

BYLAWS OF THE RUTHERFORD COUNTY COUNCIL ON AGING, INC.

ARTICLE I - NAME, ORGANIZATION AND LOCATION

The name of the Corporation shall be the Rutherford County Council on Aging Incorporated, a non-profit, public Benefit Corporation, and hereinafter referred to as the "Council". The principal office of the Council shall be located at the St. Clair Street Senior Center, at its current mailing address, City of Murfreesboro, County of Rutherford, State of Tennessee.

ARTICLE II - MISSION AND PURPOSE OF THE COUNCIL

The purpose of the Council shall be to link the aging network by furnishing a forum for individuals and representatives of professional organizations and agencies serving the elderly to come together to further their professional development and to promote the welfare and elevate the quality of life of those they serve. The Council shall sponsor and promote workshops, seminars and conferences in Order to educate, communicate and disseminate information and ideas in pursuing its goal to assist the elderly. The Council will communicate directly with the Greater Nashville Regional Council, Area Agency on Aging, to further its mission in Rutherford County.

- A. **Purpose:** The Council is organized exclusively for religious charitable, educational, literary and scientific purposes within the meaning of Section 501 (c)(3) of the Internal Revenue code of 1986, as amended (hereinafter referred to as the "Code), including the receipt and acceptance of property, whether real, personal, or mixed, by the gift or bequest from any person or entity; the retention, administration and investment of such property in accordance with the terms of this Chapter and the Foundation's bylaws; and the distribution of such property to one or more organizations described in Section 501 (c)(3) of the Code and Section 509 (a)(1), Section 509 (a)(2), Section 509 (a)(3), or Section 4940(d)(2) of the Code, contributions to which are deductible under Section 170 (c)(2), Section 642(c), Section 2055(a), and Section 2522(a) of the Code, to further religious, charitable, educational, literary and scientific purposes within the meaning of Section 501 (c)(3) of the Code. Notwithstanding any other provision of this Charter, the Council shall not carry on any activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501 (c)(3) of the Code, or any corresponding provision of any future federal tax laws; (b) a corporation contributions to which are deductible under Section 170 (c)(2), Section 642 ©, Section 2055 (a) and Section 2522(a) of the code, or any corresponding provisions of any future federal tax laws; or (c) a nonprofit corporation organized under the laws of the State of Tennessee pursuant to the Act.
- B. **Distributions on Dissolution:** Upon the dissolution of the Council, after paying or making provision for the payment of all liabilities of the Council then outstanding and unpaid, the Board of Trustees shall distribute the assets of the Council to either the duly constituted government of Rutherford County, TN, or to one or more organizations then described under Section 501 (c)(3) and Section 509 (a)(1), Section 509 (a)(2), Section 509 (a)(3), or Section 4940 (d)(2) of the Code, or any corresponding provision of any future federal tax laws, as the Board of Trustees shall determine, to be used for religious, charitable, educational, literary, or scientific purposes within the meaning of Section 501 (c)(3) of the Code. Any assets not so disposed of by the Board of Trustees shall be disposed of by a court having equity jurisdiction in the county in which the principal office of the Council is then located, with the distribution of assets to be made to such organization or organizations which are organized and operated exclusively for charitable purposes, within the meaning of Section 501 (c)(3) of the code, or any corresponding provision of any future federal tax laws, as such court shall determine.

ARTICLE III - MEMBERSHIP

Section 1: MEMBERS. The members of the Council shall be representatives or organizations and agencies, which serve the elderly. In addition, professionals or individuals not associated with agencies, yet who do serve the elderly and/or are elderly individuals themselves, may become members upon application.

Section 2: DUES. All members, whether individuals or organizations or agencies, shall pay annual dues. The dues will be set by a majority vote of the Board of Directors.

Section 3: VOTING. Each member in good standing, whether individuals or representatives of organization members, shall be entitled to one vote on each matter submitted to a vote of the membership.

Section 4: NON-PAYMENT OF DUES. Annual dues are due and payable January 1 of each year, with invoices mailed in the previous December. Dues not paid by February 28th are in arrears. Payment of dues restores the right to vote and all other privileges of a member in good standing.

ARTICLE IV - OFFICERS

Section 1: OFFICERS. The elected officers of this Council shall be the President, Vice President - Programs, Vice President - Membership, Secretary, Historian and Treasurer. The Chairpersons of special events, including, but not limited to, Senior Expo, and the Needs Assessment Committee, will be appointed by the President. Persons eligible to serve as officers will be active members in good standing either individual or through their organization.

Section 2: TERMS. The term of office for the officers shall be for one year beginning on January 1 of the calendar year. Officers may not serve more than two (2) consecutive terms.

Section 3. DUTIES OF THE OFFICERS.

A. THE PRESIDENT SHALL:

1. Assure the smooth function of the organization with the specific responsibilities of enforcing the by-laws.
2. Serve as chairperson of the Board of Directors and be an ex-officio member of all committees.
3. Keep and update, or appoint an individual to keep and update, the records of the Council including all legal documents.
4. Participate in all policy decisions of the organization and make interim policy decisions or interpretations as necessary.
5. In conjunction with the Board of Directors, provide strategic planning/direction and evaluate year-end results.
6. Represent COA to the community including but not limited to Greater Nashville Regional Council, Area Agency on Aging.

7. Appoint committee chairpersons and provide direction. Assist with the coordination of committees if required. Monitor performance of chairpersons and see that they are replaced when necessary.
8. Work with Nominating Committee in appointing new board members. Participate in board orientation and development.
9. Sign official documents on behalf of the board, after review and counsel when necessary.
10. Perform all duties incident to the office of any president and such other duties as may be prescribed by the Board of Directors.

B. THE VICE PRESIDENT - PROGRAMS SHALL:

1. In the absence of the President, perform the duties of the President.
2. Plan, arrange and introduce programs for monthly member meetings and other workshops not connected with conferences.
3. Handle meeting arrangements (room reservations, equipment, room set-up, etc.)
4. Provide meeting details to secretary in sufficient time to notify members.
5. Publish for related community media a six-month schedule of programs.
6. Serve on the Board of Directors.
7. Perform other duties as assigned by the President or Board of Directors.

C. THE VICE PRESIDENT - MEMBERSHIP SHALL:

1. In the absence of the President and the Vice-President-Programs, perform the duties of the President.
2. Receive membership forms and dues and forward monies to Treasurer.
3. Keep a record of all members and with the Secretary, update membership records and publish current directory/roster of members.
4. Make recommendations on organization's membership goals.
5. With Treasurer, conduct membership cost/benefit analysis and make recommendations on revisions to membership categories, services, and costs.
6. Develop and implement plans for:
 - a. Acquisition of new members
 - b. Retention of new members
 - c. Special events and services for member/potential members
 - d. Fact sheets and membership forms
7. Serve on the Board of Directors

8. Perform other duties as assigned by the President or Board of Directors.

D. THE SECRETARY SHALL

1. Keep minutes of all meetings of the Board of Directors and general monthly members meeting and be responsible for the distribution of said minutes to the respective members.
2. Send out monthly meeting notices prior to the monthly executive and membership meeting.
3. Work closely with the Vice President-Membership to maintain a current membership list, and publish a current directory/roster of members.
4. Work with the Board of Directors and the Vice President-Membership to maintain a current fact sheet and send out fact sheets and membership forms to prospective members.
5. Serve on the Board of Directors.
6. Prepare and mail other material as deemed necessary by the President and/or Board of Directors.
7. Perform other duties as assigned by the President and Board of Directors.

D. THE TREASURER SHALL:

1. Have charge and custody of and be responsible for all funds for the Council.
2. Receive and give receipts for monies due and payable to the Council, and deposit in the bank all such monies in the name of the Council.
3. Submit a written report monthly of receipts and disbursements to the Board and the Secretary for inclusion in the minutes, including separate accounting of special accounts income and expenses.
4. Submit an annual report stating the amount of dues collected, the number of paying members, and the total receipts and disbursements.
5. Conduct ongoing review of all disbursements and receipts.
6. Sign all checks after insuring the Proper documentation is provided.
7. Maximize return on organization's financial assets.
8. With Vice-President-Membership, conduct membership cost benefit analysis and make recommendations on revisions to membership categories, services and costs.
9. Serve on the Board of Directors
10. Perform other duties assigned by the President or Board of Directors.

F. THE CHAIRPERSONS, SPECIAL PROJECTS SHALL:

1. Recruit committee chairs. The chairperson should not serve as chair of a committee.
2. With the assistance of committee chairpersons, plan, execute and evaluate all projects. Establish schedule and budget requirements and monitor on on-going basis.
3. Ensure appropriate publicity as a Council on Aging project.
4. Document recommendations for future projects.
5. Serve on the Board of Directors.

G. THE HISTORIAN SHALL:

1. Keep all records of the Council on Aging.
2. Serve on the Board of Directors
3. Perform other duties assigned by the President or Board of Directors.

SECTION 4 MEETINGS: Meetings of the officers are hereinafter provided in Article VI., Section 3 and Article X, Section 1.

ARTICLE V - DIRECTORS

SECTION 1: NUMBER. There shall be nine (9) elected Directors, in addition to the officers. Persons eligible as Directors will be active members in good standing either individually or through their organization.

SECTION 2: TERMS. The Directors serving on the Board of Directors shall be elected for a term of three (3) years with staggered terms. Directors may not serve more than two (2) consecutive terms.

SECTION 3: MEETINGS. Meetings of the Board of Directors are hereinafter provided in Article VI, Section 3 and Article X, Section 1.

ARTICLE VI - BOARD OF DIRECTORS

SECTION 1: BOARD. The Officers, Directors, and Immediate Past President and the Chairpersons, Special Projects shall constitute the Board of Directors and shall have equal vote. The President shall preside at the Board Meetings.

SECTION 2: DUTIES. The Board of Directors shall have general supervision of the affairs of the Council between meetings, give approval to the appointments made by the President of Committee Chairpersons and members; make recommendations to the Council for action to be taken by the Council; approve the annual budget; approve the annual audit of the books and records of the treasurer; and perform such other duties as the Council may direct.

SECTION 3: MEETINGS OF THE BOARD OF DIRECTORS. The Board shall hold meetings in association with the regular monthly meetings in February, May, August, and November as designated by the Board. Special meetings may be called by the President; and may also be called by a written request of a majority of the Board of Directors.

SECTION 4: QUORUM AND VOTE. Having been duly notified, those members present and voting shall complete a quorum for the transaction of business. Each member of the Board of Directors (the President, Vice-President-Programs, Vice-President-Membership, Secretary, Treasurer, Historian, the immediate past-president, each Special Project Chair, and each Director) shall have one vote.

ARTICLE VII - ELECTION OF OFFICERS AND DIRECTORS

SECTION 1: NOMINATION. Before the November meeting, the nominating committee shall present in writing a slate of officers and directors to be elected to take office on January 1. All nominees must agree to serve if elected. Nominations for each office may also be made from members provided the nominee will serve if elected.

SECTION 2: ELECTION. At the November meeting, with the President presiding, the report of the nominating committee shall be given to the membership, and nominations may also be made from the floor. If there are no nominations from the floor, a motion to accept the committee's recommendations may be made and elected by acclamation. Properly recorded, the vote may be called for, if carried, the election is finished. If there is opposition in an office, a voice vote may be taken, a show of hands, or even a written ballot to determine the outcome.

SECTION 3: INSTALLATION. Installation of the newly elected officers and directors shall take place at the December meeting and they shall be in their duties January 1st of the new year.

ARTICLE VIII - RESIGNATIONS, REMOVALS, AND VACANCIES

SECTION 1: RESIGNATIONS. Any officer or director may resign at any time by giving written notice to the President. Any such resignation shall take effect at the time specified therein.

SECTION 2: REMOVAL OF OFFICERS OR DIRECTORS. Any or all of the directors or officers may be removed, with cause, by a majority vote of the membership present at a regular or called meeting. Missing three or more board meetings per year will be probable cause for removal.

SECTION 3: VACANCIES. Newly created directorships resulting from an increase in the number of directors, and vacancies occurring in any office or directorship for any reason including removal of an officer or director may be filled by the vote of a majority of the directors then in office, or by majority vote of membership present at a regular or called meeting.

ARTICLE IX - COMMITTEES

SECTION 1: COMMITTEES. There shall be 2 classes of Committees:

- a. Standing Committees
- b. Special Committees

SECTION 2. APPOINTMENT. Standing committees shall be appointed by the President for a term of one year, subject to the approval of the Board of Directors. Special Committees shall be appointed by the President subject to the approval of the Board of Directors. The number of members and the personnel of each committee shall be determined by the need.

SECTION 3. STANDING COMMITTEES AND THEIR DUTIES. The standing committees of the Board and of the Council, and their respective areas of responsibility, include:

- A. The Nominating Committee shall consist of not less than three (3) members and shall:
 1. Select a slate of potential Board of Directors to be recommended to the Council membership for election at the annual meeting.
 2. Select a slate of potential Officers to be recommended to the Council membership for election at the annual meeting.
- B. The Program Committee shall be responsible for all program planning and implementation for the council.

- C. The Legislative Committee shall be responsible for:
 - 1. Studying current Local, State and National legislative issues relative to aging, and keeping the Board and the membership informed of such issues;
 - 2. Organize any events or meetings relative to legislation or legislators.
- D. The Membership Committee shall:
 - 1. Work closely with the Vice-President-Membership and the Secretary to see that an up-to-date membership roll is maintained;
 - 2. Be directly responsible for obtaining new members for the association;
 - 3. Introduce new members at monthly meetings;
 - 4. Be responsible for maintaining up-to-date name tags;
 - 5. Give such reports at the general meetings as requested.

SECTION 4: SPECIAL COMMITTEES. Special Committees shall include: elections, resolutions, and such other committees as are deemed advisable by the Board. Three Special Events committees may include, but not limited to:

- A. The Senior Expo Committee shall plan and participate in the yearly regional conference for senior citizens.
- B. The Professional Conference Committee shall organize and plan conferences for professionals serving the elderly.
- C. The Needs Assessment Committee shall report, at least annually, to the Greater Nashville Regional Council, Area Agency on Aging, Advisory Committee to provide input into the Area Agency on Aging Plan and Goals for Rutherford County.

SECTION 5: PRESIDENT AS MEMBER. The President shall be an ex-officio member of all committees.

ARTICLE X - COUNCIL MEETINGS

SECTION 1: MEETING TIMES AND PLACES. Regular meetings of the Council membership shall be held monthly unless otherwise ordered by the membership or the Board of Directors.

- A. Board of Directors meetings shall be held monthly, as determined by the Board.
- B. Regular meetings of the entire Council shall be monthly, as determined by the Board.
- C. The annual Meeting shall be in November of each calendar year, at the regular meeting. A slate of officers shall be presented to the membership and annual reports of members and finances shall be made and entered into the records of the Council.

- D. Special meetings of the Council may be called by the Board of Directors, the President or a quorum of the members.
- E. Quorum: Having been duly notified, those members present and voting shall complete a quorum for the transaction of business.

ARTICLE XI - AMENDMENTS

SECTION 1: The Bylaws may be amended, or repealed, by a majority of vote of the members present at regular monthly meetings, provided previous written notice has been given to the membership.

ARTICLE XII - FISCAL YEAR

SECTION 1: The fiscal year of the council shall begin on January 1 each year and end at midnight on the 31st day of December

ARTICLE XIII - PROCEDURE

SECTION 1: Anything not covered by these Bylaws shall be covered by Robert's Rules of Order, Revised.

Created - March 7, 2000

Approved: _____

Date _____