

BYLAWS OF ELDESOURCE, INC.

Adopted: November 18, 2009

ARTICLE I NAME

1.1 Name. The name of this not for profit corporation is ElderSource, Inc. ("Corporation").

ARTICLE II OFFICES

2.1 Principal Office. The principal office of the Corporation shall be located in Duval County, Florida.

2.2 Registered Office. The registered office of the Corporation required by law to be maintained in the State of Florida may be but need not be identical with the principal office.

2.3 Other Offices. The Corporation may have office at other places within the State of Florida.

ARTICLE III MISSION

The Mission of the Corporation is to improve the well being of elders and caregivers in Northeast Florida by providing overall direction and oversight for Friends of ElderSource, Inc., the Northeast Florida Area Agency on Aging, Inc., ElderSource in Action, Inc., and any other entities owned or controlled by the Corporations ("Affiliates").

ARTICLE IV BOARD OF DIRECTORS

4.1 Authority. The affairs of the Corporation shall be managed by the Board of Directors, and by officers, agents and employees of the Corporation, under the authority of the Board of Directors, in accordance with applicable laws and regulations, the Articles of Incorporation and Bylaws.

4.2 Number of Directors. The Board of Directors shall be comprised of those persons who are members of the Executive Committee of the Northeast Florida Area Agency on Aging, Inc., one (1) member from each of ElderSource Institute, Wise Owl Properties, Medicaid Management Services, and any other Affiliates, Parent Board Committee Chairs who may be members of a subsidiary Board and the CEO of the Corporation, who shall serve ex officio, without vote.

4.3. Qualification of Directors. Directors must be 21 years of age or older and a resident and/or registered voter in a county within the geographic and service area of ElderSource and any affiliates.

4.4. Terms. A director's term shall coincide with that of his or her term as a director of the Northeast Florida Area Agency on Aging, Inc., Friends of ElderSource, Inc. and ElderSource In Action, Inc., or any other affiliates, unless earlier terminated due to resignation, removal or death, as the case may be.

4.5. Resignation. A Director may resign at any time by giving written notice to the President or Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof and the acceptance of it shall not be necessary.

4.6. Removal. Any Director or officer may be removed by the Board of Directors with or without cause whenever in its judgment the best interest of the Corporation will be served. Such removal without cause shall be without prejudice to such person's contract rights, if any, but the election of any person as a Director or officer or appointment of an agent or employee of the Corporation shall not of itself create contract rights. Removal action requires an affirmative vote of the majority of the Directors. Notice of the proposed removal shall be given to the Board with notice of the meeting. The Director will be given an opportunity to be present and to be heard at the meeting at which his/her removal is considered.

4.7. Additional Advisors. The Board or the President may invite additional individuals with expertise in a pertinent area to meet with and assist the Board. Such advisors shall not vote or be counted in determining the existence of a quorum.

4.8. Restrictions. Under no circumstances may a majority of the Directors be disqualified persons as defined in Section 4966 of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States revenue law).

4.9. No Compensation. No Directors shall receive any compensation for their services, but may be reimbursed for such reasonable expenses incurred in furtherance of the purposes of the Corporation as the Board of Directors may from time-to-time approve.

4.10. No Favoritism. The Board of Directors shall not be favored in applying for or receiving the services of the Corporation.

4.11. No Conflicts. The Board of Directors shall have no financial interest in the assets, leases, business transactions or professional services of the Corporation. Any director who individually or as a part of a business or professional firm is involved in the business transactions or current professional services of the Corporation shall disclose this relationship and shall not participate in any vote taken in respect to such transaction or services business or firm (other than an affiliate of the Corporation) in which any director (or spouse, parent or child of the director) shall hold any direct or indirect financial or beneficial interest shall not be eligible to contract with, provide services to or receive benefits from the Corporation. All conflicts of interest shall be reported to the Board of Directors at or, if known in advance, prior to the time the conflict arises.

4.12. Prohibition Against Benefit. No member, director, officer or employee of, or member of a committee of, or person connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, except as provided in Section 4.9; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation. All members of the Corporation shall be deemed to have expressly consented and agreed that upon dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to charitable, religious, scientific, literary or educational organizations which qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and the regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

4.13. Exempt Activities. Notwithstanding any other provisions of these Bylaws, no member, director, officer, employee or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and the regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

4.14. Prohibition Against Political Activities. Notwithstanding any other provisions of these Bylaws, no member, director, officer, employee or representative of this Corporation shall attempt to influence legislation as a substantial part of the Corporation's activities, or the member, director, officer, or employee's activities on behalf of the Corporation, and may not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office on behalf of the Corporation.

ARTICLE V OFFICERS

5.1 Officers: The officers of the Corporation shall be a President, Vice-President, Secretary and Treasurer. All officers shall be elected by majority vote of a quorum of Corporation members. No person shall hold more than one office.

5.2 Duties of officers: Officers shall perform the following duties:

- a. The President shall be the Chair of the Board of Directors. The President shall appoint committees established from time to time by Board resolution; provide testimony relative to issues on aging before bodies conducting hearings and forums on topics of importance to older persons; serve as Chair of the Executive Committee and ex officio member of all committees.

- b. The Vice President shall perform such duties as are assigned by the President, including the duties of President in his or her absence.
- c. The Secretary shall assure appropriate maintenance of all Corporation records, shall assure the recording of the minutes of all Corporate meetings, shall require the sending of all notices and minutes of the Corporation and shall perform or delegate any other duties as may be prescribed by the Board of Directors or the President.
- d. The Treasurer shall assure the maintenance of full accounts of receipts and disbursements and provide periodic reports as required by the Board or President; and shall perform any other duties usually pertaining to the office of Treasurer or as may be prescribed by the Board or the President.

5.3 Election of Officers. Officers shall be elected at the annual meeting of the Corporation. The officers shall take office January 1.

5.4 Terms. Officers shall be elected for a one year term and may be re-elected for additional one year terms.

5.5 Vacancies. Vacancies in officer positions due to resignation, death or other reasons shall be filled by majority vote of the Directors present at any meeting of the Board, duly noticed and called, at which a quorum is present. The new officer elected to fill the unexpired term shall serve the remainder of the term.

ARTICLE VI MEETINGS

6.1. Annual Meeting. The Annual Meeting of the Corporation shall be held during the month of November on such date, and at such time and location as shall be determined by the Board of Directors. Agenda items shall include: the election of Board Directors and officers; reports of the President and Treasurer; and the transaction of any other business as necessary and appropriate. Notice of the Annual Meeting shall be provided to each Director and officer, in writing, at least 30 days prior to the meeting.

6.2. Regular Meetings. Regular meetings shall be held as deemed necessary by the Board.

6.3. Special Meetings. Special meetings may be called at any time by the President and shall be called on the written request of 25% of the Directors.

6.4. Quorum. Five (5) Directors of the Board shall constitute a quorum at any meeting. If a quorum is not present, the President may declare a quorum without objection from the directors present. For purposes of determining whether a quorum is present, vacancies on the Board shall not be counted (for example, if there exists two (2) vacancies on the Board, then five (5) Directors would have to be present in order to constitute a quorum).

6.5. Meeting Conduct. Roberts Rules of Order, Current Revised Edition, shall guide the board in conducting its business, except where superseded by these Bylaws or any special rules of order adopted by the Board of Directors.

6.6. Telephonic Meetings. Directors shall be deemed present at any meeting of the Board or any committee thereof if a conference telephone, or similar communications equipment, by means of which all persons participating in the meeting can hear each other at the same time, is used. Notwithstanding the foregoing, the Executive Committee or the majority of the members of the Directors can dispense with this section and require that any meeting be conducted in person, provided that the notice of said meeting discloses that attendance, in person, is required.

ARTICLE VII COMMITTEES

7.1 General. The Board of Directors shall have the authority to establish committees, consistent with the purpose of the Corporation. All committees must have at least two Directors.

7.2. Executive Committee. The Executive Committee shall consist of those Directors who are the officers of the Corporation and one additional Director appointed by the President. The Executive Committee shall have the power to act for/and on behalf of the Corporation in matters requiring attention between board meetings. Actions of the Executive Committee shall be reported at the next Board meeting. A quorum shall consist of a majority of the members of the Executive committee entitled to vote.

7.3 Strategic Planning Committee. The Strategic Planning Committee will be made up of Board members from any of the subsidiaries and members of the community. The purpose of the Strategic Planning Committee is to promote, coordinate, and oversee planning across the organization. It will attempt to link the Corporation's programs and services with its mission, markets, and resources. In meeting the challenges of external as well as the internal environment, it will strive to display and foster strategic thinking, timely action, and adequate communication. The Committee is responsible for: leading the strategic planning process including the selection of strategic planning consultants, monitoring the status of the strategic plan implementation, and providing feedback to the CEO.

7.4 Development Committee. The Development Committee will be made up of Board members from any of the subsidiaries and members of the community. The Development Committee is responsible for working closely with administrative leadership in the strategic planning, execution and evaluation of the Organization's fundraising efforts including (A) overseeing the creation, execution and evaluation of a rolling three-year fundraising plan, (B) identifying, cultivating and/or soliciting potential donors for the Organization, (C) developing and recommending for approval to the Board all of the organization's fundraising policies related to acceptance of gifts, planned giving and naming opportunities, and (D) performing such other duties as may be prescribed by the Board or by the Corporation's Chief Executive Officer.

7.5 **Other Committees:** The President may from time to time appoint special and ad hoc committees subject to Corporation approval.

ARTICLE VIII INDEMNIFICATION AND LIABILITY

8.1 **Indemnification.** Any person who at any time serves or has served as a Director, officer, employee, volunteer, or agent of the Corporation, or in such capacity at the request of the Corporation for any other Corporation, partnership, joint venture, trust or other enterprise, shall have a right to be indemnified by the Corporation to the fullest extent permitted by law against (a) reasonable expenses, including attorneys' fees, actually and necessarily incurred by the indemnified person in connection with any threatened, pending or completed action, suit or proceedings, whether civil, criminal administrative or investigative, and whether or not brought by or on behalf of the Corporation, seeking to hold the indemnified person liable by reason of the fact that such person is or was acting in such capacity, and (b) reasonable payments made by the indemnified person in satisfaction of any judgment, money decree, fine, penalty or settlement for which the indemnified person may have become liable in any such action, suit or proceeding.

8.2. **Action to Indemnify.** The Board of Directors shall take all such action as may be necessary and appropriate to authorize the Corporation to pay the indemnification required by these bylaws, including without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due such person.

8.3 **Reliance On Indemnity.** Any person who at any time after the adoption of these bylaws serves or has served in any of the aforesaid capacities for or on behalf of the Corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration for the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of these bylaws.

8.4 **Insurance.** In addition to all of the foregoing, the Board of Directors shall have the right and power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, volunteer, or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee, volunteer, or agent for another Corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have power to indemnify such person against such liability.

ARTICLE IX MANAGEMENT PROCEDURES

9.1 **Documentation.** The records of the Corporation, including books of account, minutes of Board of Directors and Committee meetings, and a record of names and addresses of members,

Directors, and officers shall be kept at the registered office or principal place of business. Any books, records, and minutes may be in written form or in any other capable of being converted into written form within a reasonable amount of time.

9.2. Audit. The Board may require an annual audit of the books and records of the Corporation by an independent certified public accountant.

9.3 Monies and Accounts. All monies of every kind belonging to the Corporation shall be deposited in an account or accounts in its name in a bank or banks or the other depositories designated by resolution of the Board of Directors, and no money shall be withdrawn from any Corporation account unless checks or other orders evidencing such withdrawals are signed by such officers or employees of the Corporation as may be designated by the resolution of the Board of Directors.

9.4 Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

9.5 Annual Budget. The annual budget of the Corporation must be reviewed and approved by the Board of Directors.

ARTICLE X GIFTS

10.1. Acceptance of Gifts. The Board of Directors may accept on behalf of the corporation any gift, grant, bequest, or devise for the general purposes or for any special purpose of the corporation.

10.2. Restrictions on Gifts. Any donor who shall give, grant, bequeath, or devise any funds or other property to the corporation may do so subject to such conditions and restrictions as to the use of the principal or income thereof as the donor may see fit, and may specify such uses for the principal or the income as the donor may desire, provided such conditions, specifications, or other provisions are consistent with good public policy, the corporate purposes and these Bylaws.

ARTICLE XI CONSTRUCTION AND AUTHORITY

11.1. Conflict. Whenever a conflict arises between the language of these bylaws and the articles of incorporation, the articles of incorporation shall govern.

11.2. Affiliates. ElderSource, Inc., has approval authority of the affiliates' budgets, ~~board~~ ~~memberships~~ and bylaws amendments.

ARTICLE XII EMPLOYEES AND AGENTS

12.1. Employees and Agents. The Board may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board.

**ARTICLE XIII
NO DISCRIMINATION**

13.1 No director, officer, employee or agent of the Corporation shall deny services or participation in the activities of the Corporation on the basis of race, color, national origin, sex, sexual preference, gender identity, age, disability, family status, marital status or religion.

**ARTICLE XIV
AMENDMENTS AND REVIEW**

14.1 Amendments. These Bylaws may be amended or repealed and new bylaws may be adopted by the affirmative vote of a majority of the Directors then holding office provided that advance written notice that the Bylaws may be amended is given to each Director not less than ten (10) days nor more than thirty (30) days prior to the next Regular or Special meeting wherein a resolution seeking to amend these Bylaws will be considered.

14.2. Periodic Review. A review of these bylaws shall be made at least every two (2) years to determine the need for change, if any.

14.3. Effective Date of Bylaws. These bylaws were adopted by the Board of Directors on November 18, 2009 and shall be effective as of that date.

Secretary