

BY-LAWS
of
FLORIDA COUNCIL ON AGING, INC.
(Last Amended 8-27-17)

ARTICLE I. NAME

As provided in the Articles of Reincorporation of June 23, 1966, the name of this organization is the Florida Council on Aging, Inc., a corporation not for profit.

ARTICLE II. MISSION STATEMENT

The Florida Council on Aging is committed to serving Florida's diverse aging interests through education, information-sharing and advocacy.

ARTICLE III. GOALS

1. To provide a forum for those concerned with the wellbeing of older Florida residents.
2. To promote the study of aging and disseminate the results.
3. To provide consultation on aging issues to government agencies, legislative bodies, voluntary organizations, and the public.
4. To advocate for programs and issues benefiting older persons.
5. To educate and motivate professionals in the field of aging.
6. To stimulate and support community programs which benefit older persons.
7. To enhance the image of older persons.

ARTICLE IV. MEMBERSHIP

- A. Membership shall be open to individuals, organizations, companies, and others without regard to age, race, gender, ethnicity, sexual orientation, economic status, or disability.
- B. Membership categories and qualifications will be determined by the Board of Trustees.

ARTICLE V. DUES

Membership dues for each calendar year will be set by the Board.

ARTICLE VI. OFFICERS

- A. The following officers will be elected annually by a mail and/or electronic vote of paid members: President, President-Elect, Secretary, and Treasurer.
- B. The President, President-Elect, and Secretary will be elected for one-year terms but may succeed themselves by re-election for one additional term. The Treasurer, upon re-election, may succeed themselves for up to four consecutive years.
- C. A member who has served on the Board of Trustees for two three-year terms remains eligible to be elected to any office.

- D. Only individuals who have served on the Board of Trustees for at least one three-year term and were elected by the FCOA membership shall be eligible for election to any office.

ARTICLE VII. DUTIES OF OFFICERS

- A. **President.** It will be the duty of the President to have general supervision over all affairs of this Council; to preside at all meetings; and to count the votes on all matters except elections. The President will be an ex-officio member of all committees except the Nominating Committee. The President will not cast a vote except in case of a tie. The President will appoint or remove the members of all standing and special committees, with the approval of the Board, with the exception of the Nominating Committee. The President will sign all contracts for FCOA unless the line item is a Board approved item in the budget.
- B. **President-Elect.** The President-Elect will preside at the meetings in the absence of the President. The President-Elect will assume other duties as requested by the President or Board.
- C. **Secretary.** It will be the duty of the Secretary to keep the records of the proceedings of the Board and of all matters of which a record is deemed advisable by the Council. The records of the Secretary will be open for inspection to any member of this Council. The Secretary will perform such other duties as may be assigned by the President or Board.
- D. **Treasurer.** It shall be the duty of the Treasurer to oversee the fiscal operations of the organization. The Treasurer shall have the responsibility of insuring that an annual audit is completed and that financial reports/budgets are presented to the Board of Trustees in a timely manner.

ARTICLE VIII. VACANCIES OF OFFICERS

- A. **President.** Should the President be unable to continue in office for any reason, the President-Elect will succeed to the office of President for the unexpired term.
- B. **President-Elect.** Should the President-Elect be unable to continue in office for any reason, the office of President-Elect will be considered vacant until the next general election, when nominees for the office of President-Elect shall be placed on the ballot to be voted upon. However, until the next election, the President may, with the approval of the Board of Trustees, appoint a member of the Board of Trustees to fulfill the duties of the office of President-Elect.
- C. **Vacancies in the offices of Secretary, Treasurer or At-Large Executive Committee positions** will be filled by the President with the approval of and from the membership of the Board of Trustees until the next general election.

ARTICLE IX. BOARD OF TRUSTEES

- A. **Duties and Powers -** While the Florida Council on Aging will be controlled by the majority votes of a quorum of its members duly assembled, the authority for guidance and control between meetings will be vested in a Board of Trustees.

- B. The Board will consist of four (4) elected officers, and the Immediate Past President, together with twenty-five (25) Trustees, with at least one from each identified FCOA District. No member will be elected for more than two (2) consecutive terms.
- C. Qualifications - Current membership dues must be paid (Individual Membership Category) in order to be eligible for nomination to the Board of Trustees or any office of the Board.
- D. The Board will designate the time, place and circumstances for the meetings of the general membership.
- E. The Board will promote programs for the dissemination of dependable knowledge concerning aging and the aged to the general public and particularly to the aging themselves.
- F. The Board of Trustees shall meet at least three (3) times a year at the call of the President. Upon request of a majority of the Executive Committee or upon the written request of five (5) or more members of the Board of Trustees, a meeting of the Board will be called.
- G. Meetings of the Board of Trustees will be noticed by mail or email at least 2 weeks prior for a face-to-face meeting; 5 days notice by mail or email for a conference call; and 24 hours notice by mail or email for an emergency meeting either face-to-face or conference call.
- H. Absences & Resignation - Absence from two consecutive Board of Trustee meetings is considered a resignation (under extraordinary circumstances the Executive Committee will make the final determination of whether or not the Trustee will continue to serve). Any Trustee may resign at any time by giving signed, written notice to the Board President.
- I. Removal - Whenever in the Board's judgement the best interests of the FCOA will be served thereby, a Trustee may be removed from the Board by affirmative vote of a majority of all Trustees of the FCOA taken at any duly convened meeting of the Board wherein notice of such proposed action is given not less than forty-eight (48) hours in advance of the meeting at which such removal action is taken.
- J. Vacancies - Any vacancies on the Board of Trustees may be filled by appointment of the President, with approval by the Board of Trustees. Appointments will be made from the membership and will continue until the next general election, at which time the appointee would be eligible to serve two three-year Board terms, if elected by the membership.
- K. A quorum will be eight (8) members.
- L. The Florida Council on Aging through its Board of Trustees may accept any grants, bequests or other monies from any source to be expended for special purposes.
- M. Trustees will not receive monetary compensation for their service on the FCOA Board of Trustees. Travel expenses to Board meetings are the responsibility of the Trustee and will not be reimbursed by FCOA.
- N. All Board of Trustees members must sign both a conflict of interest agreement and a confidentiality agreement by the beginning of each year of their term.
- O. Conflict of Interest - The purpose of the conflict of interest policy is to protect the tax-exempt interest of the Florida Council on Aging (FCOA) when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Trustee or committee member of FCOA or might result in a possible excess benefit transaction. This policy is intended

to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit organizations.

1. Duty to Disclose - In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Trustees and members of committees with Board of Trustees delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists - After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board of Trustees or Chair of the committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest:

a. An interested person may make a presentation at the Board of Trustees or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The President of the Board of Trustees or Chair of the committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the Board of Trustees or Chair of the committee shall determine whether FCOA can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Trustees or Chair of the committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in FCOA's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy:

a. If the Board of Trustees or Chair of the committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

P. Confidentiality - Trustees on the FCOA Board may handle or have access to confidential information. Such confidential information or documentation may include information about FCOA staff, membership, sponsors, budget, advocacy strategies, organizational information or other information from members of the public that is required to be kept confidential.

Trustees will hold all confidential information in trust and confidence, and will not use, disclose, communicate or convey, or allow to be used, disclosed, communicated or conveyed, directly or indirectly, any such information, except as may be necessary in the performance of their duties.

Information deemed confidential that is procured as result of service as a Trustee should not be used for personal (individual or the individual's organization's) gain.

Unauthorized disclosure of confidential information could be highly damaging to FCOA and/or individuals associated with the FCOA and its management firm. If there is any question as to whether information is considered confidential, Trustees should consult with the President of the Board and/or Executive Director of the Management Firm before any use or disclosure of same.

Trustees will not allow any unauthorized person or persons to inspect or have access to any document that is of a confidential nature, regardless of format (print, email, conference call, etc.), and will immediately report any unauthorized access to the President of the Board and/or Executive Director.

Trustees who do not comply with the Confidentiality Agreement may be subject to disciplinary action, up to and including termination of their position on the Board and/or legal action.

ARTICLE X. EXECUTIVE COMMITTEE

- A. The Executive Committee will consist of the four (4) elected officers, the Immediate Past President and two (2) At-Large Members elected by the FCOA membership to serve one-year terms as At-Large Executive Committee members. To be eligible for the At-Large Executive Committee positions, individuals must be current Board members, have served at least one full year of a term of office, and have been elected by the FCOA membership; they may succeed themselves by re-election for one additional term as an At-Large Executive Committee member.
- B. The Executive Committee will be responsible for activities requiring actions between meetings of the Board.
- C. It will be guided by policies designated by the Board of Trustees and approved by the General membership.
- D. The Executive Committee will report on its activities and actions at the next regularly scheduled meeting of the Board of Trustees for ratification.
- E. A quorum will be three (3) members.

ARTICLE XI. STANDING AND SPECIAL COMMITTEES

- A. In addition to the Executive Committee, the following Standing Committees will be in existence:
 - 1. Advocacy
 - 2. Education/Conference Committee
- B. The President may appoint such Ad-Hoc Committees to serve for a designated period of time as are deemed necessary by the Board.

ARTICLE XII. NOMINATIONS COMMITTEE, NOMINATIONS AND ELECTIONS

- A. Five members will be elected as a Nominating Committee to serve for one year from nominees provided by the **previous year's** Nominating Committee. Consideration in selection will be given to geographic representation. The President will designate one of the elected members as Chairperson.
- B. The Nominating Committee will present a slate with one or more nominees for each office and At-Large position on the Executive Committee. In addition, the Nominating Committee will present a slate for each vacant position on the Board of Trustees and for the next year's Nominating Committee. The Committee's nominations must be presented in writing to the FCOA Tallahassee office at least sixty (60) days prior to the election. Additional nominations by written ballot, with prior consent of the nominees, will be taken.
- C. All Nominees will receive a copy of the FCOA By-Laws and Policies as part of the Nominating Process to the FCOA Board of Trustees.
- D. Election will be by written and/or electronic ballot sent by mail and/or via the internet to paid members at least forty-five (45) days in advance of the Annual Meeting. The names of the persons elected, but not the number of votes, will be reported at the Annual Business Meeting. In case of tie votes, a second ballot will be sent by mail and/or the internet to paid members for that position until one person is elected by a simple majority.
- E. New officers and Board Trustees will be installed and officially take office at the Annual Conference. New officers and Board Trustees will be invited to participate as guests at the Board Meeting that takes place prior to the Annual Conference.

ARTICLE XIII. MEETINGS OF THE GENERAL MEMBERSHIP

- A. The Annual Business Meeting of the general membership will be held in conjunction with the Annual Conference. Meetings of the general membership will be held at times as directed by the Board of Trustees. A quorum will be those members present.
- B. The Annual Business Meeting will be held at the first meeting in the year of the general membership at which time the names of the persons elected by mail and/or electronic vote of paid members will be reported.
- C. The Corporate year will be from January 1 through December 31.

ARTICLE XIV. BUSINESS OFFICE(S) AND STAFF

The Board may hire staff and incur other expenses it determines necessary to effectively manage an office.

ARTICLE XV. ASSOCIATED ORGANIZATIONS

Whenever, in the opinion of the Board of Trustees, it appears to be in the best interest of this Council, association may be made with organizations of similar interest upon approval of the Board of Trustees.

ARTICLE XVI. PROCEDURES

All meetings and procedures, unless otherwise specified in these By-Laws will be governed by Roberts Rules of Order (REVISED).

ARTICLE XVII. CORPORATE SEAL

The corporate seal of this corporation will bear the words FLORIDA COUNCIL ON AGING, INC. and CORPORATION NOT FOR PROFIT. The Secretary will be responsible for the corporate seal and use thereof, as approved by the Board.

ARTICLE XVIII. DISSOLUTION

In the event of dissolution of this organization all assets are to be distributed to government or accountable organizations as provided in the Article of Incorporation of the Florida Council on Aging.

ARTICLE XIX. MISCELLANEOUS

- A. The President, with the approval of the Executive Committee in matters requiring immediate attention, may request a mail and/or electronic vote.
- B. The accounts of the Corporation will be audited annually by a certified accountant or by a special audit board, as may be designated by the Executive Committee.

ARTICLE XX. INDEMNIFICATION

- A. Actions other than by or in the right of FCOA: FCOA 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 proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of FCOA) by reason of the fact that the person is or was a Trustee or officer of FCOA, or who is or was serving at the request of FCOA as a Trustee or officer of another corporation, partnership joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by this person in accordance with such action, suit or proceeding, if they acted in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interests of FCOA, and, with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which they reasonably believed to be in or not opposed to the best interests of FCOA, and, with respect to any criminal action or proceeding, had reasonable cause to believe that their conduct was unlawful.
- B. Actions by or in the right of FCOA: FCOA 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 FCOA to procure a judgment in its favor by reason of the fact that a person is or was a Trustee or officer of FCOA, or is or was serving at the request of FCOA as a Trustee or officer of another corporation, partnership, joint venture, trust or other enterprise, against

expenses (including attorney's fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit, if they acted in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interests of FCOA, and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of their duty to FCOA, 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 person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

- C. Indemnification Against Expenses: To the extent that a Trustee or officer of FCOA has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in part A or part B of this Article, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonable incurred by him in connection therewith.
- D. Authorization of Indemnification: Any indemnification under part A or part B of this Article (unless ordered by a court) shall be made by FCOA only as authorized in the specific case, upon a determination that indemnification of the Trustee or officer is proper in the circumstances because the Trustee or officer has met the applicable standard of conduct set forth in part A or part B of this Article. Such determination shall be made (1) by the Board of Trustees by a majority vote of a quorum consisting of Trustees who were not parties to such action, suit, or proceedings, or (2) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested Trustees so directs, by independent legal counsel in a written opinion, or (3) by the members of FCOA.
- E. Payment of Expenses in Advance: Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by FCOA in advance of the final disposition of such action, suit or proceeding upon a preliminary determination following one of the procedures set forth in part D that the Trustee or officer met the applicable standard of conduct set forth in part A or B or as authorized by the Board of Trustees in the specific case, and in either event, upon receipt of an undertaking by or on behalf of the Trustee or officer to repay such amount, unless it shall ultimately be determined that he is entitled to be indemnified by FCOA as authorized in this Article.
- F. Provisions Not Exclusive: The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of disinterested Trustees, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, except an indemnification against gross negligence or willful misconduct, and indemnification hereunder shall continue as to a person who has ceased to be a Trustee or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.
- G. Insurance: FCOA may purchase and maintain insurance on behalf of any person who is or was a Trustee or officer of FCOA, or who is or was serving at the request of FCOA as a Trustee or officer of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not FCOA would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE XXI. AMENDMENTS

A. These By-Laws may be amended by a majority vote of paid members of the Florida Council on Aging by either mail ballot, electronic voting, or a vote conducted at the Annual Business Meeting. If amended by mail ballot: Notice of proposed amendments will be sent by First Class U.S. Mail to all paid members at least forty-five (45 days) prior to the deadline for receipt of completed ballots; a majority of those responding (51%) shall constitute a majority vote. If amended by electronic vote: Notice of proposed amendments will be sent via the internet to all paid members at least forty-five days (45 days) prior to the deadline for receipt of completed ballots; a majority of those responding (51%) shall constitute a majority vote. If amended at the Annual Business Meeting: Notice of proposed amendments will be mailed to paid members at least thirty (30) days prior to the Annual Business Meeting; a majority (51%) of those voting at the Annual Business Meeting shall constitute a majority vote.

Last Review Date: May 5, 2017

Approval Date: August 27, 2017