

BROWARD COALITION ON AGING, INC.

BY-LAWS

ARTICLE I: NAME

The name of this organization shall be the Broward Coalition on Aging, Inc., hereafter called the "Coalition".

ARTICLE II: PURPOSE

The purpose of the Coalition shall be to function as a common meeting ground for professionals and others interested in the field of aging in order: 1) to provide a forum to promote professional networking; 2) to foster the development of new creative ideas which will enhance service delivery and coordination; 3) to provide information on issues affecting people; and, 4) to offer educationally enriched opportunities for members and the community.

ARTICLE III: MEMBERSHIP

Membership in the Coalition is open to all who have an interest in or provide care and services to older people and who are willing to actively participate in the Coalition.

There are three membership categories; Individual, Not-for-Profit and Corporation for Profit. Those qualifying for Not- for- Profit status must submit IRS Tax Exempt Letter showing that they are a 501 (c) (3) organization. Members in good standing are those who have paid their dues.

Section 1. Revocation of Membership

Membership can be denied or revoked for individuals, Not-for-Profit Corporations, or Corporations for Profit whose conduct violates applicable state and federal laws and regulations. Such denial or revocation would be subject to a majority vote of the Executive Committee.

Section 2. Web-Site

BCOA maintains a web-site for the information and use of members and the public at large. The membership section provides for a listing of each member.

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ARTICLE IV: DUES

All membership dues are set by the Executive Committee. Membership requires the payment of dues at the time of joining, and renewal each September 1st. Exceptions to the dues rules may be considered by the Executive Committee.

ARTICLE V: MEETINGS OF MEMBERS

Section 1. General Membership Meetings

General membership meetings will be held on the second Thursday of each month, with exception determined at the prior meeting. Unless otherwise specified, the general membership meetings will take place in a regular location at a regular time each month.

Section 2. Special Meetings

Special meetings may be called by the President and/or at the request of the Executive Committee and/or by 1/3 of the membership in good standing.

Section 3. Annual Meetings

The annual meeting shall be held during September of the year. Election of officers will take place at the annual meeting. The organization's fiscal year shall commence on September 1st.

Section 4. Executive Committee Meetings

Executive Committee meetings will take place monthly at a time and place to be specified.

Section 5. Conduct of Meetings.

All meetings shall be conducted by Robert's Rules of Order.

Section 6. Notice of Meetings

A notice of general membership and annual meetings shall be sent to each member in writing, and postmarked or e-mailed at least 5 days prior to the meeting. Notice of special meetings of the general membership or the Executive Committee may be by telephone at least 48 hours in advance, or in writing, postmarked or e-mailed at least 5 days prior to the meeting.

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Section 7. Order of Business

- 1. Introductions**
- 2. Educational Program**
- 3. Reading of the Minutes of the previous meeting**
- 4. Report of the President**
- 5. Report of the Treasurer**
- 6. Report of Committees**
- 7. Old Business**
- 8. New Business**
- 9. Announcements**
- 10. Adjournment**

Section 8. Quorum

A quorum for the transaction of business shall consist of members in good standing representing a simple majority of those present at any given meeting. For Board meetings, 50% + 1 must be in attendance. In no case shall business be transacted with less than 25% of members in good standing being present.

Section 9. Voting

Each member in good standing will have one (1) vote. Votes shall be by a show of hands, unless otherwise directed.

ARTICLE VI: OFFICERS

The officers of the Coalition shall be the President, Vice President Membership, Vice President Leadership, Vice President By-laws, Recording Secretary, Corresponding Secretary and Treasurer.

Section 1. Elections

Officers shall be elected at the annual meeting for a term of one (1) year, but not for more than four (4) consecutive terms in any one office. Officers shall be members in good standing.

Section 2. Duties

- 1. The President shall preside at all meetings of the Coalition, be an ex-officio member of all committees, and appoint all committee chairpersons and all official representatives**

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of the Coalition to other organizations. S/he will vote only in the event of a tie. S/he will act as an authorized co-signer on all official disbursements. S/he shall sign all contracts or official documents authorized by the Executive Committee or general membership. S/he will perform all other duties usually pertaining to the office of President. S/he will assign to any of the Vice Presidents the responsibility for conducting business in the case of the President's absence.

2. A Vice President shall serve as chair of the Membership Committee and will maintain an up-to-date list of paid members.
3. A Vice President shall serve as chair of the Leadership Committee.
4. A Vice President shall serve as chair of the By-laws Committee.
5. The Recording Secretary shall keep typed records of the minutes of meetings of the Coalition. S/he shall keep accurate minutes of all the board and general meetings of the Coalition and shall submit a copy to the President monthly. S/he shall maintain a current listing of all standing committee members. S/he shall attest to all contracts or official documents authorized by the Executive Committee or General Membership.
6. The Corresponding Secretary will be responsible for the dissemination of meeting notices according to Article V, Section 6 of By-Laws and be responsible for the general correspondence of the Coalition.
7. The Treasurer shall be the custodian of all funds, checkbooks and financial records of the Coalition. S/he will be responsible for all bank account signature cards to be changed as needed, to reflect current authorized signatures. S/he will deposit all monies in the bank or banks and make reports to the membership of all monies at all general membership meetings. S/he will keep an itemized account of all receipts and disbursements and disburse funds in payment of expenditures authorized by the executive Committee. S/he will act as authorized co-signer on all official disbursements. S/he will submit financial statement, including bank reconciliations, as well as itemized statement of revenue and expenses monthly to the President. S/he will produce an annual report to the membership within ninety (90) days after the end of the fiscal year. S/he will file all required federal and state tax and regulatory reports as required.

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Section 3. Filling a Vacancy

Should a vacancy occur in the office of a Vice President, a Secretary or Treasurer, the President shall appoint a replacement to serve until the next meeting, at which time the nominating committee shall present a single candidate for consideration. Nominations will also be accepted from the floor with prior written consent of person being nominated. If the vacancy occurs mid-term, the remainder of the term shall not be counted toward the term limits. (Article VI sec. 1) Should a vacancy occur in the office of President, a special nominating committee shall be formed to determine which Vice President shall assume the duties of the President. The Leadership Vice President shall serve as president until the nominating committee makes its recommendation and the new President is elected.

Section 4. Removal from Office

Any officer may be removed from office at any time with or without cause by a 2/3 vote of the members in good standing present at a meeting at which the removal is an issue, provided that written notice of such meeting and the proposed removal from office has been given to the members not less than thirty (30) days prior to the meeting at which action is to be taken.

If the President is sought to be removed, a Vice President shall preside at a meeting where the issue is the President's removal from office.

A meeting for removal from office shall be called by any member of the Executive Committee upon the written request of no less than 50% plus one of the members in good standing of the Coalition. An opportunity for the officer to speak to the proposed removal will be provided at that meeting.

ARTICLE VII: COMMITTEES

All committee members must be a member in good standing.

Section 1. Executive Committee

An Executive Committee shall be comprised of the officers of the Coalition, the immediate past President, and the Chairpersons of each standing committee, all of whom shall have voting privileges. Only one (1) person from a family may serve on the Executive Committee. Only one (1) person from an agency, company or organization, may serve on the Executive Committee. Should a person already serving on the Executive Committee join a company, etc., where another Executive Committee member is serving, that person who has just joined the entity already represented may serve out his/her existing term on the Committee.

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Section 2. Nominating Committee

A Nominating Committee shall be appointed by the President during the June meeting of each year, and as necessary to fill a vacancy in an office of the Coalition. The Nominating Committee shall be comprised of the Chairperson and four (4) members of the Coalition. No more than two (2) members of the Executive Committee shall serve on the Nominating Committee. The Nominating Committee shall present a single slate of nominees for all officers to the Executive Committee at its July meeting. The proposed slate shall be sent to each member in writing or emailed to the membership with the August meeting notice and may be sent to each member again in writing, postmarked or emailed at least 5 days prior to the election at the annual meeting. Nominations may be made from the floor with prior written consent of the person being nominated.

Section 3. Other Committees

In addition to the Standing Committees as in Article VIII and the Nominating Committee, the President may appoint other Committees as deemed necessary with the approval of the Executive Committee. The Chair of each committee will be appointed by the President and will serve until the next annual meeting or until such time as the President sees fit to discontinue the committee.

ARTICLE VIII. STANDING COMMITTEES

In addition to the Executive Committee, the following standing committees and affiliate groups are recognized by the Coalition:

- 1. Legislative Advocacy**
- 2. Cheryl Wilson Memorial Fund**
- 3. Educational Program**
- 4. Finance**
- 5. Scholarship**
- 6. Community Outreach**
- 7. Website**
- 8. TRIAD***
- 9. Broward Aging Alliance***
- 10. Public Relations**

All Standing Committees (except*) shall have a minimum of three (3) members including the Chairperson and Vice-Chairperson. The Vice-Chair shall be selected by the Committee Chairperson and act in the absence or unavailability of the Chairperson.

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ARTICLE IX. AMENDMENT PROCEDURE

These By-laws may be amended by a majority vote at a general membership meeting of the Coalition provided written notice of such meeting and the proposed Amendments has been given not less than five (5) days before the meeting at which it is to be presented for action.

ARTICLE X: FINANCIAL PROCEDURES

The Broward Coalition on Aging is authorized to open a bank account(s) in any banking institution in the State of Florida provided such institution is insured by the FDIC or any successor agency. The balance in such account(s) shall not exceed the maximum amount that the account is insured for, unless such an amount is so minimal that it is impractical to open a new account at another Banking Institution. All bank account(s) shall require two (2) signatures, which signatures shall be the authorized co-signers on all official disbursements. All banking records shall be maintained by the Treasurer.

In addition, prior to May 1st of each year the Board will ensure that the annual incorporation status will be filed in a timely fashion by the designated appointee, so designated by the President of the Board.

BY-LAWS Amended	09/12/91
BY-LAWS Amended	04/08/93
BY-LAWS Amended	05/13/93
BY-LAWS Amended	03/13/97
BY-LAWS Amended	06/14/01
BY-LAWS Amended	09/11/03
BY-LAWS Amended	02/10/05
BY-LAWS Amended	08/09/07
BY-LAWS Amended	07/14/11