

BY-LAWS  
OF  
CHATHAM COUNTY COUNCIL ON AGING, INC.

ARTICLE I - NAME

The name of the corporation shall be the Chatham County Council on Aging, Inc.

ARTICLE II - PURPOSE

The purpose of the Corporation shall be twofold:

1. The Corporation shall serve as an advocate for the interests of all older adults in Chatham County, and shall work to create awareness of existing and potential needs and problems of older adults as well as their talents and resources for use within the community.
2. The Corporation shall promote and initiate the development and implementation of programs and opportunities for the benefit of older adults in Chatham County.

ARTICLE III - MEMBERSHIP

The Corporation shall have no members.

ARTICLE IV - ELIGIBILITY FOR SERVICE RECIPIENTS

1. Anyone sixty (60) years of age or over and a resident of Chatham County shall be eligible for services, such as in-home aide, home-delivered meals, transportation and congregate nutrition as available and appropriate. Educational programming and some other activities may be made available to all age groups.
2. There shall be no discrimination as to eligibility for services because of race, ethnicity, religion, gender, national origin or sexual orientation.

ARTICLE V - BOARD OF DIRECTORS

1. General Powers. The Board of Directors of the Corporation shall set policies, goals, and objectives; approve programs and services; approve operating budgets and expenditures; and undertake any other activity necessary or appropriate to carry out the business and affairs of the corporation.
2. Number and Qualifications. There shall be not less than nine (9) or more than fifteen (15) members of the Board of Directors. At least fifty-one percent (51%) of the Board shall be persons who are age sixty (60) or over. All Board members shall represent the community at large and demonstrate an interest in and advocacy for older adults.

3. Terms, Terminations and Replacements. Each Board member shall serve a three (3) year term. Directors shall be eligible for reappointment to two (2) consecutive additional three (3) year terms for a maximum period of 9 years. Should a Board member resign, the member may be eligible for board service after a one year lapse and vetting by the Nominating and Governance Committee.

Any member of the Board missing three (3) consecutive regular meetings shall be removed from the Board unless absences have been deemed by the Board President to be for just cause. Just cause includes but is not limited to personal or family illness and professional travel. A letter of removal will be sent by the President to notify the member of his or her removal because of three (3) consecutive missed meetings without just cause.

Any member of the Board of Directors may be removed by two-thirds vote of the other members of the Board.

Any member may resign from Board upon written notice to the President of the Board.

The nominating committee shall present a list of candidates for election at a meeting prior to the Annual Meeting or during year as needed. Directors shall be elected by a majority vote of the Board. Note that candidates need not be present. Should the Nominating and Governance Committee be unable to complete a list of officers for the annual election, the unilateral decision on appointments will be made by the executive committee before the January session.

4. Compensation. The members of the Board of Directors shall serve without compensation except that they may be eligible for appropriate reimbursements for expenses incurred in attending certain professional and business meetings and performing certain tasks assigned to them by the Board and that are outside the normal board meetings and board responsibilities.
5. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly, except for July and November, for the purpose of receiving or reviewing statements of operations, the election of officers, and any other activity requiring Board approval. The Board may provide by resolution the time and place for the holding of regular meetings which shall be so fixed as to assure maximum convenience for all Board members to attend. The January meeting each year shall be designated the annual meeting. The meetings of the Board of Directors shall follow the prepared agenda. Any matter that requires a motion vote and is not on the agenda may be introduced with the majority vote of the Board members present. All meetings of the Board of Directors shall be held in open session. By a two-third majority vote of those Directors present, the Board of Directors may move into a closed session for the purpose of discussing and voting on matters.
6. Special Meetings. Special meetings of the Board of Directors may be called at any time by the President or by three (3) Directors.

7. Notice of Meeting. Notice of any Special Meeting of the Board of Directors shall be a written notice delivered personally or sent by mail or electronic mail to each Director at least seven (7) days prior to the meeting.
8. Quorum. A simple majority of the members present shall constitute a quorum, for all regularly scheduled monthly meetings.
9. Voting Rights. Proxy voting is prohibited. However, members not physically present at the meeting but following and participating in the proceedings via conference call are eligible for voting. Under rare and very special circumstances, voting by email may be permitted.

#### ARTICLE VI - OFFICERS

1. Number and Title. The principal officers of the Board shall be President, Vice-President, Treasurer, and Secretary.
2. Election. The officers shall be elected by the Board of Directors at the January annual meeting and shall be elected for one-year terms, beginning in January, and may be reelected for one additional term of one year.
3. Vacancies. Any vacancy in any office elected or appointed by the Board may be filled by a majority vote of the Board for the unexpired portion of the term.
4. President. The President shall be the principal executive officer of the corporation. He/she shall preside at all meetings of the Board of Directors. He/she may sign, with any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors have authorized to be executed, except in cases where signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws or by statute to some other officer or agent of the corporation. The President shall serve as Chairperson of the Executive Committee. The President also has the authority of appointments to Committee Chair positions with exception of the Finance Committee.
5. Vice-President. In the absence of the President, the Vice-President shall perform the duties of the President.
6. Secretary. The Secretary shall: (a) prepare and keep a file of the minutes of the meetings of the Board of Directors and of the Executive Committee; (b) see that all notices of meetings are duly given in accordance with these By-Laws; (c) maintain a current list of Board members; and (d) in general perform all duties incident to the office of Secretary.
7. Treasurer. The Treasurer shall run the Finance Committee meetings and present financial status reports to the full board at monthly meetings.

## ARTICLE VII - COMMITTEES

Each Committee is responsible to maintain a Board approved Committee Charter that outlines their areas of oversight and reporting responsibility.

1. Executive Committee. The Executive Committee shall consist of all officers, and the immediate past President. It shall have the power to act on behalf of the Board in intervals between meetings, when the next regularly scheduled meeting is not soon enough for urgent matters. The committee's actions shall be reported to the Board of Directors.
2. Nominating and Governance Committee. The Nominating Committee shall consist of a chairperson and at least two (2) other members. The duties of the committee shall be to: (a) present a list of nominees for election to the Board of Directors at the annual meeting; and (b) present nominees for election as officers of the Board of Directors as positions and resource availability exist.
3. Finance Committee. The Finance Committee shall meet prior to monthly Board meeting to review the overall financial status of the Corporation and make financial assessments and recommendations for Board approval. The Finance Committee will be chaired by the Board Treasurer.
4. Audit Committee. The Audit Committee shall meet at least ~~one~~ twice annually. The Audit Committee will be chaired by the Board Treasurer. No agency staff members are eligible to serve on the committee.
5. Marketing/Fundraising Committee. The Marketing/Fundraising Committee shall create and support an annual plan to guide the Corporation in promoting public awareness and interest in the Corporation and in seeking and securing funding from an array of outside sources. The Committee can include non-Board members who offer special expertise and appropriate community connections that would aid its work.
6. Programs and Services Committee. The Programs and Services Committee shall review and communicate performance of the various programs and services of the Organization. The review will include recommendations to the Board on changes to optimize the achievement of our mission objectives within the financial constraints of the budget. The Committee can include non-Board members who offer special expertise and appropriate community connections that would aid its work.
7. Other Committees. The President, with the approval of the Board of Directors, may appoint other committees as deemed necessary. This includes a temporary advisory committee of outside resources when (1) unbiased opinion on a proposal or (2) special resource for a project is necessary to assist the board.

### ARTICLE VIII - STAFF

1. Executive Staff of the Corporation shall consist of: an Executive Director and a Deputy Director/Finance Officer.
2. The Executive staff shall be non-voting members of the Board of Directors.

### ARTICLE IX - NON-PROFIT OPERATION

1. Operation. The agency shall at all times operate on a non-profit basis for the benefit of eligible participants.
2. Earnings. No part of the earnings of the corporation shall inure to the benefit of any officer or director of the corporation, and in the event of dissolution, the residual assets of the corporation will be turned over to one or more corporations which themselves are exempt as corporations described in sections 501 (c) (3) and 170 (c) (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State or Local government for exclusive public use.
3. Activities. Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law or (b) a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 (or any other corresponding provision of any future United States Internal Revenue Law).

### ARTICLE X - AMENDMENTS

These By-Laws may be adopted, altered or repealed by the affirmative votes of a majority of the Directors in office at any regular or special meeting of the Board but only if the notice of such meeting shall have contained a copy or an accurate summary and explanation of the proposed By-Law amendment, alteration or repeal as the case may be. This notice with copy shall be forwarded to the Board members in a Special Meeting or at least seven (7) days before the next regularly scheduled meeting and will be voted upon at that meeting.

### ARTICLE XI - RULES OF ORDER

All meetings of the Board of Directors and all committees established by it shall be conducted in accordance with the latest edition of Roberts' Rules of Order, to the extent the same are applicable.