

BYLAWS
THE INDIANA ASSOCIATION OF AREA AGENCIES ON AGING, INC.

ARTICLE I

Name

The name of the organization shall be The Indiana Association of Area Agencies on Aging, Inc.

ARTICLE II

Purpose

The purpose of the Association is to provide services to its members that enhance their ability to effectively accomplish their missions, including advocating for quality public and private programs and services for the elderly and persons with disabilities.

ARTICLE III

Membership

Section 1. Full Membership. Any Area Agency on Aging designated by the State of Indiana shall be eligible for membership in the Association.

Section 2. Associate Membership. Associate membership shall be available to the organizations that are sympathetic to the purpose and goals of the Indiana Association of Area Agencies on Aging. Associate members are not full members of the Association. Area Agencies on Aging are not eligible for Associate Membership.

ARTICLE IV

Officers

Section 1. Elected Officers. The elected officers of the Association shall be the President, First Vice-President, Second Vice-President and Secretary-Treasurer. These officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the Association.

Section 2. Election of Officers. The officers shall be elected by the Board of Directors at the annual meeting of the Association. The term of office shall be one (1) year or until their successors are elected. The term of office shall begin July 1, following the annual meeting at which they are elected.

Section 3. Terms of Officers. Officers may be elected for one (1) additional term. The Secretary-Treasurer may succeed himself/herself more than one (1) time.

Section 4. Limits on Office. No member shall hold more than one (1) office at a time.

Section 5. Removal from Office. Any elected officer may be removed from office by a two-thirds (2/3) majority of the voting members of the Board of Directors.

Section 6. Vacancy. Whenever any vacancy of an elected office occurs, the Board of Directors shall by election fill the vacancy for the remainder of the elected term of office.

ARTICLE V**Duties of Officers**

Section 1. **President.** The President shall: (a) serve as the presiding officer of the Board of Directors, (b) act as spokesperson for the Board, (c) recommend the two (2) at-large members of the Executive Committee to the Nominating Committee, and (d) appoint members to all other committees and serve as an ex-officio, non-voting member, and e) perform other duties as agreed upon by the Board of Directors.

Section 2. **First Vice-President.** The First Vice-President shall, in the absence or incapacity of the President, assume the duties of the President. The First Vice-President shall also serve as the Chairman of the Personnel Committee and perform other duties as agreed upon by the Board of Directors.

Section 3. **Second Vice-President.** The Second Vice-President shall, in the absence or incapacity of the President and First Vice-President, assume the duties of the President and perform other duties as agreed upon by the Board of Directors.

Section 4. **Secretary-Treasurer.** The Secretary-Treasurer shall: (a) properly prepare the minutes of the Directors' meetings; (b) authenticate the records of the corporation; and (c) perform other duties as agreed upon by the Board of Directors.

ARTICLE VI**Meetings**

Section 1. **Regular Meetings.** Regular meetings of the Board of Directors shall be held no less than once per quarter upon written notice to the members of the board, which will specify the day, time and place.

Section 2. **Special Meetings.** Special meetings of the Board of Directors may be held upon the call of the president or upon the written request of the Secretary-Treasurer from one-third (1/3) of the members.

Section 3. **Notice.** Written notice shall be given by the Chief Executive Officer and will state the date, time and place of all regular and special meetings not less than five (5) working days prior to the called meeting.

Section 4. **Annual Meeting.** The annual business meeting shall be held at the registered office of the Association or such meeting place within the State of Indiana during the last quarter of the fiscal year for the election of officers and such other business as may properly come before the Board of Directors. Failure to hold the annual meeting at the designated time shall not cause any forfeiture or dissolution of the corporation.

5. **Electronic Meetings.** Members of the Board may participate in a meeting through use of conference telephone or similar connection equipment, including computer network connection, as long as all members participating can hear one another or otherwise participate in the discussion. Such participation constitutes presence in person for purposes of a quorum.

ARTICLE VII**Board of Directors**

Section 1. **Composition.** The Board of Directors of the Association shall consist of the Director of each member Area Agency on Aging designated by the State of Indiana or by that director's permanent designee. Associate members are not eligible for a seat on the Board.

Section 2. Voting. Voting privileges are limited to full members of the Association. A full member may also designate one (1) alternate who is eligible to attend meetings and to vote in that member's stead.

Section 3. Quorum. A quorum shall consist of one-half (1/2) of the Board of Directors plus one (1).

Section 4. Indemnification. If an individual who is or was a member of the Board of Directors is made party to a proceeding because the individual is or was a Director, the corporation shall indemnify the individual against reasonable expenses and liability incurred in that proceeding if: (a) the individual's conduct was in good faith; and (b) the individual reasonably believed that his or her conduct was in the corporation's best interest.

ARTICLE VIII

Committees

Section 1. Executive Committee. An Executive Committee comprised of the President, Vice-Presidents, Secretary-Treasurer, Past President and two (2) At-Large members shall be empowered to conduct the affairs of the Association in the absence of the Board. Four (4) members of the Executive Committee shall constitute a quorum.

Section 2. Nominating Committee. A Nominating Committee comprised of three (3) members of the Board of Directors shall be appointed by the President. Nominating Committee members shall serve for a term of one (1) year with eligibility to serve consecutive terms. The Nominating Committee shall prepare a slate of officers and At-Large Executive Committee members for presentation and action by the Board of Directors at the annual meeting and at other such times as vacancies occur.

Section 3. Personnel Committee. A Personnel Committee comprised of the Vice-President and three (3) other members shall be appointed by the President after each annual meeting. It shall be the duty of this committee to advise staff in all personnel matters, including policies, practices and problems, and make recommendations to the Board of Directors for approval. The Personnel Committee shall be responsible for evaluating the performance of the Chief Executive Officer at least once annually.

Section 4. Audit. The fiscal records of the Association shall be regularly audited by a certified public accountant and reports of such audit shall be provided to the Board of Directors and filed with the records of the Association and with appropriate governmental agencies requiring such audit.

Section 5. Other Committees. Such other committees, standing or special, shall be appointed by the President, as the Board of Directors deems necessary, to carry out the work of the Association.

ARTICLE IX

Financial Administration

Section 1. Fiscal Year. The fiscal year of the Association shall be from July 1 through June 30 of each year.

Section 2. Dues. Dues shall be established annually by the Board of Directors.

Section 3. Audit. The fiscal records of the Association shall be regularly audited by a certified public accountant and reports of such audit shall be provided to the Board of Directors and filed with the records of the Association and with appropriate governmental agencies requiring such audit.

ARTICLE X

Miscellaneous Provisions

Section 1. Parliamentary Authority. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

Section 2. Amendment of Bylaws. These bylaws may be amended at a regular meeting of the Board of Directors by two-thirds (2/3) of the voting members, provided that the amendment has been submitted to the Board in writing thirty (30) calendar days prior to the meeting where the action on the amendment is taken.

Section 3. Dissolution of the Corporation. In the event the dissolution of this corporation is desired by a majority of the Board of Directors, the procedure shall be done in accordance with advice of competent legal counsel and in accordance with applicable federal and state laws governing this corporation at the time of dissolution.