8: Nominating Committee.

- a) The board chairman shall appoint this committee.
- b) The committee shall consist of One (1) director and Two (2) but not more than Four (4) organization members.
- c) The committee shall submit a list of at least Twelve (12) but not more than Fifteen (15) nominees at the regular July meeting of directors.

ARTICLE IV

Section 1: General Powers. The affairs of the corporation shall be managed by its board of directors.

Section 2: Number, Tenure, and Qualifications. The number of directors shall be not less than Five (5) nor more than Twenty-five (25). Directors shall be elected at the annual meeting of members, and the term of office of each director shall be until the next annual meeting of members and the election and qualification of his successor. Of the total number of directors, at least Fifty Per Cent (50%) plus one shall be Fifty-five (55) years of age or older.

Section 3: Regular Meetings. A regular annual meeting of the board shall be held, without other notice than these by-laws, immediately after and at the same place as the annual meeting of the members. The board may provide by resolution the time and the place, within or not more than Twenty-five (25) miles from Bonners Ferry for holding of additional regular meetings of the board without other notice than such resolution.

Section 4: Special Meetings. Special meetings of the board may be called by or at the request of the president and shall be called by the secretary at the request of any two directors. The authorized person or persons calling a special meeting of the board may fix any place within or not more than Twenty-five (25) miles from Bonners Ferry, as the place for holding the meeting.

Section 5: Notice. Notice of any special meeting of the board shall be given at least Two (2) days previously thereto by written notice delivered personally, or Four (4) days notice sent by mail or telegram, to each director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purposes of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these bylaws.

Section 6: Quorum. A majority of the board shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7: Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board, unless the act of a greater number is required by law or by these bylaws. The board may also act by written consent or approval of all the directors of the corporation setting forth the action taken.

Section 8: Vacancies. Any vacancy occurring in the board shall be filled by the board until the next meeting of the members and qualified. A director elected by the members to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 9: Compensation. Directors shall not receive any compensation for their services as directors.

Section 10: Directors – Absence from Meetings. Any director who is absent from Five (5) consecutive meetings without excuse satisfactory to the board shall be deemed to have surrendered his office as director.

Section 11: Directors – Residuary Powers. The board shall have the powers and duties necessary or appropriate for the administration of the affairs of the corporation. All powers of the corporation except those specifically granted or reserved to the members by law, articles of incorporation, or these bylaws shall be vested in the board.

Section 12: Directors – Removal from Office. A director may be removed from office, for cause, by the vote of not less than three-fourths of the members present at a meeting of the members, provided notice of such proposed action shall have been duly given in the notice of the meeting and provided the director has been informed in writing of the charges preferred against him at least Ten (10) days before such meeting. Any vacancy created by the removal of a director shall be filled by a majority vote, which may be taken at the same meeting at which such removal takes place.

#### Article V

Section 1. Officers. The officers of the corporation shall be a president, a vice president, a secretary, and a treasurer. The board may elect or appoint such other officers as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the board. The offices of secretary and treasurer may be combined and held by one person.

Section 2. Election and Term of Office.

(a) The officers of the corporation specified in Section 1. Shall be elected from the membership of the board by the board at its annual meeting or as soon thereafter as feasible. New officers may be created and filled at any meeting of the board. Each officer shall hold office until the next annual election of directors and until his successor shall have been duly elected and shall have qualified.

(b) The term of office shall be One (1) year. Election of officers shall take place at the annual board meeting and shall be by ballot cast by qualified directors. A plurality of votes cast shall elect.

Section 3. Removal. Any officer elected or appointed by the board may be removed by the board by two-thirds vote of the remaining directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the board majority vote for the unexpired portion of the term.

Section 5. President. The president shall be the principal executive officer of the corporation and shall in general supervise and control all the business and affairs of the corporation. He shall preside at all meetings of the members and of the board. He may sign, with attestation of the secretary or any other proper officer of the corporation authorized by the board, any deeds, mortgages, bonds, contracts, or other instruments which the board authorizes to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the board or these bylaws or statute to some other officer or agent of the corporation and in general he shall perform all duties incident to the office of president and such other duties as may be prescribed by the board from time to time.

Section 6. Vice President. In the absence of the president or in the event of his inability or refusal to act, the vice president shall perform the duties of the president, and when so acting, shall all the powers of and be subject to all the restrictions upon the president. Any vice president shall perform such other duties as from time to time may be assigned to him by the president or the board.

Section 7. Treasurer. The treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the board shall determine. He shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever; deposit all such moneys in the name of the corporation in such banks, trusts companies, or other of these bylaws; and in general perform all duties incident to the office of treasurer and such other duties as from time to time be assigned to him by the president of the board.

Section 8. Secretary. The secretary shall keep the minutes of the meeting of the members and of the board in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of and see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws; keep a register of the post office address of each member, which shall be furnished to the secretary by such member, and in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the president or the board.

## ARTICLE VI

Section 1. Order of Business. The order of business at any regular or special meeting of the members or the board shall be:

- (a) Reading and approval of any unapproved minutes.
- (b) Reports of officers and committees.
- (c) Unfinished business.
- (d) New business.
- (e) Adjournment.

Section 2. Parliamentary Procedure. On questions of parliamentary procedure not covered in these bylaws, a ruling by the president shall prevail.

## ARTICLE V11

Section 1. Committees of Directors. The board of directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of one or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the board in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the board, or any individual director, of any responsibility imposed upon it or him by law.

Section 2. Other Committees. Other committees not having and exercising the authority of the board in the management of the corporation may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation, and the president of the corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

Section 3. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. Chairman. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

Section 5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Quorum. Unless otherwise provided in the resolution of the board of directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the board of directors.

#### ARTICLE V111

Section 1. Contracts. The board may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, 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 instance.

Section 2. Checks, Drafts, etc. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers,

agent or agents of the corporation, and in such manner as shall from time to time be determined by resolution of the board. In the absence of such determination by the board, such instruments shall be signed by the treasurer and countersigned by the president of the corporation.

Section 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the board may select.

Section 4. Gifts. The board may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

#### ARTICLE IX

Section 1. Certificates of Membership. The board may provide for the issuance, and determine the form, of certificates evidencing membership in the corporation. Such certificates shall be signed by the president and the secretary, sealed with the seal of the corporation, and consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate becomes lost, mutilated, or destroyed, a new certificate may be issued upon such terms and conditions as the board may determine.

Section 2. Issuance of Certificates. When a member has been elected to membership and has paid any dues that may be required, a certificate of membership shall be issued in his name and delivered to him by the secretary.

#### ARTICLE X

Books and Records. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, the board, and committees having any of the authority of the board of directors, and shall keep at the registered or principal office a record giving the names and addresses of the members. All books and records of the corporation may be inspected by any member, or his agent or attorney, for any proper purposes at any reasonable time. The board shall cause an audit of the records of the corporation to be made each year by a competent auditor.

#### ARTICLE XI

Fiscal Year. The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

#### ARTICLE XII

Seal. The board shall provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words, "Corporate Seal."

#### ARTICLE XIII

Waiver of Notice. Whenever any notice is required to be given under the provisions of the statutes of said State or the articles of incorporation or the bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled thereto, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## ARTICLE XIV

Repeal or Amendment of Bylaws. These bylaws may be repealed or amended by a majority vote of the members present at any annual meeting of the members, or at any special meeting of the members called for such purpose, at which a quorum is present: provided, however, no such action shall change the purposes of the corporation so as to impair its rights and powers under the laws of said State, or to waive any requirement of bond or any provision for the safety and security of the property and funds of the corporation or its members or to deprive any members without his express assent of rights, privileges, or immunities then existing. Notice of any amendment to be offered at any meeting shall be given not less than Seven (7) nor more than Thirty (30) days before such meeting and shall set forth such amendment.

KNOW ALL MEN BY THESE PRESENTS: That the undersigned secretary of the corporation identified in the foregoing bylaws does hereby certify that the foregoing bylaws were duly adopted by the members of said corporation, as bylaws of said corporation, on the 19<sup>th</sup> day of September 1990, at a duly called and constituted meeting of the members, and that they do now constitute the bylaws of said corporation.

Betty Douglas, Secretary 1994

Irma Merrifield, Secretary 2007

Phyllis Tritt- Secretary 2011

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# **THE SUBSTANCE ABUSE POLICY and PROGRAM**

**Senior Hospitality Center, Inc.**

**(shall be referred  
to as 'SHC', or 'employer')**

**Adopted by  
The Board of Directors  
On April 8, 2003 Revised 10-20-2006**

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**Seniors Hospitality Center, Inc.**  
**Board of Directors**  
**September 2011 to September 2012**

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**Bonnors Ferry ID 83805**  
**267-3216**

**Betty Douglas - Treasurer**  
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**Bonnors Ferry ID 83805**  
**267-3864**

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