

BY-LAWS OF
JACKSON COUNTY BOARD ON AGING, INC.

REVISED _____, 2018

ARTICLE I – NAME AND PURPOSES

- 1.1 Name. The name of the corporation shall be JACKSON COUNTY BOARD ON AGING, INC.
- 1.2 Principal Office. The principal office of the corporation is in the City of Jackson, Jackson County, Ohio.
- 1.3 Purposes. The purposes of the corporation are as follows:

(A) To operate exclusively for charitable, scientific and educational purposes to benefit Senior Citizens in this geographic area, by developing community projects and activities, distributing information, furnishing organizational, administrative and managerial services, training for these purposes, and by acquiring necessary property for these purposes.

(B) To buy, own, sell, convey, assign, mortgage or lease any interest in real property or personal property, and to construct, maintain, provide and operate improvements for these purposes, and to provide transportation to and from any real property owned, leased or otherwise acquired by the corporation.

(C) To borrow money and issue evidence of indebtedness in furtherance of the corporation's purposes, and to secure the debt by mortgage, pledge or other lien upon the corporation's real or personal property.

(D) To perform all acts necessary to accomplish these purposes, including the execution and delivery of regulatory agreements with the Federal Housing Commissioner or any other governmental sub-division or agency, and any other undertakings necessary to enable the corporation to secure the

benefits of financing with the assistance of the provisions of the National Housing Act.

(E) The corporation may not operate for pecuniary gain or profit to any of its members, and accordingly no gain, profit, or thing of value may inure to the benefit of the corporation's members, trustees, directors, officers, or other private persons, except that the corporation is authorized to pay reasonable compensation to employees and contractors for services rendered.

(F) No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaigning on behalf of any candidate for public office.

(G) Notwithstanding any other provisions of these articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

- 1.4 Dissolution. Upon dissolution of the corporation, the Board of Trustees shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all assets of the corporation exclusively for the purpose of the corporation in such manner or to such organizations organized and operated exclusively for charitable, scientific or educational purposes as shall qualify at that time as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by Court of Common Pleas of Jackson County, Ohio, exclusively for such purposes or to such organizations as the Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE II – AFFILIATION

- 2.1 The corporation shall be affiliated with the Area Agency of Aging District 7, Inc. and the Ohio Department of Aging, and may be affiliated with other public or private agencies or organizations concerned with the Senior Citizens of Jackson County.

ARTICLE III – MEMBERSHIP

- 3.1 As permitted by Ohio Revised Code Section 1702.14, all members of the corporation shall be Trustees on the Board of Trustees, and all Trustees shall be members of the corporation. The Board of Trustees shall be a self-perpetuating body.
- 3.2 Number and Residence Requirement. The Board of Trustees shall consist of no fewer than 12 nor more than 15 Trustees, who shall be residents of Jackson County, Ohio.
- 3.3 Election of Trustees. Each of the three Senior Citizens Centers operated by the corporation may nominate one Trustee. The Board of Trustees may request any other appropriate Jackson County resident to accept nomination to the Board of Trustees. The Board of Trustees shall elect all Trustees to the Board of Trustees at the January Board meeting, for two-year terms commencing as of the time when they are elected.
- 3.4 Vacancies. If a Trustee is absent without sufficient excuse from three consecutive regular Board meetings, or if a Trustee resigns or is removed from the Board, that Trustee's position shall be deemed vacant. The Board of Trustees may at any regular meeting elect a Trustee to fill a vacant position, for a term until the next January Board meeting.
- 3.5 Term Limitation of Trustees. A Trustee may not serve more than _____ consecutive terms. After being off the Board for an entire year, that person shall be eligible to be elected Trustee for another series of consecutive terms.
- 3.6 Removal of Trustee. The Board of Trustees may remove a Trustee for any reason upon a vote of two-thirds of the Trustees of the entire Board of Trustees in office at the time of the vote.

ARTICLE IV – AREA ADVISORY COUNCIL

- 4.1 Two Trustees shall serve on the Advisory Council to the Area Agency on Aging District 7, Inc. The President of the corporation shall serve as one of the Advisory Council members, and the Board shall elect the other Advisory Council member at its annual meeting. At least one of these Advisory Council members shall be sixty years old or older. If a member of the Advisory Council cannot attend a meeting of the Advisory Council, that member may request a Trustee to attend in his or her place.

ARTICLE V – MEETINGS

- 5.1 Annual Meeting. The corporation shall hold its annual meeting of the Board of Trustees on the second Wednesday in October at a time and place designated by the President of the corporation. The President shall inform all the Trustees by mail, email, or telephone of the purposes of the meeting at least two weeks prior to the meeting.
- 5.2 Regular Meetings. Regular meetings of the Board of Trustees will be held on the second Wednesday of each month at 9:30 a.m. at the principal office of the corporation unless the President gives all the Trustees at least two weeks' notice by mail, email, or telephone of a different date, time, or place.
- 5.3 Special Meetings. The President may call a special meeting of the Board of Trustees upon reasonable notice by mail, email, or telephone of the date, time, place, and purpose of the meeting. In the event three or more Trustees request in writing a special meeting for a specific purpose, the President shall call a special meeting at a reasonable date, time and place.
- 5.4 Quorum. No business may be conducted at any meeting unless a quorum is present. Fifty-one percent of the number of Trustees in office at the time of the meeting shall constitute a quorum.
- 5.5 Vote. Each Trustee shall be entitled to one vote on any question that may arise at any meeting. Unless otherwise provided in these By-Laws, any question may be determined by majority vote. The vote on any question shall be recorded in the Minutes of the meeting.

ARTICLE VI -- OFFICERS

- 6.1 Officers and Terms. The officers of the corporation shall be President, Vice President, Secretary and Treasurer. The President shall have a two-year term and the other officers shall have one-year terms. Each term shall commence immediately upon election.
- 6.2 Election of Officers. The Nominating Committee shall prepare and submit a slate of nominations for all officer positions at the annual meeting. All officers shall be Trustees serving on the Board of Trustees. After receiving any other nominations from the floor, the presiding officer shall conduct an election of officers at the annual meeting.
- 6.3 Vacancies. If the office of President becomes vacant, the Vice President becomes President, to serve out the remainder of the term. If any other office becomes vacant the Board of Trustees shall at the next regular meeting elect a replacement officer, to serve out the remainder of the term.
- 6.4 Duties of Officers. The duties of the officers of the corporation shall be as follows:
- (A) President
- (1) Preside over all meetings of the corporation;
 - (2) Appoint standing committees;
 - (3) Serve as representative to the Advisory Council of the Area Agency on Aging District 7;
 - (4) Sign Board resolutions and other official documents;
 - (5) Provide general supervision to the Executive Director; and
 - (6) Perform other duties specified in the By-laws.
- (B) Vice-President
- (1) Assume the duties of the President if the President is absent for longer than fourteen consecutive days, or is unable to perform the duties of President, during the period of absence or disability;
 - (2) Serve as an ex-officio member of all standing committees; and
 - (3) Perform such other duties as the President may from time to time assign to the Vice-President.
- (C) Secretary

- (1) Keep accurate records in minutes of all meetings of the Board of Trustees;
- (2) Maintain an accurate roster of members by name, mailing address, telephone number, and email address;
- (3) Attest Board resolutions and other official documents; and
- (4) Maintain records of correspondence concerning the Board of Trustees.

(D) Treasurer

- (1) Report regularly to the Board of Trustees concerning the financial condition of the corporation;
- (2) Assure that accurate financial statements are prepared on a monthly basis to show the financial condition of the corporation;
- (3) Provide liaison services as needed with an independent auditor;
- (4) Serve as Chairman of the Finance Committee; and
- (5) Perform all other duties incident to the position of Treasurer.

6.5 Committees.

- (A) Executive Committee. The Executive Committee shall consist of the officers of the corporation and shall have those duties assigned to it by the President.
- (B) Other Standing Committees. The other standing committees shall be Finance (Treasurer as Chairman), Nomination, Personnel, Building and Property, and By-Laws. The standing committees shall have the members and duties as designated by the President, except as specifically provided in these By-Laws.

ARTICLE VII – EXECUTIVE DIRECTOR

7.1 Executive Director. The Board of Trustees may hire an Executive Director for the corporation. If the Board hires an Executive Director, the employment relationship shall be established by a written Employment Agreement, which shall specify among things the term of employment, compensation, benefits, duties, and authority. The provisions of the Employment Agreement shall be consistent with the provisions of these By-Laws. The Board of Trustees shall have the authority to discipline and discharge the Executive Director for cause as provided in the Employment Agreement.

7.2 Duties and Authorities of the Executive Director. The Executive Director shall have the following duties and authority:

- (A) Employees. The Executive Director shall exercise daily supervision of all the employees of the corporation, either directly or through subordinate managers. The Executive Director may hire, fire, and discipline employees, and shall maintain a personnel file upon each employee.
- (B) Contracts. The Executive Director shall have the authority to enter into contracts for goods and services for value not to exceed \$ _____ as to each contract or related contracts. Contracts for value in excess of this amount must be approved by the Board of Trustees.
- (C) Executive Authority. The Executive Director shall be the chief operating officer of the corporation, with responsibility for all the planning and operations of the corporation. The President shall exercise general supervision over the Executive Director.
- (D) Board of Trustees. The Executive Director shall attend every meeting of the Board of Trustees and report regularly concerning the planning and operations of the corporation.
- (E) Advisory Council. The Executive Director shall serve as the liaison with the Advisory Council to the Area Agency on Aging District 7, and may attend meetings of the Advisory Council together with the two designated member delegates.

ARTICLE VIII – PARLIAMENTARY AUTHORITY

8.1 Robert's Rules. Parliamentary authority for the regulation and conduct of business for this organization shall be *Robert's Rules of Order, Newly Revised*.

ARTICLE IX – AMENDMENTS

9.1 Amending By-Laws. The Board of Trustees may amend these By-Laws at any regular, annual, or special meeting by a two-thirds vote of those Trustees

attending the meeting, provided that a quorum is maintained at the time of the vote. The President shall provide notice by mail, email, or telephone to every Trustee at least ten days prior to the meeting at which the amendment is presented. The notice shall include the date, time, and place of the meeting, and the proposed amendment under consideration.

9.2 Record of Amendments. The Secretary of the corporation shall maintain a record of all amendments to these By-Laws so that an up-to-date text shall be available to any person who requests a copy of the By-Laws.