

NATIONAL ASSOCIATION OF AREA AGENCIES ON AGING, INC.

ARTICLE I – NAME

The name of this corporation shall be the National Association of Area Agencies on Aging, Inc. The principal offices of the corporation (referred to as the “Association”) shall be in the city of Washington, D.C. The location of said offices may be changed and other or subsidiary offices may be established in such places within the United States as the Board of Directors may from time to time determine. All references in these bylaws to the Articles of Incorporation shall be construed to mean the Articles of Incorporation as they may be from time to time amended.

ARTICLE II- PURPOSES AND FUNCTIONS

- Section 1.** The Association shall promote the maintenance and strengthening of Area Agencies on Aging and Title VI grantees as focal points for advocacy, planning systems, and program development of services for older adults consistent with the mandates of the Older Americans Act of 1965, as amended.
- Section 2.** The Association shall act as a national voice for Area Agencies on Aging and Title VI grantees in educating and promoting for the full recognition of the needs of older adults and other long-term care populations.
- Section 3.** The Association shall encourage and assist the development of partnership and regular communication among the Area Agencies on Aging and Title VI grantees, and the Administration on Aging, State Units on Aging and other relevant groups and organizations.
- Section 4.** The Association may exercise any and all such powers necessary or convenient to conduct properly the business of the Association, which are granted in the District of Columbia Nonprofit Corporation Act, and as are set forth in the Articles of Incorporation and these bylaws . Notwithstanding anything to the contrary implied above, the Association shall not be empowered to carry on, other than as an insubstantial part of its activities, any functions which are not in furtherance of one or more of the exempt activities defined within Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended.

ARTICLE III – MEMBERSHIP

- Section 1.** Only Directors of Area Agencies on Aging and Title VI Directors established under the provisions of the Older Americans Act of 1965, as amended, shall be eligible to be voting members of the Association. Each voting member shall have one vote and shall receive all services as determined by the Board of Directors.
- Section 2.** Other classes of membership, which shall not have voting privileges, shall be determined by the Board of Directors and shall receive such services and pay such dues as specified by the Board.
- Section 3.** Membership of those entities eligible shall be established through the payment of dues.

ARTICLE IV – DUES

- Section 1.** The amount of dues for each of the various membership classes as determined by the Board of Directors shall be set by a two-thirds (66%) vote of the Board of Directors following a recommendation by the Association's Treasurer. The Treasurer shall review the amount set for dues and report to the Board of Directors as to its adequacy at least every even-numbered year.
- Section 2.** Non-payment of dues by any member after October 30 of any membership year shall revoke the privileges of membership until the dues are paid.
- Section 3.** The membership year shall be from July 1 to June 30.

ARTICLE V – BOARD OF DIRECTORS

- Section 1.** The Board of Directors shall be the governing body and empowered to conduct the business of the Association.
- Section 2.** The Board of Directors shall consist of two representatives of Area Agencies on Aging from each of the ten (10) regions, as defined and established by the Board of Directors set forth in Article III, Representatives are elected by the Area Agencies from that region and two representatives of Title VI Directors considered as one region, elected at large by Title VI Directors.
- Section 3.** All members of the Board shall be elected by mail or electronic ballot by voting members of the Association. Each member of the Association will have one vote. Only the representative, duly appointed by the voting members, may be elected as a Board member or alternate to the Board.
- Section 4.** No more than one Board member can be elected from any one state within each region. No alternate may be elected who would not be eligible to serve on the Board.
- Section 5**
- a.** Candidates for nomination to the Board will submit a disclosure form prior to nomination. Each Board member of the Association will submit an annual disclosure report and, if not previously disclosed, will make disclosure before any relevant Board of Committee discussion or action.
 - b.** These reports will be reviewed by the Executive Committee, which will attempt to resolve any actual or potential conflict(s) and, in the absence of resolution, refer the matter to the Board of Directors.
 - c.** Any Board or Committee member who is aware of a potential conflict of interest with respect to any matter coming before the Board or Committee shall not be present for any discussion of or vote in connection with the matter.
- Section 6.** To ensure continuity, the Immediate Past President shall sit as an at-large, voting member of the Board of Directors for the two years following the completion of his/her tenure as President so long as he/she continues to be a member in good standing as defined by Article III, Section 1.
- Section 7.**
- a** The terms of the Board of Directors shall be staggered. Periodic action will be taken by the Board to maintain the integrity of staggered terms in the event vacancies result in unplanned alignment of terms. The Board shall be elected in a vote by mail or electronic process prior to each annual meeting. A Board term is for three years.

- b. A year is defined as the period from the beginning of the Board meeting immediately following the annual meeting to the beginning of the Board meeting immediately following the next annual meeting (as defined in Article X, Section 1).
- c. Furthermore, in the event that there are no declared candidates for a seat on the Board at the close of the nominations, the existing Board member, whose term has expired, may continue to hold their seat until the next regularly scheduled election.

Section 8. The term of office of the newly-elected Board members shall begin immediately following the conclusion of the annual meeting and shall continue until their successors are duly elected and installed.

Section 9. Members of the Board of Director shall be limited to two consecutive terms. After a lapse of a minimum of one year, an individual shall again be eligible to serve on the Board of Directors.

Section 10. a. Each region shall elect by mail or electronic ballot an alternate for each member of the Board of Directors. The term of each alternate shall coincide with the respective Board member. If a vacancy occurs during a term of office, the alternate shall automatically become a member of the Board of Directors. Should the seating of an alternate result in violation of Section 4, the other alternate serving that region may be approached for the Board vacancy. The process to fill a vacancy of an alternate position is by mail or electronic ballot within the respective region.

b. When the alternate fills a vacancy with the result that s/he serves 51% or more of the term of office, the alternate shall be considered to have served a full term and shall be eligible to be elected to the Board for only one (1) additional term. If the alternate fills a vacancy with the result that s/he serves less than 51% of the term of office, the alternate shall be considered as not having served a complete term and shall be eligible to be elected as a Board member for two additional terms.

A Board position shall become vacant at the time of the termination of the formal relationship between the Board member and the region that he/she represents as designated in Article III, Section 1 of these bylaws. In this case, the alternate for that Board position shall serve until the expiration of their term and the region would then elect a new representative. This provision shall not apply to the Immediate Past President.

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Section 11. a. If a Board member should be unable to attend a meeting of the Board of Directors, that Board member shall notify the Alternate to attend the meeting, with the full rights, including the right to vote and payment of expenses, as if the Board member had attended. Duly elected Alternates to the Board of Directors will be allowed to attend at their own expense and without voting privileges, and to observe at any regular or special meeting of the Board.

b. If a Board member does not attend three (3) consecutive duly convened meetings of the Board of Directors without an excused absence as determined by the President, that member shall forfeit his/her seat on the Board at the conclusion of the third meeting. This

forfeiture is not the exclusive means of Board member removal as is further discussed at Article VIII below.

Section 12. Two-thirds (66%) of the entire membership of the Board of Directors shall constitute a quorum for the transactions of business. Any alternate duly representing an absent Board member shall be counted for the purpose of determining a quorum. A majority of members present and voting shall be sufficient to approve a matter of business unless otherwise specified in these By-Laws. No proxy vote shall be cast or counted

Section 13. The Board of Directors, by a majority vote of those present and voting, shall establish any standing or ad hoc committee it shall deem necessary or useful. The President shall have the power to appoint members to the committees. All committees shall be chaired by a member of the Board of Directors and must consist of at least two members of the Board. The President has the power to appoint individuals who are not members of the Board of n4A members to any committee except the Executive Committee.

ARTICLE VI – ELECTION OF OFFICERS

Section 1. Only members of the Board of Directors are eligible to serve as officers of the Association. The officers of the Association shall be a President, a 1st and 2nd Vice President, a Secretary, Treasurer, and the Immediate Past President. Board membership begins after the n4a annual meeting and extends until a new regional representative is seated on the board. The time period the board member serves as an officer must be the same as the time period as board membership, with the exception of the office of President and the Immediate Past President.

Section 2.

a. The President of the Association shall be elected for a two-year term through a mail ballot preceding the annual meeting every two years. Members of the Board of Directors shall be eligible to run for President at any time during their terms. If the President so elected is in the first year or second year of the second year term as a regional representative, such eligibility shall be extended until the close of the term as President. The year's term of the successor shall not count towards the three year term limit of eligibility for a regional representative on the Board of Directors. If the President so elected is in the second year or third year of a three year term as a regional representative, the President becomes an "at-large" position, and region is allowed to have another regional representative to the Board. All voting members, as defined in Article III, Section 1, shall be eligible to vote.

b. Each voting member shall be offered an opportunity to vote for President. The President shall be elected by majority of votes cast. In the event of a tie in the number of votes, there shall be a second ballot to break the tie.

c. Should the President no longer be a member in good standing as defined in Article III, Section 1; the 1st Vice President shall perform all duties as pertain to the office of the .

Section 3. The Board shall elect annually a 1st Vice President and 2nd Vice President, a Secretary, and a Treasurer.

Section 4. The term of office of each officer shall begin immediately following the conclusion of the subsequent conference or until the successors is duly elected.

Section 5 Should a vacancy occur in the office of the President, the 1st Vice President shall automatically become President? The Board shall elect a new Vice President for the remainder of the term. Should a vacancy occur in any other office the Board of Directors shall elect a replacement for the remainder of the term.

ARTICLE VII – DUTIES OF OFFICERS

- Section 1.** The President shall preside at all meetings of the Association, the Executive Committee, and the Board of Directors, and perform such other duties as pertain to the office of the President.
- Section 2.** In the absence of the President, the 1st Vice President shall perform all duties as pertain to the office of the President.
- Section 3.** In the absence of the President and 1st Vice President the 2nd Vice President shall perform all duties as pertain to the office of the President.
- Section 4.** The Secretary shall be responsible for the drafting and keeping of all the minutes of the Association. The duties of the Secretary may be delegated to the CEO or his/her designate.
- Section 5.** The Treasurer shall oversee the fiscal management of the Association and shall assure an accurate record of the same. He/she shall make a report of the condition of the treasury at each annual meeting and at any other times deemed necessary by the Board of Directors. The Treasurer shall be the chairperson of the Finance Committee of the Board.

ARTICLE VIII – REMOVAL OF A DIRECTOR OR OFFICER FROM THE BOARD OR ASSOCIATION OFFICE

- Section 1.** A member of the Board of Directors or an officer may be removed by two-thirds (66%) majority vote of the Board of Directors if for any reason it is determined that he/she is not performing his/her duties in the best interest of the Association including, but not limited to, non-payment of dues by his/her sponsoring agency.
- Section 2.** Any officer or member of the Board of Directors who is removed from office shall be entitled to a hearing, if removal is for other than non-payment of dues. The aforementioned officer or Board member must make his/her request for a hearing in writing to the Board within ten (10) days after notice is given of his/her removal.
- Section 3.** When a hearing is requested, the hearing must be conducted and concluded by the Executive Committee within thirty (30) days or sooner of the date when the hearing is requested. Action shall then be by the Board either at an emergency or regularly scheduled meeting of the Board by a majority vote. For the purposes of this Article, such hearing and voting may take place by telephone, with a majority of those directors participating constituting a quorum.

ARTICLE IX – DUTIES OF THE EXECUTIVE COMMITTEE

- Section 1.** The six (6) officers of the Association shall constitute the Executive Committee.

- Section 2.** Meetings of the Executive Committee shall occur on call by the President after consultation with the Executive Committee or on call of a majority of the Executive Committee.
- Section 3.** The Executive Committee may conduct business of the Association when Executive action is needed.
- Section 4.** Actions which may be taken at a meeting of the Board of Directors, except amendments to the By-Laws, may be taken by the Executive Committee unless otherwise prohibited by these. A report summarizing issues discussed and actions taken by the Executive Committee must be provided (in writing) between meetings to the full Board at the next meeting.
- Section 6** Three members of the Executive Committee shall constitute a quorum for the transaction of business.
- Section 7.** A majority of three members of the Executive Committee shall be required to approve any matter of business. In the event of a tie vote, the President shall vote.

ARTICLE X – MEETINGS

- Section 1.** There shall be an annual meeting of the entire membership of the Association each year. Special meetings may be called by the Board of Directors, or twenty percent (20%) of the full members with due notice to each member.
- Section 2.** The Board of Directors shall meet at least twice per year as regularly scheduled or as directed by the President with due notice given to each Board member. Special meetings may be called by vote or by written request of at least fifty (50%) of the Board of Directors. Regular and special meetings may be held in person, by telephone, or some combination as designated by the President.
- Section 3.** The full members who are present and voting at the annual membership meeting shall constitute a quorum for the purpose of doing business.
- Section 4.** At all meetings of the Association each voting full member shall have one vote and may take part and vote only through a designated representative. A designated representative may be an employee, a member of an advisory council, or any person who from time to time has acted for or on behalf of the voting member. Such representative may not act in the same capacity for or on behalf of another voting member at the same time. No proxy votes shall be cast or counted.
- Section 5.** Roberts' Rules of Order, Newly Revised, shall govern at all meetings of the membership and the Board of Directors unless otherwise stated in these.

ARTICLE XI – CONTRACTS, GRANTS, CHECKS AND DEPOSITS

- Section 1.** The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association. Any such authority may be general or confined to specific instances.
- Section 2.** No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of

Directors or the Executive Committee. Such authority may be general or confined to specific instances.

Section 3. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as authorized by the Board of Directors.

ARTICLE XII – INDEMNIFICATION AND INSURANCE

Section 1. a. Unless otherwise stated in a contract, the Association shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that such person is or was a director or officer of the Association, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonable incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was lawful.

b. Unless otherwise stated in a contract, the Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that such person is or was a director or officer of the Association, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if such person acted in good faith and in the best interests of the Association and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or misconduct in the performance of its duty of the Association unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case such party is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

c. Unless otherwise stated in a contract, to the extent that the director or officer of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraphs (a) and (b) hereof, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

d. Unless otherwise stated in a contract any indemnification under paragraphs (a) and (b) hereof (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director, officer or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth in paragraphs (a) and (b) hereof. Such determination shall be made (1) by the Board by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceedings, or (2) if such quorum is not obtainable (or, even if

obtainable) a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

- e. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board in the specific case upon receipt of an undertaking by or on behalf of a director or an officer to repay each amount unless it shall ultimately be determined that such person is entitled to be indemnified by the Association as authorized by these or otherwise pursuant to the laws of the District of Columbia.
- f. The indemnification provided by these shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any statute, agreement, vote of members or disinterested directors or otherwise, both as to action in an official capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 2. The Association shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of its status as such, whether or not the Association would have the power to indemnify such person against such liability under the provisions of these .

ARTICLE XIII – INDIVIDUAL RESPONSIBILITY OF DIRECTORS AND OFFICERS

Section 1. No director or officer of the Association, or a member of any committee appointed by the directors pursuant to these , shall be liable for the acts, receipts, neglects or defaults of any other director or officer, or for joining in any receipt or other acts in collusion, or for any loss or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Board for, or on behalf of, the Association, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Association shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any moneys, securities or effect shall be deposited, or for any loss occasioned by any error of judgment, omission, default or oversight on his/her part, or for any other loss, damage or misfortune whatsoever which shall happen in relation to the execution of the duties of his/her office, unless the same happened through his/her own dishonesty, except as provided by the laws governing District of Columbia corporations, as they may be amended from time to time.

ARTICLE XIV – DISSOLUTION AND DISTRIBUTION OF ASSETS

Section 1. The Association may dissolve and commence to wind up its affairs upon the adoption by two-thirds (2/3) of the members of the Board of Directors present and voting on a resolution recommending that the Association be dissolved and the subsequent ratification of such resolution by two-thirds (2/3) of the entire membership.

Section 2. Upon the ratification of such resolution by the full members, the Association shall cease to conduct its affairs except insofar as may be necessary for the winding up thereof, shall immediately cause a notice of the proposed dissolution to be mailed to each known member of the Association, and shall proceed to collect its assets and distribute them as provided for in the Articles of Incorporation these and the laws of the District of Columbia.

Section 3. A plan for the distribution of assets shall be recommended by the Board of Directors and shall be adopted upon receiving an affirmative vote from at least two-thirds (2/3) of the

votes of the full members. The plan shall provide for the payment and the satisfaction of all debts and obligations of the Association and shall return any assets to funding agencies as required by any grants or contracts. Any remaining assets shall be distributed to Area Agencies on Aging to serve the elderly in a manner in conformity with Section 501©(3) of the Internal Revenue Code of 1954, as amended.

ARTICLE XV – STATUTORY REFERENCES

All references contained herein are to the Older Americans Act, as it exists at the time of adoption of these By-Laws. The references are intended to remain consistent with any future changes, amendment and redesignations under the Act.

ARTICLE XVI – AMENDMENTS

Amendments to these By-Laws will become effective upon vote of two-thirds (66%) of the Board of Directors with the exception of articles pertaining to membership and the composition of the Board of Directors, which will become effective upon vote by mail or fax ballots of two-thirds (66%) of the votes cast by the full membership after they have received at least thirty (30) days notice of the proposed amendments.