

CENTRAL MASSACHUSETTS AGENCY ON AGING BY-LAWS

ARTICLE I. NAME

The Corporation shall be known as the Central Massachusetts Agency on Aging, hereinafter referred to as the Corporation. The location of its principal office will be located within the Planning and Service Area. The Planning and Service Area, hereinafter referred to as Central Massachusetts, shall consist of fifty-two cities and towns located in Worcester County, six towns in Middlesex County, and three towns in Norfolk County. The Corporation has all the powers and duties of corporations organized under Chapter 180 of the General Laws of Massachusetts.

ARTICLE II. MISSION AND FUNCTIONS

Section 1. To enhance the quality of life for area seniors and their caregivers, the Central Massachusetts Agency on Aging will provide leadership, information and resources, coordination of services and advocacy.

Section 2. The said Corporation functions to prepare and administer an annual area plan which is designed to develop a comprehensive and coordinated service system for all persons sixty (60) years of age and older, and their caregivers, throughout Central Massachusetts. The area plan will provide for services through contracts with or grants to service providers which conform to federal laws and regulations, and further conform to state regulations and pertinent policies and procedures of the State Unit on Aging. Major functions of the Corporation also include organizing elder and caregiver advocacy activities, coordinating service providers to address specific elder and caregiver needs, strengthening the Information and Referral system, offering Education & Training opportunities and providing Technical Assistance for elder and caregiver service providers.

Section 3 The Corporation proposes as part of the said area plan, to determine the needs for social and economic services to the elderly and their caregivers throughout Central Massachusetts, paying special attention to the needs of minority, disabled, low-income and frail elders and their caregivers, and to evaluate the effectiveness of the services being provided.

Section 4. The Corporation further functions to promote cooperation among all agencies serving the needs of the elderly and their caregivers in Central Massachusetts.

ARTICLE III. MEMBERSHIP

Section 1 Members of the Corporation shall serve as the Board of Directors, and shall be the voting members of the Corporation.

CENTRAL MASSACHUSETTS AGENCY ON AGING BY-LAWS

ARTICLE III. MEMBERSHIP continued

Section 2. Members of the Board of Directors must reside or work in the Planning and Service Area, as most recently defined or may be redefined. Membership shall be considerate of the diverse nature and geographical distribution of the elder population in the 61 cities and towns of Central Massachusetts. Primary consideration should be given to seeking the skills and expertise needed to further the mission of the Agency. A minimum of 30% of the Board must be age 60 or over.

Section 3. Each member is expected to attend regular meetings unless there is a valid reason for his or her absence. Any member who misses three consecutive meetings without a valid reason may be removed by a majority of the voting membership. Notwithstanding a member being excused for a valid reason, the Officers of the Corporation may review the attendance record of any Board member and, in consideration of that member's absences and possible deleterious effects upon the operation of the Agency as a whole, submit a recommendation to the Board for the removal of said member, and the Board shall vote on said recommendation. Meeting by teleconference is allowed provided at least 24 hour prior notice to the Agency is given by the member needing this accommodation. The term "teleconference" shall mean verbal participation by the member via a telephonic device.

Section 4. No person shall be elected to the Board of Directors who receives financial compensation from the Corporation either directly or through a grant. A Board member must submit his/her written resignation from the Board prior to applying for employment with the agency.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Total membership of the Board of Directors shall not be more than seventeen or less than twelve. Sixteen members shall be elected At Large, and one member shall be elected as representative of the Agency on Aging Advisory Council.

Section 2. Any member of the Board of Directors shall be elected to a term of office of three years.

Section 3. Each Board member shall not serve more than three consecutive terms of office, except that a member elected to fill an unexpired term will be eligible to serve three full terms to which he or she is directly elected.

Section 4. Members of the Board shall be elected at a meeting of the Board by a majority vote of those members of the Board present, provided that a quorum is present.

CENTRAL MASSACHUSETTS AGENCY ON AGING BY-LAWS

ARTICLE IV. BOARD OF DIRECTORS continued

Section 5. Recommendations submitted from the Advisory Council, Central Massachusetts Association of Councils on Aging, individual Board members and from other persons interested in the welfare of the elderly will be considered for nomination to the Board of Directors by a Nominating Committee which shall consist of at least three members of the Board of Directors, and others drawn from the community at large.

Section 6. The Board of Directors shall be composed of all members of the Corporation and shall be responsible for carrying out the mission of the Corporation as stated in the Articles of Organization, and these Bylaws. The Board shall be responsible for managing the property and affairs of the Corporation in accordance with the said Articles and Bylaws, and for the general conduct of the Corporation. The Board shall exercise all the powers and carry out all the duties of the Corporation.

Section 7. A member who has served on the Board of Directors of the Corporation for a significant number of years may, at the discretion of the Nominating Committee, be recommended for emeritus status. Emeritus status is indefinite. A member with emeritus status shall receive all Board communications and shall be invited to participate fully in all meetings and related activities of the Board, but shall not have a vote. Board Emeritus status does not require attendance at meetings of the Board of Directors on a regular basis. A Board Emeritus member will receive regular Board communications unless he/she instructs the Corporation otherwise. A Board Emeritus member may be removed as provided in Article III, Section 3 of these by-laws.

Section 8. Candidates for Emeritus status will be evaluated by and presented by the Nominating Committee for a Board vote at a regular meeting. The presentation will include a record of the candidate's service to the Corporation.

Section 9. Board Emeritus members will not be counted in determining the size of the Board. There will be no limit to the number of Emeritus members unless so determined by the Board of Directors.

ARTICLE V. OFFICERS AND THEIR DUTIES

Section 1. Officers shall consist of the President, Vice President, Treasurer, Secretary and Chief Executive Officer. Any member of the Board of Directors is eligible to become President, Vice President, Treasurer, or Secretary.

Section 2. Nominations for officers of President, Vice President, Treasurer and Secretary, shall be submitted at the Annual Meeting by the Nominating Committee with nominations from the floor permitted, as provided in Article IX, Section 4-C, of these Bylaws.

CENTRAL MASSACHUSETTS AGENCY ON AGING BY-LAWS

ARTICLE V. OFFICERS AND THEIR DUTIES continued

- Section 3. A. All Officers, except the Chief Executive Officer, shall be elected at the Annual Meeting for a one year term, or until successors have been elected. Officers usually serve for two consecutive terms.
B. The Board of Directors shall appoint the Chief Executive Officer and his or her performance will be evaluated annually.

Section 4 Any vacancy in the offices of President, Vice President, Treasurer, or Secretary, -shall be filled by a majority vote of the Membership as provided under Article IV, Section 4, of these Bylaws.

Section 5. Duties:

President: The President shall preside at each meeting of the Board, and function in the following capacity:

- a. Calls the meeting to order.
- b. Announces the business of the meeting in accordance with the prepared agenda.
- c. Recognizes members who are entitled to the floor.
- d. States and puts to vote all questions that legitimately come before the assembly.
- e. Rules out of order motions that are not in order.
- f. Refuses to recognize dilatory or frivolous motions.
- g. Enforces the rules of order and decorum.
- h. Expedites business in every way compatible with the rights of members.
- i. Decides all questions of order, subject to appeal.
- j. Responds to all inquiries on parliamentary procedure of factual information bearing on the agenda.
- k. Signs, when necessary, acts, orders and proceedings of the Board.
- l. Adjourns or dissolves the meeting.
- m. Carries out such other duties as may be prescribed in federal and state laws, regulations, and guidelines as stated in these Bylaws
- n. Appoints a chairperson for each committee established by the Board.
- o. Acts as a liaison between the Board and the Executive Director.

Vice-President: The Vice-President shall preside and assume all duties of the President in his/her absence.

CENTRAL MASSACHUSETTS AGENCY ON AGING BY-LAWS

ARTICLE V. OFFICERS AND THEIR DUTIES continued

Secretary: The Secretary shall be the recording officer of the Board and function in the following capacity:

- a. Keeps a record of the proceedings
- b. Keeps the official membership roll, and calls the roll as required.
- c. Makes the minutes and records available to the membership upon reasonable request.
- d. Signs all certified copies of Acts of the Board.

Treasurer:

- a. Makes a full financial report annually.
- b. Requests of the Fiscal Officer an annual financial report, and such interim reports as the Board may direct.
- c. Requests an annual report from the auditing firm.
- d. Submits all financial reports to the Board for their approval.
- e. Performs such other duties as may be directed by the President.

Chief Executive Officer:

- a. Subject to the direction of the Board of Directors, shall have general supervision and control of the business and affairs of the Corporation
- b. Periodically reports to the Board on programmatic accomplishments and financial status of the corporation.
- c. Performs other such duties as may be directed by the Board of Directors.

ARTICLE VI. MEETINGS

Section 1. Regular meetings of the Board of Directors will be held monthly. At the prerogative of the President, a regular monthly meeting may be canceled.

Section 2. Notice of regular meetings stating the date, time, place and agenda shall be mailed to each member of the Board of Directors and the Advisory Council Chairperson at least 10 business days in advance of the meeting date. Minutes of the most recently held Board meeting will be sent to Board members with the notice of the next meeting.

Section 3. Special meetings may be called from time to time, when, in the opinion of the President, the interests of the Corporation would be best served by a meeting. Such meetings may also be called by written petition of three or more members of the Board addressed to the Secretary.

CENTRAL MASSACHUSETTS AGENCY ON AGING BY-LAWS

ARTICLE VI. MEETINGS continued

Section 4 One week written notice or a seven day telephone-notice to the membership of the Board of Directors is required. The notice shall state date, time, place and agenda indicating the specific purpose of the special meeting. If notice is given by telephone, a written notice containing the same information must be mailed in time to be received before the special meeting.

ARTICLE VII. ANNUAL MEETING

Section 1. The Annual Meeting of the Corporation shall be held within six months after the close of the fiscal year, at a time and place within Central Massachusetts as shall be designated by the Board of Directors.

Section 2. Notice of the Annual Meeting stating the date, time, place and agenda shall be sent in writing to the members of the Board of Directors at least ten days prior to the date of the meeting. Such notice shall be sent to each member of the Board of Directors and to the Advisory Council Chairperson.

Section 3. Each member of the Board of Directors shall be entitled to one vote at the Annual Meeting, which may be exercised in person only.

ARTICLE VIII. VOTING

Section 1. At all meetings of the Board of Directors, a quorum shall consist of at least 51% of the elected membership, at least one of whom shall be an Officer of the Corporation.

Section 2. All official votes shall be a simple majority of those members present.

Section 3. Each member shall be entitled to cast one vote only. The President will vote only in the case of a tie. No member shall have the power of proxy.

ARTICLE IX. COMMITTEES

Section 1. Standing committees of the Board include but are not limited to: Appeals, Bylaws, Executive, Finance, Fund Raising/Public Relations, I&R, Nominating, Personnel, Planning and Allocations. Standing committee Chairs, except Nominating, will be appointed or re-appointed by the President at the first meeting after the Annual Meeting, subject to approval by a majority of the Board members present. All committee chairs, except Appeals, will be Board members. Committee Chairs will appoint Committee members. Committee Chairs will vote only in the case of a tie. If a Chairperson is unavailable for an extended period of time, the President may appoint a temporary committee Chair.

CENTRAL MASSACHUSETTS AGENCY ON AGING BY-LAWS

ARTICLE IX COMMITTEES continued

Corporate Bylaws regarding meeting attendance (Article III, Section 3) and conflict of interest (Article XIV, Section 1) apply to all standing committees. All actions of any standing or special committee shall be subject to the approval of the Board of Directors. Standing Committee descriptions are attached to the Bylaws.

Section 2. The President may from time to time, subject to the approval of a majority of the Board members, appoint Special Committees which will be charged with specific tasks, and which will report back to the Board as the President may specify. The President will be an ex-officio member of each committee except the Nominating Committee.

Section 3. As nearly as possible, all Committee membership shall be representative of each of the Central Massachusetts Sub-Areas.

Section 4. Nominating Committee: The Nominating Committee of the Corporation shall be made up of at least three members of the Board of Directors. The Chairperson and all Board members will be elected at the Annual Meeting. Community members may be elected to the Nominating Committee by a majority vote of the Board of Directors at a regularly scheduled meeting at any time of the year.

- a. The Nominating Committee shall prepare a slate of officers, members of the Board and the Board members of the Nominating Committee for election at the Annual Meeting.
- b. In developing the ballot, the Committee will seek nominations from the groups stated under Article IV, Section 5 of these Bylaws.
- c. Additional petitions of nomination must be in writing, to the Chairman, and be delivered to the office of the Corporation not less than seven business days prior to Annual Meeting in order to appear on the ballot.

COMMITTEE DESCRIPTION ADDENDUM: PERSONNEL COMMITTEE

Duties of the Personnel Committee:

1. To review and update, annually, the Employee Guide, and other personnel policies, Job Descriptions, Wage Scales
2. To make recommendations to the Board of Directors for filling the vacancy of the Executive Director.

CENTRAL MASSACHUSETTS AGENCY ON AGING BY-LAWS

COMMITTEE DESCRIPTION ADDENDUM: PERSONNEL COMMITTEE continued

3. To assist the Chief Executive Officer, upon his or her request, with problems among the staff, and to assist him/her in such ways as may be possible in bringing about satisfactory adjustments and understanding.
4. To participate in the Complaint Resolution procedures as outlined in the Employee Guide.
5. The Personnel Committee will conduct an annual performance evaluation of the Chief Executive Officer and report their findings to the Board of Directors, prior to the annual salary review.
6. The Chief Executive Officer will perform evaluations of staff, according to procedures outlined in the Employee Guide.

ARTICLE X. ADVISORY COUNCIL

Section 1. An Advisory Council to the Board of Directors shall be in place. Such Advisory Council will operate according to its Bylaws.

Section 2. The purpose of the Advisory Council is to continuously advise the Central Massachusetts Agency on Aging in the development and administration of the Area Plan; to coordinate the public hearings; to represent the interest of older persons; to review and comment on all community policies, program and actions which affect older persons; and to carry out the specific functions as stated in the Advisory Council Bylaws.

ARTICLE XI. AUDIT

Section 1. The President and Treasurer with the approval of the Board, shall retain a certified public accountant to audit the financial records of the Corporation and shall be made available to the Board.

ARTICLE XII. AMENDMENTS

Section 1. These Bylaws may be amended at any meeting of the Corporation by a two-thirds vote of the members present, provided a quorum is present and provided such amendment has:

- a. been proposed at a previous meeting or at any meeting of the Corporation duly called for the purpose, and
- b. the proposed changes have been mailed to the members of the Corporation at least ten business days preceding the meeting at which they are to be voted, and

CENTRAL MASSACHUSETTS AGENCY ON AGING BY-LAWS

ARTICLE XII. AMENDMENTS continued

- c. the notice mailed must contain a statement of intent to amend the Bylaws, and include the full text of the proposed amendment(s), and the full text of the section(s) to be revised.

ARTICLE XIII. RULES OF ORDER

Section 1. The rules contained in the most recent edition of Robert's Rules of Order, Newly Revised, shall govern the Corporation in all cases to which they are applicable wherein they do not conflict with federal and state laws, these Bylaws or any special rules of order which the Corporation may adopt.

ARTICLE XIV. CONFLICT OF INTEREST

Section 1. All Board members must file with the Secretary a record of any and all affiliations with business and/or agencies which do business with this Corporation. In the event that business (financial activity) is conducted by the Corporation which related to an agency with which a director is associated, that director shall abstain from participation in the consideration of any grant or contract award to any agency or organization in which the individual is associated and shall not vote in any action taken by the Board in connection with that issue.

ARTICLE XV. INDEMNIFICATION

The Corporation, upon authorization by a disinterested majority of the Directors then in office, may indemnify each person now or hereafter elected or appointed a Director, officer, employee or agent of the Corporation (including each person who serves at its request as a director, officer, employee or agent) against all expenses reasonably incurred or paid by him/her in connection with the defense or disposition of any actual or threatened claim, action, suit, or proceeding (civil, criminal, or other, including appeals) in which he/she may be involved as a party or otherwise by reason of his/her having served in any such capacity, or by reason of any action or omission or alleged action or omission (including those antedating the adoption of these Bylaws) by him/her while serving in any such capacity; except for expenses incurred or paid by him/her with respect to (i) any matter as to which he/she shall have been adjudicated in any proceeding not to have acted in the reasonable belief that his/her action was in the best interests of the Corporation or (ii) any matter as to which he/she shall agree or be ordered by any court of competent jurisdiction to make payment to the Corporation, or (iii) which the Corporation shall be prohibited by law or by order of any court of competent jurisdiction from indemnifying him/her. Such indemnification may include payment by the Corporation of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking

CENTRAL MASSACHUSETTS AGENCY ON AGING BY-LAWS

ARTICLE XV. INDEMNIFICATION continued

by the person indemnified to repay such payment if he/she shall eventually be adjudicated to be not entitled to indemnification under these Bylaws. No matter disposed of by settlement, compromise, or the entry of a consent decree, nor a judgment of conviction or the entry of any pleas in a criminal proceeding, shall of itself be deemed an adjudication of not having acted in the reasonable belief that the action taken or omitted was in the best interests of the Corporation. The term expense shall include, without limitation, settlements, attorneys' fees, costs, judgments, fines, penalties, and other liabilities.

ARTICLE XVI. LIABILITY OF DIRECTORS TO THE CORPORATION

An officer or director Of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty as an officer or director notwithstanding any provision of law imposing such liability except for liability: (i) for any breach of the officer's or director's duty of loyalty to the Corporation or its members (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (ii) for any transaction from which the officer or director derived an improper personal benefit. No amendment or repeal of this provision shall apply or have any effect on the liability or alleged liability of any officer director occurring prior to such amendment or repeal.

Bylaws Last Amended: March 2005