Bay Aging Bylaws

Approved September 2026 Board of Directors

Bay Aging
Bylaws

TABLE OF CONTENTS

		Page
ARTICLE I	NAME	3
ARTICLE II	PURPOSE	3
ARTICLE III	AREA TO BE SERVED	3
ARTICLE IV	PRINCIPAL OFFICE	3
ARTICLE V	BOARD OF DIRECTORS MEMBERSHIP	4
ARTICLE VI	MEETINGS	6
ARTICLEVII	OFFICERS	8
ARTICLE VIII	COMMITTEES	11
ARTICLE IX	ADVISORY COUNCIL	14
ARTICLE X	PRESIDENT/CEO	14
ARTICLE XI	CONFLICTS OF INTEREST OF BOARD AND ADVISORY. COUNCIL MEMBERS AND CORPORATION STAFF	14
ARTICLE XII	LIMIT ON LIABILITY AND INDEMNIFICATION	18
ARTICLE XIII	GENERAL PROVISIONS	19
ARTICLE XIV	AMENDMENT OF THE BYLAWS	20
ARTICLE XV	PROHIBITION AGAINST SHARING CORPORATE ASSETS	20
ARTICLE XVI	PRIVATE CONTRIBUTIONS	21

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
Revised September 2017 Board of Directors Meeting
Revised May 2018 Board of Directors Meeting
Revised September 2018 Board of Directors Meeting
Revised September 2020 Board of Directors Meeting
Reaffirmed September 2021 Board of Directors Meeting
Reaffirmed September 2022 Board of Directors Meeting
Revised September 2023 Board of Directors Meeting
Revised September 2024 Board of Directors Meeting
Reaffirmed November 2024 Board of Directors Meeting
Corrected September 2025 Board of Directors Meeting
Reaffirmed September 2026 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 charitable purposes of the organization.

ARTICLE III. AREA TO BE SERVED

The primary area to be served by this corporation for Older Americans Act funded programs and services shall be the Virginia Northern Neck and Middle Peninsula area consisting of the counties of Essex, Gloucester, King and Queen, King William, Lancaster, Mathews, Middlesex, Northumberland, Richmond and Westmoreland

ARTICLE IV. PRINCIPAL OFFICE

The principal office of the corporation shall be located within the primary 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/her 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) Authorize or direct the entering into of 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;

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. 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. Directors are eligible to serve consecutive or intermittent terms

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 or earned a GED or equivalent educational certification. 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 whose household incomes are at or below the Federal Poverty Guidelines. 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 2.2-5403;

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 notice for the meeting shall note that a purpose of the meeting is to consider removal of the Director and 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 constituting a quorum.

Section 5.08 Filling Vacancies

Any 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.

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 at least 5 days 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 at least 5 days 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 Chairperson or three or more members of the Board. Directors shall be notified of such special meetings by mail or electronic means at least 5 days before, except that in the case of emergencies, notice can be given by telephone, electronic mail or in person at least 24 hours prior to the time of holding such meeting. Said notices shall specify the nature of 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.

(E) Regular and special meetings of the Board may be conducted virtually through electronic means under the following procedures:

- Upon a call of the Chairperson of the Board, meetings may be conducted through a specified electronic means as all-virtual or as in-person and virtual, combined (hybrid);

- No more than 3 (25% rounded upward) of the Boards meetings per year, and none consecutively, may be all-virtual;

- For all hybrid meetings, there must be an in-person Board meeting quorum at a publicly accessible meeting site announced at least 5 days prior to the meeting at which members of the public may attend either in-person or through the electronic means provided for the meeting;

- The audio and visual means of conducting the meeting must allow the public to see and hear all persons participating in the meeting, virtually and in-person;

- A phone number must be provided in the announcement of the meeting to a phone that will be monitored for the entirety of the meeting to allow the public a means of alerting the Board of any failure in the audio or visual transmission during the meeting;

- A copy of the agenda and any accompanying materials provided to Board members (unless exempt) must be made available to the public in electronic form at the same time the announcement of the meeting is sent;

- The public must be provided a means to comment electronically at the meeting, as well as in-person if a hybrid meeting, and in writing; and

- Any all-virtual or hybrid committee meetings must be held under the same conditions as all-virtual or hybrid Board meetings.

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 Chairperson of the Board or, in his/her absence, by the Vice Chairperson or, in his/her absence, by the Secretary or, in his/her 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 Chairperson, a Vice Chairperson, 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 two years and limited to two successive terms. The terms shall begin October 1 and end September 30.

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 present and constituting a quorum at any regular or special meeting of the Board. Such officer shall be removed should he/she 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 Chairperson 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, may be filled temporarily by appointment by the Chairperson, until such time as the Board shall fill the vacancy according to the selection procedures.

Section 7.04 Duties of the Chairperson

The Chairperson 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) Except as a member of the Executive Committee or Nominating Committee, or as a tiebreaker, serve without a vote as an ex-officio member of all standing and ad hoc committees. However, the Chairperson may serve on the Nominating Committee as a voting member only if ineligible for re-election as Chairperson of the Board;

(G) Approve and sign minutes of Board meetings.

Have such other powers and perform such other duties as may be assigned to him/her from time to time by the Board of Directors.

Section 7.05 Duties of the Vice Chairperson

In the absence of the Chairperson, or in the event of his inability or refusal to act, or if the office be vacant, the Vice Chairperson shall perform all the duties of the Chairperson, and , when so acting, shall have all the powers and be subject to all the restrictions of the Chairperson. The Vice Chairperson 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/her 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 five (5) calendar days 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 Director, 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) Sign the Board approved minutes of Board meetings;

(H) 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;

(I) 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/her 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 Chairperson and Directors, whenever he/she 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/she 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/her from time to time by the Board of Director.

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 Chairperson of the Board, who shall serve as Chairperson of the Executive Committee, the Vice Chairperson, the Secretary, and the Treasurer of the Board. The Chairperson 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 be chaired by the Treasurer and consist of at least two other Directors appointed by the Chairperson.

(C) Audit Committee

An Audit Committee shall be appointed by the Chairperson and shall have the responsibility to oversee the annual audit and tax reporting processes for the corporation and may be assigned other duties by the Chairperson from time to time. Any Director may be appointed to the Audit Committee other than members of the Finance Committee.

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 Chairperson 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 two years or until the committee is dissolved, whichever comes first. The Chairperson, 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 Staff as Committee Members

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 as 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 five (5) days written notice of a meeting shall be given to all committee members by the person calling the meeting, except that in the case of emergencies, notice can be given by telephone, electronic mail or in person at least 24 hours prior to the time of holding such 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 matters relating to agency services and unmet needs, consistent with the requirements of Section 306(a)(6)(D) of the Older Americans Act and Section 1321.57(b) of the Code of Federal Regulations.

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 Purpose

The purpose of this conflict of interest policy is to protect the tax-exempt status of the corporation when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Director of the corporation's Board ("Board") 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 and charitable organizations.

Section 11.02 Limitations

(A) 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.

(B) 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.

(C) 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 Definitions

(A) Interested Person - Any Director, principal officer, or member of a committee with Board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person. If a person is an interested person with respect to any operation of which the corporation is a part, he or she is an interested person with respect to all entities in the operation.

(B) Financial Interest - A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

(1) An ownership or investment interest in any entity with which the corporation has a transaction or arrangement;

(2) A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement; or

(3) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 11.03, Section (B), a person who has a financial interest may have a conflict of interest only if the Board or appropriate committee decides that a conflict of interest exists.

Section 11.04 Procedures

(A) 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 Directors and members of committees with Board delegated powers considering the proposed transaction or arrangement.

(B) 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 or 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.

(C) Procedures for Addressing the Conflict of Interest -

(1) An interested person may be allowed by the Board or committee to make a presentation or to participate in the discussion at the Board or committee meeting, but after the presentation or discussion, he/she shall leave the meeting during any further discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(2) If a conflict of interest is determined to exist, the chairperson of the Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(3) After exercising due diligence, the Board or committee shall determine whether the corporation 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.

(4) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation'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.

(D) Violations of the Conflicts of Interest Policy -

(1) If the Board or 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.

(2) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the 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.

Section 11.04 Records of Proceedings - The minutes of the Board and all committees with board delegated powers shall contain:

(A) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed; and

(B) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 11.05 Compensation for Services to the Board

Except for reasonable reimbursement of authorized expenses incurred or 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 Director may receive compensation, directly or indirectly, from the corporation for services to the Board or to a committee of the Board.

Section 11.06 Annual Statements - Each director, principal officer and member of a committee with Board delegated powers shall annually sign a statement which affirms such person:

(A) Has received a copy of the conflicts of interest policy;

(B) Has read and understands the policy;

(C) Has agreed to comply with the policy; and

(D) Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 11.07 Periodic Reviews - To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

(A) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining; and

(B) Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 11.08 Use of Outside Experts

When conducting the periodic reviews as provided for in Section 11.07, the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

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 evidence 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 an officer and countersigned by another officer 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 electronic contact with the Director or his/her agent consistent with the provisions of the these Bylaws that set out procedures for giving notice.

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.

Adopted at the Board of Directors Meeting on September 25, 2026

Barry Gross, M.D., Chairman	September 25, 2026
Stanley Clarke, Secretary	September 25, 2026
Kathy E. Vesley, President & CEO	September 25, 2026