

Bay Aging

By-Laws

Revised March 2016

Bay Aging By Laws

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BAY AGING BYLAWS

**Adopted by Bay Aging's Board of Directors – June 25, 2009
Revised January 28, 2010 Board of Directors Meeting
Revised January 2013 Board of Directors Meeting
Revised May 2014 Board of Directors Meeting
Revised November 2014 Board of Directors Meeting
Revised March 2016 Board of Directors Meeting**

ARTICLE I. NAME

The name of the corporation shall be Bay Aging.

ARTICLE II. PURPOSE

Subject to the purposes stated in the Articles of Incorporation, and as a supplement thereto, the purpose of this corporation is to improve the quality of life in the communities served by the corporation by supporting the provision of 1) support services that allow citizens to live independently in their homes for as long as practicable, 2) transportation services that allow them to efficiently conduct their business and personal affairs, 3) housing and housing support services that provide them with decent and affordable housing, and 4) other services consistent with the vision, mission and strategic plan adopted by the Board of Directors.

ARTICLE III. AREA TO BE SERVED

The primary area to be served by this corporation shall be Eastern Virginia.

ARTICLE IV. PRINCIPAL OFFICE

The principal office of the corporation shall be located within the area served. The corporation may have such additional offices at such other places and at such time as required.

ARTICLE V. BOARD OF DIRECTORS MEMBERSHIP

Section 5.01 Duties and Responsibilities

The Board of Directors shall exercise the powers of the corporation, control its property, and conduct its affairs. It shall be the sole policy-making authority of the corporation.

It shall be the duty of the Directors to:

- (A) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws;
- (B) Employ a President/CEO to manage the corporation;
- (C) Supervise the President/CEO of the corporation to assure that his duties are properly performed;
- (D) Approve the annual plan and budget of the corporation;
- (E) Register their addresses with the Secretary of the corporation, and notices of meetings mailed to them at such addresses shall be valid notices thereof;
- (F) Enter into contracts, working agreements or statements of agreements with such agencies and organizations as from time to time may be deemed necessary or useful to carry out the functions, plans, and purposes of the corporation;
- (G) Executive Committee members will conduct an annual evaluation of the President's/CEO's performance;

Section 5.02 Number

The Board shall be composed of 15 Directors.

Section 5.03 Term

Each Director shall serve for a term of five years. In order to stagger terms of the first Board formed under these by-laws, the five year term will be revised to 1/3 of the Board having terms expiring in 2013, 1/3 will have terms expiring in 2014 and 1/3 will have terms expiring in 2015 or thereafter. Directors' terms shall begin October 1st and terminate September 30th five years later. A Director who serves a term may be reappointed, if otherwise eligible.

Section 5.04 Qualifications

Each member of the Board of Directors shall be at least eighteen years of age and shall have graduated from high school. Former employees of the corporation are not eligible to serve on the Board of Directors.

Section 5.05 Composition and Selection

- (A) One-third of the Board shall be *elected* public officials or their designees, who shall be selected by the local governing body or bodies of the service area;
- (B) One-third of the Board shall be persons chosen democratically to represent low-income persons of the area served. They shall be selected through some form of democratic procedure sanctioned by the organization, either directly through election, public forum, or similar representative process, such as elected representation of another significant community group or organization whose membership is comprised primarily of low-income citizens.

In all cases, the corporation should assure itself that citizens selecting low-income representation are themselves of low income, reside in the community represented and are current members of any organization or community group sending representation to the corporation's Board of Directors;

- (C) The other members of the Board shall be members of business, industry, labor, religious, social service, education or other major community groups, or any other person affiliated with these activities.
- (D) The above selection procedures will in all cases be consistent with the provisions of Virginia Code 2.1-591;

Section 5.06 Compensation

Directors shall serve without compensation, provided, however, nothing in this section shall prohibit reimbursement to a Director for actual expenses that have been approved by the Board.

Section 5.07 Removal from the Board of Directors

- (A) Members of the Board of Directors may be removed from office for the following reasons:
 - (1) Fiduciary irresponsibility and neglect with respect to corporate assets
 - (2) Unauthorized or personal use of corporate funds;
 - (3) Dereliction of duty in carrying out the responsibilities of a governing body member as set forth by either the Articles of Incorporation, the Bylaws, the Board of Directors Code of Conduct, or the rules and regulations of the corporation;

- (4) Declaration of being of unsound mind or an incompetent by final order of a court of competent jurisdiction;
 - (5) Conviction of a felony while a Director.
- (B) All cases involving a challenge to membership on the Board of Directors shall be referred to the Board of Directors, which shall either consider such a matter at its next regularly scheduled meeting or consider such a matter at a special meeting. In either case, the Director challenged may be heard, present evidence, and be represented by counsel. The decision to remove said Director shall be decided by a two-thirds majority vote of the Directors present and voting.

ARTICLE VI. MEETINGS

Section 6.01 Regular and Special Meetings

- (A) The annual corporate meeting shall be held on a selected date in September of each year at a time and place to be designated by the Board of Directors. Directors shall be given written notice in advance of the annual meeting.
- (B) Regular meetings of the Board of Directors shall be held at least every two months at a place within the service area that is reasonably accessible from all geographic regions of the area. Directors shall be given written notice prior to the meeting. Written notice of the time and place of all meetings shall be addressed to the Directors at the address shown on the records of the Secretary.
- (C) Special meetings of the Board of Directors shall be held whenever called by the Chairman or three or more members of the Board. Directors shall be notified of such special meetings by mail, telephone, electronic mail or in person at least 24 hours prior to the time of holding such meetings. Said notice shall specify the nature of any and all business to be conducted at such meeting.
- (D) All business meetings of the corporation, whether regular or special, shall be open to the public.

Section 6.02 Quorum

The presence of eight Directors, when all 15 Director seats are filled, or no less than 50% of the Directors seated on the Board on the day prior to any given meeting, shall constitute a quorum for the transaction of business. Whenever this section conflicts with State or Federal statutes or regulations, the provision of said statutes or regulations shall supersede this section. Except as otherwise expressly provided in the Bylaws, no

business shall be considered by the Board at any meeting at which a quorum, as herein defined, is not present. The only motion that the chair shall entertain at such meeting is a motion to adjourn.

Section 6.03 Presiding Officer

Meetings of the Directors shall be presided over by the Chairman of the Board or, in his absence, by the Vice Chairman or, in his absence, by the Secretary or, in his absence, by the Treasurer.

Section 6.04 Voting

Each Director shall have one vote. There shall be no voting by proxy. Each act or decision done or made by a majority of the Directors present and voting at a meeting duly held, at which a quorum is present, is the act of the Board of Directors.

ARTICLE VII. OFFICERS

Section 7.01 Corporate Officers

The officers of the corporation shall be a Chairman, a Vice Chairman, a Secretary, and a Treasurer.

- (A) Any Director of the corporation is qualified to be an officer of the corporation. Each officer, other than those appointed pursuant to Section 7.03, shall hold office until he resigns or is removed or is otherwise disqualified to serve, or until his successor shall be elected and qualified, whichever occurs first.
- (B) The terms of officers shall be from October 1 through September 30. The terms shall be one year and limited to two successive terms.
- (C) The Chairman and Vice Chairman shall be residents of different planning districts.

Section 7.02 Removal and Resignation of Officer

Any officer shall serve at the pleasure of the Directors and may be removed by a majority vote of the Directors at any regular or special meeting of the Board. Such officer shall be removed should he cease to be qualified for the office, as herein required.

Any officer may resign at any time by giving written notice to the Board of Directors or to the Chairman or Secretary of the corporation. Any such resignation shall take effect on the date of receipt of such notice or at any later time specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it

effective.

Section 7.03 Filling Vacancies

Any officer vacancy, caused by death, resignation, removal, disqualification, or other reason, shall be filled in accordance with the selection procedures described in Section 5.05 of these Bylaws.

Any officer vacancy may be filled temporarily by appointment by the Chairman, until such time as the Board shall fill the vacancy according to the selection procedures.

Section 7.04 Duties of the Chairman

The Chairman shall:

- (A) Perform all such duties as are incident to his office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or that may be prescribed from time to time by the Board of Directors;
- (B) Preside at meetings of the Board of Directors;
- (C) Make and execute, or cause to be executed, contracts in the ordinary course of business of the corporation, to execute, or cause to be executed, other legal instruments when authorized by the Board of Directors, except as otherwise expressly provided by law, by the Articles of Incorporation of this corporation, or by these Bylaws;
- (D) Not earlier than June 1st and not later than August 31st in any given year, appoint a three-member nominating committee to select a slate of new officers to be presented and voted on at the annual corporate meeting;
- (E) Appoint all other committees and committee chairpersons;
- (F) Serve without a vote (except as a tiebreaker) as an ex-officio member of all standing and ad hoc committees, but not the nominating committee. The Chairman, however, may serve on the nominating committee as a voting member if ineligible for re-election as Chairman of the Board;
- (G) Have such other powers and perform such other duties as may be assigned to him from time to time by the Board of Directors.

Section 7.05 Duties of the Vice Chairman

In the absence of the Chairman, or in the event of his inability or refusal to act, or if the office be vacant, the Vice Chairman shall perform all the duties of the Chairman, and , when so acting, shall have all the powers and be subject to all the restrictions of the Chairman. The Vice Chairman shall have such other powers and such other duties as may be prescribed by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or as may be assigned to him from time to time by the Board of Directors.

Section 7.06 Duties of the Secretary

The Secretary shall:

- (A) Certify and cause to be kept at the principal office of the corporation, the original copy of these Bylaws, as amended or otherwise altered to date;
- (B) Cause to be kept at the principal office of the corporation, or at such other place as the Board of Directors may order, a book of minutes of all meetings of the Directors and the Executive Committee, and record therein the time and place of holding, whether regular or special, and, if special, how authorized, the notice of, and the names of those present at, the meetings of the Directors and the minutes of the proceedings thereof;
- (C) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- (D) See that minutes of all regular and special meetings of the Directors and of the Executive Committee are disseminated to Directors at least one (1) week prior to the next regular or special meeting of the Board or Executive Committee, as applicable, for approval;
- (E) Cause to be kept at the principal office of the corporation the records and the seal of the corporation and see that the seal is affixed to all duly executed documents, the execution of which, on behalf of the corporation under its seal, is authorized by law or by these Bylaws;
- (F) Cause to be kept at the principal office of the corporation a membership book containing the name and address of each member, and, in any case where membership has been terminated, a record of such fact in the book, together with the date on which the membership ceased;
- (G) Cause to be exhibited, upon request at any reasonable time, to any Director or member of the general public, these Bylaws, the membership book, the minutes of a proceeding, and other such data and records of the corporation to which the requestor has the right, by law or regulation;
- (H) Perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws,

or as may be assigned to him from time to time by the Board of Directors.

Section 7.07 Duties of the Treasurer

The Treasurer shall:

- (A) Cause to be kept and maintained adequate and correct accounts of the corporation's properties and inventory records and business transactions, including accounts of its assets, liabilities, receipts, disbursements, surpluses, and deficits;
- (B) Cause to be exhibited, upon request at all reasonable times, to any Director or member of the general public, the books of account and financial records to which the requestor has the right, by law or regulation;
- (C) Cause to be rendered to the Chairman and Directors, whenever he or they request it, an account of any or all of the transactions of the corporation and of the financial condition of the corporation;
- (D) Cause to be prepared by a qualified certified public accountant approved by the Board of Directors, an annual audit and certification of the financial statements to be included in a report to the Directors. He shall also cause to be presented at the annual meeting of the Directors a report of the financial status of the corporation with a written copy attached to the minutes of such annual meeting;
- (E) Perform all duties incident to the office of the Treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or as may be assigned to him from time to time by the Board of Director;
- (F) Be bonded at the expense of the corporation.

ARTICLE VIII. COMMITTEES

Section 8.01 Standing Committees

The standing committees of this corporation and their duties are:

- (A) Executive Committee

The Executive Committee shall consist of the Chairman of the Board, who shall serve as Chairman of the Executive Committee, the Vice Chairman, the Secretary, and the Treasurer of the Board. The Chairman may appoint additional members subject to Board approval.

The Executive Committee's major purpose will be to review for coordination the activities and reports of the other committees and of the staff, forward material (set agenda for action by the Board), conduct an annual evaluation of the President's/CEO's performance, and review and approve the President's/CEO's compensation.

The Executive Committee shall be empowered to act on behalf of the Board in between normal board meetings subject to review by the Board at the next regular meeting.

All Directors shall be informed of the activities of the Executive Committee by means of distribution of minutes of their meetings.

(B) Finance Committee

A Finance Committee shall be appointed and shall have responsibility to oversee the financial management of the corporation. The Committee shall periodically revise the financial procedures manual and may develop an ongoing fundraising program for the corporation. The Finance Committee shall consist of the Treasurer and at least two Directors appointed by the Chairman.

Section 8.02 Study and Ad Hoc Committees

The Board of Directors may authorize the creation, prescribe the term, and define the powers of any study and ad hoc committees, not specifically created by the Bylaws, as may from time to time be necessary or useful in the conduct of corporate business.

Section 8.03 Appointments of Committee Members and Chairpersons

Except as otherwise provided in these Bylaws, the Board of Directors may from time to time fix the number of members of each committee, which shall not be less than two. Committee members shall be appointed by the Board Chairman with the approval of the Board. Any Director may be appointed to any committee, unless its membership is restricted by the Bylaws, provided, however, that the Chairperson of each committee shall be a member of the Board. Subject to the provision of these Bylaws, the Committee Chairperson shall serve for a term of one year or until the committee is dissolved, whichever comes first. The Chairman, subject to approval by the Board, may remove any committee chairperson or any committee member from a committee for cause. Chairpersons may serve more than one term.

Section 8.04 Ex-officio Committee Members

The Chairman of the Board, except for the Executive Committee, shall be an ex-officio member, without the right to vote (except as a tiebreaker), of all committees established pursuant to the this Article. No compensated staff of the corporation shall serve as a voting member of any committee.

Section 8.05 Powers and Duties

The committees created by this Article shall have such powers and duties as are specifically provided in these Bylaws and a may be given to them from time to time by the Board of Directors. Each committee may conduct hearings and prepare studies and shall make written reports on all such activities, provided all such committee work shall be in accordance with the purposes and work programs of the corporation, as defined in the Articles of Incorporation, these Bylaws, or from time to time by resolution of the Board of Directors. Reports of the committees shall be advisory only and shall not be binding on the corporation or the Board of Directors until ratified by the Board. Each committee shall submit such reports, on such dates as may be specified by the Board of Directors, when action by the Board is requested or required.

Section 8.06 Vacancies

Vacancies on any committee may be filled for the unexpired portion of the term in the same manner as for original appointments.

Section 8.07 Quorum

A majority of the members of a committee shall constitute a quorum. An act of a majority of the members present and voting at a meeting with a quorum present shall be an act of the committee.

Section 8.08 Rules of Procedure

Each committee may adopt rules for its own governance and procedures that are consistent with law, these Bylaws, or the rules and regulations adopted by the Board of Directors.

Section 8.09 Meetings

The Board Chairperson or the Committee Chairperson shall call meetings from time to time. At least 72 hours' notice shall be given to all committee members by the person calling the meeting.

ARTICLE IX. ADVISORY COUNCIL

The Board of Directors shall establish an Advisory Council that meets at least quarterly. The Advisory Council shall advise the Board of Directors on

all matters relating to agency services and unmet needs.

ARTICLE X. PRESIDENT/CEO

Section 10.01 Employment

The Corporation shall employ a full-time President/CEO. The President/CEO of the corporation shall be selected and employed by the Board of Directors, which shall determine the terms of employment.

Section 10.02 Duties and Functions

The President/CEO shall carry out the purposes of the corporation within the framework of the Articles of Incorporation, the Bylaws, the established policies and procedures of the corporation and the general and specific assignments given to the President/CEO by the Board of Directors.

ARTICLE XI. CONFLICTS OF INTEREST OF BOARD AND ADVISORY COUNCIL MEMBERS AND CORPORATION STAFF

Section 11.01 Definition

Immediate family shall be defined as parent, spouse, child, or sibling

A conflict of interest exists with respect to a given matter when:

- (A) A member of the Board of Directors or a member of his/her immediate family is [1] an owner, officer, Director, trustee, professional staff affiliate, or employee of or [2] a lawyer, accountant, architect, underwriter, consultant, or other professional advisor to an entity that favors, formally or informally; would benefit by; opposes, formally or informally; or would be injured by any action, with respect to that matter, by the body of which he/she is a member, or
- (B) A member of the Board for any reason is unable to act [1] objectively or dispassionately or [2] without bias or the appearance of bias or [3] without being or appearing to be motivated by private gain by any action, with respect to that matter, by the body of which he/she is a member.

Section 11.02 Limitations

Employees and members of the immediate families of employees of the corporation and its subcontractors shall not be permitted to serve on the Board of Directors or Advisory Council of the corporation.

Members of the Boards of Directors of subcontractors shall not be permitted to serve on the Board of Directors or Advisory Council of the corporation.

Employees of the corporation and its subcontractors shall not be permitted to sell or attempt to sell directly or indirectly any goods or services to the corporation or its subcontractors apart from the services for which their normal salaries are paid. Any exception to this limitation must receive prior approval of the Board of Directors of the corporation.

Section 11.03 Treatment of Conflict of Interest

A member of the Board of Directors shall not be eligible to vote upon any action with which he/she has a conflict of interest.

A member of the Board of Directors, who has announced to the Board that he/she has a conflict of interest with a given matter or for whom it has been decided that a conflict of interest exists pursuant to Section 11.04 of these Bylaws, may participate in discussion of that matter.

Section 11.04 Determination of Conflicts of Interest

A person who believes he/she has a conflict of interest shall announce the existence of the conflict to the body of which he/she is a member or announce the existence of a possible conflict of interest to the chair of the body of which he/she is a member. The chair shall decide whether a conflict of interest exists, subject to an appeal that shall be decided by vote of a majority of the members of that body present and entitled to vote, excluding that person and any other members who have already been disqualified by reason of conflict of interest.

Any member of a given body who believes that another member has a conflict of interest may so advise the chair, and the matter shall be decided in the same manner as set forth in the first paragraph of Section 11.04, above.

ARTICLE XII. LIMIT ON LIABILITY AND INDEMNIFICATION

Section 12.01 Limit on Liability

In every instance in which the Virginia Nonstock Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of liability of directors or officers of a corporation to the corporation, the Directors and Officers of the corporation shall not be liable to the corporation.

Section 12.02 Mandatory Indemnification

The corporation (the term "corporation" as used in this Section 12.02 shall mean this corporation only and no predecessor entity or other legal entity) shall indemnify any individual, who is, was, or is threatened to be, made a party to a civil, criminal, administrative, investigative or other proceeding (including a proceeding by or in the right of the corporation) because such individual is or was a Director or Officer of the corporation, or of any other legal entity controlled by the corporation, against all liabilities and reasonable expenses incurred by him/her on account of the proceeding, except such liabilities and expenses as are incurred because of his/her willful misconduct or knowing violation of the criminal law. Before any indemnification is paid, a determination shall be made that indemnification is permissible in the circumstance because the person seeking indemnification has met the standard of conduct set forth above. Such determination shall be made in the manner provided by Virginia law for determining that indemnification of a Director is permissible, provided, however, that, if a majority of the Directors of the corporation has changed after the date of the alleged conduct giving rise to a claim for indemnification, the determination that indemnification is permissible shall, at the option of the person claiming indemnification, be made by special legal counsel agreed upon by the Board of Directors and such person. Unless a determination has been made that indemnification is not permissible, the corporation shall make advances and reimbursement for expenses incurred by any of the persons named above upon receipt of an undertaking from him/her to repay the same, if it is ultimately determined that such individual is not entitled to indemnification. The corporation is authorized to contract in advance to indemnify any of the persons named above, to the extent it is required to indemnify them pursuant to this Section 12.02.

Section 12.03 Miscellaneous

The rights of each person entitled to indemnification under this Article XII shall inure to the benefit of such person's heirs, executors, and administrators. Indemnification pursuant to this Article shall not be exclusive of any other right of indemnification to which any person may be entitled, including indemnification pursuant to a valid contract, indemnification by legal entities other than the corporation, and indemnification under policies of insurance purchased and maintained by the corporation or others. However, no person shall be entitled to indemnification by the corporation to the extent he/she is indemnified by another, including an insurer.

ARTICLE XIII. GENERAL PROVISIONS

Section 13.01 Fiscal Year

The fiscal year of the corporation shall begin October 1 and end September 30 of each year.

Section 13.02 Disbursement Authority

All checks, drafts or order 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 of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or Vice President of the corporation..

Section 13.03 Seal

The seal of the corporation shall be circular in form with the name of the corporation on the seal.

Section 13.04 Parliamentary Procedure

Parliamentary Procedure for all meetings of Directors and committees shall be in accordance with Robert's Rules of Order, as most recently revised.

Section 13.05 Notice of Directors

Whenever in these Bylaws notice is required to be given to Directors, it shall be deemed that proper notice is given by deposit of such notice in the United States mail to the address registered in the corporation Books for each Director or by personal or telephone contact with the Director or his/her agent in emergency situations.

ARTICLE XIV. AMENDMENT OF THE BYLAWS

These Bylaws may be revised or amended only by a two-thirds majority vote of all Directors present and voting, provided that each Director receives written notice of the proposed amendments no less than 20 days prior to any meeting at which these Bylaws are amended.

ARTICLE XV. PROHIBITION AGAINST SHARING CORPORATE ASSETS

No Director, officer, employee, or other person connected with the corporation, or any other private individual, shall receive, at any time, any revenue from the operation of the corporation. This provision shall not prevent payment to any such person of reasonable compensation for services rendered to or for the corporation in effecting any of its purposes as shall be fixed by resolutions of the Board of Directors. No such person shall be entitled to share in the distribution, and shall not receive any, of the corporate assets on dissolution of the corporation. All Directors of the corporation shall be deemed to have expressly consented and agreed, in such dissolution or concluding of the affairs of the corporation, whether voluntary or involuntary, that the assets of the corporation then remaining,

after all debts have been satisfied, shall be distributed as required by State and Federal regulations.

ARTICLE XVI. PRIVATE CONTRIBUTIONS

The Corporation shall not accept any funds or contributions of services or facilities from any individual or private entity that has a financial, fiduciary, or other direct interest in the development, expansion, or support of services to the aging and would be considered a conflict of interest by the Board of Directors.

Fees or contributions to the corporation by the participants in Older Americans Act programs shall be used to increase the overall size of the program or project for which it is contributed by treating it exactly as if it were an increase in funds for the program or project. This means that Older Americans Act project or program funds may **only** be used for purposes for which the Federal share may be used.