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BYLAWS
OF THE
NORTHEAST FLORIDA AREA AGENCY
ON AGING, INC.
dba ELDERSOURCE

BYLAWS

NORTHEAST FLORIDA AREA AGENCY ON AGING, INC. dba ELDERSOURCE

ARTICLE I NAME

Section A. The name of this Corporation is the Northeast Florida Area Agency on Aging, Inc. hereinafter referred to as the Corporation.

ARTICLE II: MISSION AND PURPOSES

Section A. The Mission of this Corporation is “To empower individuals to age with independence and dignity by providing leadership, direction, advocacy, and support for a comprehensive coordinated continuum of care.”

Section B. The specific Purposes for which the Corporation is organized include, but are not limited by, the following:

1. To operate as an area agency designated by the State of Florida, in accordance, with the Older Americans Act of 1965 as amended, and as defined in the State Community Care for the Elderly Act and to engage in the planning, provision, and supervision of a broad range of social services, programs, and activities for older persons within a designated planning and service area designated as Planning and Service Area Four (PSA 4).
2. To receive and administer grants and other funds from the U.S. Government, state governments, local government entities, private corporations, associations and foundations, and individuals in accordance with the purposes of the Older Americans Act and the State of Florida Department of Elder Affairs, hereinafter referred to as DOEA.
3. To perform only those activities permitted to be carried out 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).

4. To exercise all powers generally allowed to not for profit corporations under the laws of the State of Florida for the purpose of carrying out the legislative intent regarding area agencies on aging as expressed in the Older Americans Act of 1965 as amended, and which include:
 - (a) To promote the independence, dignity, health and well-being of older persons;
 - (b) To serve as the advocate and focal point for all information concerning older persons in the planning and service area;
 - (c) To foster the development of a more comprehensive and coordinated system of services for older persons in the planning and service area known as PSA 4, which encompasses Baker, Clay, Duval, Flagler, Nassau, St. Johns, and Volusia Counties.

ARTICLE III: RESPONSIBILITIES

Section A. The Responsibilities of this Corporation include, but are not limited to:

1. To develop and submit annually to DOEA an Area Plan designed to develop comprehensive and coordinating services and programs for older persons throughout the planning and service area;
2. To accept, allocate and disburse funds to assist in meeting the needs of the elderly;
3. To establish measurable program objectives and priorities for implementation of the Area Plan in keeping with the objectives established by the DOEA;
4. To evaluate the effectiveness of the services provided by public and private agencies in the planning and service area;
5. To evaluate activities carried out pursuant to the Area Plan, including therein the views of the older persons participating in such activities;
6. To establish an Area Agency Advisory Council consisting of representatives of program participants and the general public, including low income and older minority persons; at least one half of the membership of such Advisory Council shall be made up of actual consumers of services

under the Area Plan; the function of such Advisory Council being to advise the Corporation on such matters relating to the development of the Area Plan (See ARTICLE XI).

ARTICLE IV OFFICERS

Section A. Officers

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

Section B. Duties of officers

Elected officers shall perform the following duties:

1. The President shall preside at all Corporation meetings and also be the Chair of the Corporation. The President shall appoint Corporate members to committees specified in the Bylaws and established from time to time by Corporate 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; prepare the annual evaluation of the Chief Executive Officer, with input from the Executive Committee, and recommend to the Corporation the annual salary of the Chief Executive Officer.
2. The Vice President shall perform such duties as are assigned by the President, including the duties of President in his or her absence.
3. 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 Corporation or the President.
4. The Treasurer shall assure the proper compilation and maintenance of the books of account of the Corporation. The Treasurer shall serve as Chair of the Finance Committee and shall perform any other duties usually pertaining to the office of Treasurer or as may be prescribed by the Corporation or the President.
5. The purpose of the At-Large officer positions shall be to ensure contiguous succession planning. The At-Large officers shall not have signatory

privileges. The At-Large officers shall serve on the Executive Committee and shall be permitted to vote on actions of the Executive Committee.

- Section C. Officers shall be elected at the annual meeting of the Corporation from a slate presented by the Nominating Committee and nominations from the floor. The officers shall take office January 1.
- Section D. Any officer of the Corporation may be removed from office, with or without cause, by a majority vote of the entire membership of the Corporation.
- Section E. Officers shall be elected for a two year term and may be re-elected for a second consecutive term after which time they are ineligible to serve in such elected position for a minimum of one year.
- Section F. Vacancies in Officer Positions due to resignation, death or other reasons shall be filled by majority vote of all Corporation members present at any meeting at which a quorum is present. The new officer elected to fill the unexpired term shall serve the remainder of the term.

ARTICLE V: MEMBERSHIP

- Section A. The Corporation membership that comprises PSA4 shall consist of persons who shall be representatives from each of the following counties: Baker, Clay, Duval, Flagler, Nassau, St. Johns, and Volusia. A representative of a county shall be a resident of that county, or principally employed in that county, during the term of service on the Corporation. A representative who changes both his/her county residency or principal place of employment from the represented county shall be deemed to have resigned from the Corporation effective upon the Corporation becoming aware of such change of county residency or principal place of employment. Each representative shall immediately inform the Chief Executive Officer of the Agency of any change in his/her county of residency or principal place of employment.
- Section B. The membership of the Corporation shall be the chair of the Advisory Council plus a minimum of fifteen (15) members consisting of one (1) member elected from each of the seven (7) counties with the remaining members elected based on the Board's needs regardless of county. The Advisory Council chair is a non-voting member.
- Section C. Members of the corporation shall be nominated and elected at the Annual Meeting. ElderSource, Inc. dba AgeWise may nominate individuals for positions on the Board and will have approval authority of all nominees.

Each member of the Corporation shall be elected for a term of two (2) years and may be elected for a maximum of three full consecutive two (2) year terms. A fourth two (2) year term may be approved by seventy-five percent (75%) of the entire membership of the Corporation. Any member may be reelected to the Corporation and shall be eligible for three (3) more two (2) year terms after an intervening absence from Corporation membership for two (2) years or more.

A member's term shall commence on the first business day following the meeting of the corporation at which they were elected.

Section D. No person who is a member of a governing Corporation, advisory committee or council, or staff of a service provider, under contract with the Agency or family member thereof (defined as ascendants, descendants, siblings, uncles, aunts), will be elected to Corporation membership. An elected member whose status changes to one of the prohibited statutes shall be deemed to have resigned from the Corporation effective upon the Corporation becoming aware of such prohibited status. Each member shall immediately inform the Chief Executive Officer of any changes which may result in his/her prohibited position status.

Section E. No Corporation member or employee of the Corporation shall have or hold any employment or contractual relationships with any person or entity which is subject to regulations of and/or receives funds through the Area Agency on Aging of Northeast Florida, Inc. except county commissioners or other elected officials.

Section F. Attendance at Corporation meetings is essential. The Chief Executive Officer shall bring recurring absences to the attention of the Corporation for review and action. Unexcused absences of a member from three (3) consecutive regular meetings within one fiscal year shall be grounds for immediate dismissal upon vote of a majority of the Corporation members present at any meeting at which a quorum is present. Any member absent from four (4) meetings in any twelve (12) month period, whether excused or unexcused, shall be removed by a majority of the directors in office voting for the removal.

Section G. Corporation members may be removed for cause by a majority vote of the members present and may be removed without cause by vote of a seventy-five percent (75%) of the entire membership of the Corporation.

Section H. A board member may voluntarily resign as a member by tendering written notice of resignation to the President of the Board of Directors. The effective date of resignation shall be immediately upon receipt of the notice by the President of the Board or at such time specified in the written notice.

Section I. The Northeast Florida Area Agency on Aging, Inc. wishes to honor and provide ongoing recognition to members who have donated extensive, meritorious service

to the Corporation and, hence, to the older adults of northeast Florida, thus the honorary status of Honorary Life Membership is established. Provisions for Honorary Life Membership are:

1. Honorary Life Membership may be awarded, to those members who have retired from active membership within the Corporation.
2. Honorary Life status may be awarded upon the affirmative vote of two-thirds of the active membership of the Corporation.
3. Nominees for Honorary Life status will be made by the members of the Corporation.
4. Nominations may be received at any regular business meeting.
5. Honorary Life Members may attend all meetings and special events, but shall be non-voting participants.

ARTICLE VI:
BOARD OF DIRECTORS

Section A. The members of the Corporation shall be the governing authority responsible for developing policies and overseeing corporate operations in accordance with applicable laws and regulations and the provisions of the Corporation's Articles and Bylaws.

Section B. In carrying out its responsibilities, the members of the Corporation shall:

1. Be responsible and accountable for the authorization of the execution of contractual obligations per the policies of the Corporation;
2. Be responsible for financial management oversight of the Corporation;
3. Approve the annual budget and variances thereof and personnel policies;
4. And provide for an annual evaluation by the Executive Committee of the Corporation's activities and issuance of an annual report by June 30 of each year.

Section C. As the policy making body of the Area Agency on Aging, the members of the Corporation shall also:

1. Employ a qualified full-time Chief Executive Officer;

2. Establish policies and procedures for conduct of all Corporation and agency functions, in keeping with prevailing rules, regulations and operating manuals from DOEA and other funding agencies;
3. Assure the development, approval and oversight of administration of the annual Area Plan;
4. Assure the proper expenditures of all funds made available to the Corporation and expended by the agency;
5. Determine the allocation of state and federal funds for entering into contracts with applicant organizations;
6. Accomplish the oversight necessary for the proper programmatic and fiscal performance of organizations under contract to deliver services to older persons in PSA 4.

Section D. The Corporation is subject to the State of Florida Government in the Sunshine Law, and all directors and other personnel of the Area Agency will strictly comply with said law.

Section E. The President of the Corporation is authorized to sign official documents related to the business management of the Corporation. In those instances when the President is unavailable and there is a need for immediate signature on documents the signature authority is passed on in accordance with the following priority schedule:

Vice President – First Alternate
Secretary - Second Alternate

Any or all of the above authorities may be withdrawn or altered with the approval of the Corporation.

ARTICLE VII: MEETINGS

Section A. Annual Meeting: The annual meeting of the Corporation shall be held during the month of November at a time and place established by the Corporation. The purpose of the Annual Meeting shall be to elect members to fill vacancies of those whose terms are due to expire as of the January meeting, and to elect officers, to receive reports of the President and Treasurer, and to transact all of the regular business of the Corporation, including a review of the Corporation's banking relationship, auditing relationship and law firm relationship.

Section B. Corporation Meetings: The Corporation shall hold its meetings at the Agency's principal office or at such other places, within the planning and service area, as the

Corporation may from time to time determine. The Corporation shall meet bi-monthly or hold no fewer than six (6) meetings per year.

- Section C. Meeting Notice: Notice of all meetings of the Corporation shall be sent to all members at least three (3) working days in advance of such meeting.
- Section D. Special Meetings: A special meeting of the Corporation may be called at any time upon at least five (5) calendar days' notice in advance of such meeting by the President of the Corporation or by a majority of the corporate members.
- Section E. Quorum: Corporate members must be present to vote. A quorum shall consist of a simple majority of the total voting membership. When a quorum is present, a majority of those present may take action on matters properly presented at the meeting. Business shall be transacted only at regular or specially called meetings and shall be duly recorded in the minutes thereof; provided a written resolution signed by all Corporation members or by all members of a committee shall be the act of the Corporation or such committee.
- Section F. Meeting Conduct: Roberts Rules of Order, Current Revised Edition, shall guide the board in conducting its business, except where superseded by these bylaws or by any special rules of order adopted by the Corporation.
- Section G. Conflict of Interest: Any member of the Corporation who has a real or potential conflict of interest shall declare that conflict. Such member shall specify the basis for such conflict. In no case shall a member having the conflict have the right to advocate or vote on matters regarding the conflict.
- Section H. When these Bylaws use words or phrases such as meeting, place, location, quorum, attending, attendance, present, official meeting, cannot be readily assembled, or any other word or phrase, all such words or phrases shall not be construed to limit the authority of this Corporation to conduct meetings as authorized by Section 617.0820, Florida Statutes. Nothing in these bylaws shall be construed to limit the Board's authority to hold meetings by any communication methods authorized by Section 617.0820, Florida Statutes. In addition, nothing in these bylaws shall be construed to limit the statutory right in Section 617.0820, Florida Statutes, of any director participating in a meeting by such communication methods to be deemed to be present in person at such meeting.
- Section I. Electronic Signatures of Minutes: The Secretary may sign minutes of meetings electronically following approval of minutes by the Board of Directors.

ARTICLE VIII:
STANDING COMMITTEES

Section A. Executive Committee: The President, Vice President, Secretary, Treasurer, Immediate Past President and two At-Large members of the Corporation, elected by the members of the Corporation, which then may or may not be the Chairman of a standing committee, shall be the voting members of the Executive Committee. Other Corporate members may attend the meetings of the Executive Committee and may participate as non-voting members. A quorum shall consist of a simple majority of the members present of the Executive Committee entitled to vote.

1. The Executive Committee shall have the power to act for and on behalf of the Corporation, and shall be accountable to the Corporation.

2. The Executive Committee shall coordinate and oversee, from time to time as appropriate, with the Chief Executive Officer:

- (a) Development and maintenance of employee compensation and benefit plans
- (b) Review and revision of Agency personnel policies and procedures
- (c) Review and revision of staffing patterns and organization structure
- (d) Conducting periodic comparative wage analyses for the establishment of appropriate salaries.

Section B: Finance Committee: The Treasurer shall serve as Chair, and the President shall appoint additional Corporation members to serve on the Finance Committee.

1. The Finance Committee will ensure that its financial management practices comply with the generally accepted accounting principles and applicable State and Federal laws and regulations.

The Finance Committee will perform long term- and short term financial forecasting and planning for the Agency.

2. Responsibilities of the Finance Committee include: review of financial reports, financial policies and procedures, and annual administrative budget and subsequent revisions.

Section C. Governance Committee: The President shall appoint Corporation members, and shall appoint a Corporation member as committee chair. The governance committee is responsible for ensuring board effectiveness, maximum participation and performance; to recommend new board members in a timely fashion; to ensure board policies are being observed; to implement board development and growth opportunities throughout the year; to ensure all board members receive orientation; and to annually recommend a slate of officers to the board for approval.

Section D: Program and Planning Committee: The President shall appoint Corporation members to serve on the committee and shall designate the chair.

1. The Program and Planning Committee will review program policies and guidelines for short range and long range program plans.
2. Responsibilities of the Program and Planning Committee include:
 - (a) Developing services priorities and performance standards;
 - (b) Evaluating program ideas and identifying areas for special study;
 - (c) Reviewing/analyzing programmatic reports;
 - (d) Observing program monitoring process;
 - (e) Participating in development of the multi-year Area Plan;
 - (f) Reviewing bid instruments;
 - (g) Evaluating proposals;
 - (h) Making recommendations for fund allocations to the Corporation for approval.

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

Section F. Meetings and Voting by Electronic Technology: Meetings and voting by any communication methods authorized by Section 617.0820, Florida Statutes, may be adopted by any committee for committee members.

ARTICLE IX: MANAGEMENT PROCEDURES

Section A. All monies belonging to the Area Agency/Corporation shall be deposited in a bank or banks designated by resolution of the Corporation. No money shall be withdrawn from an Agency/Corporation account unless checks are signed by such officers or employees of the Agency as are designated by resolution of the Corporation.

Section B. The fiscal year of the corporation shall be from January 1 to December 31.

Section C. An Annual Financial Report with a pre-audited balance sheet shall be provided to the Corporation at the July meeting. A certified audit of the financial statements and records of the Corporation shall be made by an independent firm of certified public accountants, selected by the Corporation.

Section D. The Area Agency shall purchase insurance for the purpose of indemnifying members of the Corporation, and the Chief Executive Officer. Employees and Corporation members who sign checks will be bonded as directed by resolution of the Corporation.

Section E. The Corporation shall be responsible for approving the appointment and dismissal of the Chief Executive Officer of the designated Area Agency, and the adoption and maintenance of appropriate personnel policies and procedures. (Duties and responsibilities of the respective personnel shall be as outlined in the position descriptions that are on file at the Northeast Florida Area Agency on Aging, Inc.). The Chief Executive Officer shall be responsible for the daily operations of the Area Agency, including hiring, supervision and dismissal of all staff.

The Chief Executive Officer of the corporation is authorized to sign contracts/amendments for the Corporation. Such contracts and amendments shall be ratified by the Board or Executive Committee of the Board at an immediate subsequent meeting.

ARTICLE X: INDEMNIFICATION

Section A. Limitation of Liability: A member or officer of the Corporation shall not be personally liable for monetary damages to any person or entity for any act, statement, vote, decision, or failure to take an action, if such member or Officer acted, or failed to act, in good faith in the reasonable belief that such action or omission was in the best interest of the Corporation, and in criminal actions or proceedings if such member or officer acted without reasonable grounds for belief that such action was unlawful except (a) liability for any gross breach or intentional failure to perform the Officer's or member's duties (b) for improper personal benefit, or gross recklessness or an act committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety or property.

The Corporation/Area Agency shall not be liable nor indemnify any officer that has breached his duty as an Officer or member as defined in Chapter 617.0285, Laws of Florida, as same exists or hereinafter may be amended. If the Legislature of Florida amends Chapter 617.0285, Laws of Florida, hereinafter to authorize the further elimination of limitation of the liability of an Officer or member, then the liability of an Officer or member of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the Laws of Florida. Any repeal or modification of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a member or Officer of the Corporation existing at the time of such repeal or modification.

ARTICLE XI:
ADVISORY COUNCIL

- Section A. The Corporation shall ensure the establishment of an Advisory Council consisting of persons, including minority individuals equal to the percentage of minorities in the PSA, who are participants or who are eligible to participate in programs assisted under the Older Americans Act, representatives of older individuals, local elected officials, providers of veterans' health care (if appropriate), and the general public, to advise the Corporation continuously on all matters relating to the development of the area plan, the administration of the plan and operations conducted under the plan.
- Section B. The Vice-President of the Corporation or his/her designee, will attend the Advisory Council meetings. The Chair of the Advisory Council or his/her designee will present a report to the Corporation at each regular meeting of the Corporation.
- Section C. Members of the Advisory Council may be appointed to serve on committees of the Corporation.

ARTICLE XII:
EMERGENCY BYLAWS

- Section A. Designation of Emergency Bylaws. The sections of this Article shall be called the Emergency Bylaws.
- Section B. When Effective. These Emergency Bylaws shall be effective only when a quorum of the corporation's Directors cannot readily be assembled because of some catastrophic event. Such catastrophic event is called an Emergency in this Article. These Emergency Bylaws are not effective after the Emergency ends.
- Section C. Relation to Other Bylaws. These Emergency Bylaws supersede any different provision in the other Articles of these bylaws. All provisions of the regular bylaws consistent with these Emergency Bylaws remain effective during the Emergency.
- Section D. General Emergency Powers. During an Emergency, the Board of Directors may take action in a manner or at times inconsistent with other Articles of these bylaws if the manner or times described in other Articles is impractical to follow because of the Emergency.
- Section E. Notice of Meetings. During an Emergency, a meeting of the Board of Directors may be called by any Director or the President and CEO. The meeting shall be held at such times and place as the person calling the meeting may specify in the notice of the meeting. Such notice may be given in writing or orally or by such

other means of communication (including any mass communication method) as in the judgment of the person giving the notice are feasible to reach as many of the Directors as is reasonably possible to reach under the prevailing circumstances.

- Section F. Location of Meetings and Principal Office. During an Emergency, the Board Directors may meet at any location in or out of the state, may change the location of the principal office of the corporation, designate one or more alternative locations, or authorize one or more Officers or Directors to do so.
- Section G. Quorum. During an Emergency, two Directors shall constitute a quorum for the transaction of business at any such meeting.
- Section H. Minutes and Contracts. During an Emergency, minutes, contracts, and other actions of the Board of Directors may be prepared and established in such media as determined appropriate by the Board of Directors.
- Section I. Vacancies. If, during an Emergency, any or all Directors, Officers, or agents of the corporation are incapable of discharging their duties, the Board of Directors may change the method of selecting Directors, Officers, or agents or designate additional or substitute Directors, Officers, or agents.
- Section J. Protection Granted by Chapter 617, Florida Statutes. Corporate action taken in good faith in accordance with these Emergency Bylaws: (a) Binds the corporation; and (b) May not be used to impose liability on a corporate Director, Officer, employee, or agent.
- Section K. Amendment of Emergency Bylaws. During an Emergency, the Board of Directors may amend these Emergency Bylaws or the bylaws at any meeting.

ARTICLE XIII: AMENDMENTS

- Section A. The Bylaws may be amended or repealed or approved wholly or in part by a quorum of the Corporate Body at any meeting, if notice of the proposed action was included in the notice of the meeting.
- Section B. With approval of the Board of ElderSource, Inc., these bylaws may be amended or repealed and new bylaws may be adopted by the affirmative vote of a simple majority of the Directors present 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.