

UTAH AGING ALLIANCE
BYLAWS
October 14, 2009

ARTICLE I. Name, Purposes and Status

Section I. Name

The name of this organization shall be the Utah Aging Alliance, hereinafter referred to as the "Alliance."

Section 2. Purpose

The purpose of the Alliance shall be:

- a. To promote the exchange of ideas and information about aging;
- b. To facilitate collegial relationships among its members through formal and informal forums;
- c. To promote the knowledge of aging through research and its use in areas of practice and in the development of public policy;
- d. To promote a concern for ethics and a standard of excellence to guide the activities of professionals in the field of aging;
- e. To advance knowledge of aging among the general public and advocate on issues of interest to older adults; and
- f. To maintain a vital and viable membership organization.

Section 3. Status

The Alliance is organized exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Code) relating to the purposes of the Alliance.

No part of the net revenue of the Alliance shall be used for the benefit of, or be distributable to, its members, trustees, officers or other private persons except that the

Executive Board shall be authorized and empowered to pay reasonable compensation for services rendered. No substantial part of the Alliance's activities shall be the carrying on of propaganda or otherwise attempting to influence legislation.

The Alliance shall not participate in or intervene in any political campaign on behalf of any candidates, including the publishing or distribution of statements.

Notwithstanding any other provision of these bylaws, the Alliance shall not perform any activities not permitted to be carried out (a) 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 Code); or (b) by a corporation, to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Section 4.

No matter nor purpose nor procedure as set forth in these Bylaws shall be construed to depart from the Articles of Incorporation of the Alliance.

ARTICLE II. Membership

Section 1. General Membership

Membership in the Alliance shall be open to persons who have an interest in furthering the purpose of the Alliance as stated in Article I of these bylaws.

- a. Membership will be open to any individual studying, working in, or interested in the field of aging.
- b. There will be no limitations based upon educational background, professional status or place of residence.

Section 2. Classes of Membership

There shall be three classes of members: Members, Student Members, and Honorary Members. The designation of "Member" in these bylaws shall be deemed to include all three categories, except where there is an explicit provision to the contrary.

- a. Members: Individuals who have an interest in furthering the purposes of the Alliance, may make application to the Alliance and pay annual dues as established from time to time by the Alliance.
- b. Student Members: A student who is registered for graduate, undergraduate or professional studies at an accredited educational institution or who is completing an internship or residency requirement and who has an interest in furthering the purposes of the Alliance may make application to the Alliance and pay annual dues as established from time to time by the Alliance.
- c. Honorary Members: The Executive Board may elect as Honorary Members such persons as it determines have made distinguished contributions to the field of aging or to the purposes of the Alliance. They shall be elected for life unless this privilege is revoked in accordance with Article II, Section 3. Honorary Members have all rights and privileges of Members but without any requirement to pay annual dues.

Section 3. Membership Suspension

A member may be suspended by a three-fourths vote of the Executive Board for conduct which may be injurious to the Alliance or which is contrary to or destructive of its purposes. Prior to a vote for suspension, the member must be given:

- a. A copy of the written allegations; and,
- b. The opportunity to respond to allegations at a hearing before the Executive Board or a body designated by the Executive Board.

Section 4. Electorate

The Electorate of the Alliance shall consist of the Membership.

Section 5. Privileges and Responsibilities of Membership

Privileges and responsibilities of membership shall include:

- a. Voting at the Annual Meeting;
- b. Being elected or appointed to the Executive Board or other committees of the Alliance;

- c. Attending conferences and other functions sponsored by the Alliance;
- d. Receiving newsletters, correspondence and other publications;
- e. Participating in forums that allow the expression of opinions and ideas with other members;
- f. Accessing the non-public part of the Alliance's website; and
- g. All other privileges as specified in these bylaws.

ARTICLE III. Officers

Section 1. Officers

The officers of the Alliance shall be a President, a Past-President, a President-Elect, a Secretary, a Treasurer, five regional members, two members-at-large, and one student member-at-large. All officers shall be chosen from the Electorate. This group of officers constitutes the Executive Board.

Section 2. Terms

- a. All officers shall assume their duties following the Annual Meeting described in Article VII.
- b. The President shall serve for one year or until a successor is elected.
- c. The President-Elect shall serve for one year and then succeed to the office of the President at the Annual Meeting.
- d. The Secretary and Treasurer shall serve for two years or until successors are elected. They may not serve for more than two successive terms. The Secretary's term is to begin in an even numbered year, and the Treasurer's term is to begin in an odd numbered year. However, the Executive Board may, at its sole discretion and from time to time, make exceptions to this even-odd numbered year requirement.
- e. Regional members of the Executive Board shall serve two-year terms, with two being elected for each odd year and three being elected for each even year. They may serve no more than two successive terms.

- f. Members at large on the Executive Board shall serve two year terms. They may be elected from any area of the State. One member will be elected for each odd year and the other member will be elected for each even year. They may serve no more than two successive terms.
- g. The student member-at-large shall serve a one year term.

Section 3. Vacancies

- a. If the office of the President shall become vacant, the President-Elect shall assume such office. If the President-Elect is unwilling or unable to succeed to the Office of President, the Executive Board shall appoint a President for the remainder of the unexpired term of the President. If the Office of the President-Elect becomes vacant, the Nominating Committee shall nominate a successor and mail a special ballot to the Electorate within six weeks of the vacancy. A successor President-Elect shall then serve until the next Annual Meeting.
- b. If any other office becomes vacant, a successor shall be appointed by the Executive Board, with the advice of the Nominating Committee, to serve until the next Annual Meeting. A vacancy occurs when someone resigns, or is unable or unwilling to fulfill their responsibilities.
- c. If the office of the Past-President becomes vacant, the position remains vacant.

Section 4. Duties

All members of the Executive Board are expected to attend at least 75% of the meetings of the Executive Board. Attendance includes in-person or teleconference participation.

- a. The President shall perform such duties usually associated with the Office of President of an association and not specifically delegated in these bylaws to other persons. The President shall preside at the Annual Meeting of the Alliance and at conferences and special meetings of the Alliance and at Meetings of the Executive Board. The President is responsible for the administration of the business of the Alliance. With the approval of the Executive Board, the President may call special meetings of the Alliance. The President shall serve as ex-officio member of all committees except the Nominating Committee.

- b. The President-Elect shall perform the duties of the President in the absence or disability of the President and shall perform such other duties as are specified in these bylaws.
- c. The Secretary shall keep minutes of all meetings of the Alliance and of the Executive Board; shall mail written notices of the meetings to members as provided in the bylaws; maintain official files pertinent to the operations of the Alliance; and transfer, intact, such files to the successor to the Secretary.
- d. Under the direction of the Executive Board, the Treasurer shall receive, disburse and account for all funds belonging to the Alliance; maintain the financial records of the Alliance; and report on the financial condition of the Alliance at meetings of the Executive Board and at the Annual Meeting. The Treasurer shall maintain all bank accounts for the Alliance and is authorized to sign all checks for the Alliance. However, checks in excess of \$1,000 should receive the approval of the President, or if unavailable, the President-Elect.
- e. Duties of other officers shall be defined by the Executive Board.
- f. The Student Member-at-Large shall promote the interests of the Alliance to other students and encourage their membership in the Alliance.

ARTICLE IV. Executive Board

Section 1. Functions of the Executive Board

The Executive Board shall function as the administrative body of the Alliance, exercising general supervision over the affairs of the Alliance, including the appointment of and supervision of the staff. The Executive Board shall formulate policies to be recommended to the Alliance.

It shall have responsibility for all activities undertaken in the name of the Alliance and shall perform such other duties as are specified by these bylaws. The Executive Board shall have responsibility and authority over the funds of the Alliance.

The Executive Board shall appoint the chairs of standing and *ad hoc* committees and appoint the editor of the newsletter. Committee chairs shall be appointed within 30 days of the Annual Meeting.

The Executive Board has the power to hire and terminate individuals to carry out the functions of the Alliance. Likewise, the Executive Board has the power to contract for services to carry out the functions of the Alliance.

The Executive Board shall assure that a history of the organization is maintained. The President shall prepare a brief letter to be included in the history of the Alliance at the Annual Meeting.

Section 3. Executive Board Meetings

The Executive Board shall hold meetings at least quarterly and at such other times as the President may call. The Executive Board minutes shall be available upon request. All meetings of the Executive Board shall be open to the Electorate.

Section 4. Executive Board Rules

A majority of the members of the Executive Board shall constitute a quorum, unless otherwise stated in these bylaws. Except as otherwise specified in these bylaws, decisions of the Executive Board shall be by a majority of those present and voting at Executive Board meeting. No proxy voting shall be permitted. The Executive Board may adopt, as it deems appropriate, rules and procedures for conducting its business, provided that such rules or procedures do not conflict with these bylaws.

Section 5. Establishment of Affiliate Groups

The Executive Board may establish affiliate groups from among professional and other associations that may have collaborative interests in furthering the purposes of the Alliance.

- a. To be established as an affiliate group, the group must submit to the Executive Board the mission, vision, and goals of the affiliate group for consideration and approval.
- b. Conditions of membership will be detailed in a memorandum of understanding between the Alliance and the affiliate group. The memorandum of understanding will include the amount of fees, if any, to be assessed for affiliate group membership in addition to the regular Alliance annual membership fees.
- c. All approved affiliate groups will be listed on the annual membership registration.

- d. Affiliate dues will be collected by the Alliance at the time of initial and renewal memberships.
- e. Affiliate dues will be earmarked for use by the affiliate group within the Alliance budget.

ARTICLE V. Committees

Section 1. Types of Committees

Standing Committees: Standing Committees of the Alliance will consist of those designated in the bylaws, as well as those created by a majority vote of the members of the Executive Board. Standing Committees conduct the business of the Alliance.

Affiliate Committees: Affiliate Committees may be created by a majority vote of the members of the Executive Board. Affiliate Committees are involved in the programs and activities of the Alliance.

Ad Hoc Committees: In addition, by majority vote of the Executive Board, Ad Hoc Committees can be created for a term renewable by majority vote of the Executive Board for one year. Standing Committees and Affiliate Committees may also be deleted by majority vote of the Executive Board.

Section 2. Committee Leadership

The Chairperson of each Standing Committee or Ad Hoc Committee will be appointed by the Executive Board. The Chairpersons of the Affiliate Committees will be selected by the individual Affiliate Committees and approved by the Executive Board. The Executive Board also has the option of appointing up to two members to each Standing Committee and Affiliate Committee. The Chairperson of each committee shall have the responsibility of appointing the remainder of the committee members. All members will serve for at least a one-year term.

Section 3. Standing Committees

The Standing Committees of the Alliance are:

- a. **Membership Committee:** This committee will actively recruit new and recurring membership in the Alliance, and maintain a current membership database. The outgoing chair shall provide a current membership list to the incoming chair and to all officers. The membership list is for the use of the organization only. Outside use of the membership list requires approval of the Executive Board. The Executive Board may also establish fees for any outside use of the membership list. As part of the initial and annual renewal registration form, members may request that their name not be released.
- b. **Finance Committee:** This committee will provide guidance in the development of fiscal policies and record keeping methods of the Alliance, and will provide support and direction for fund-raising activities.
- c. **Annual Conference Committee:** This committee will plan, budget for, and with the help of sub-committees, and with the approval of the Executive Board, shall organize and conduct a conference which will be a forum for issues on aging and which will facilitate networking across the many disciplines involved with older adults.
- d. **Publications and Public Relations Committee:** This committee will promote the Alliance and its activities through various methods, including publications to disseminate information to Alliance members, assist the officers and committees of the Alliance in the preparation and dissemination of documents and publicity, and shall maintain a history of the organization. The web site will further promote the purposes of the Alliance. To list material on the web site, a written proposal must be submitted to the Executive Board for approval. Before the Executive Board takes any action on the proposal, the Publications and Public Relations Committee will provide a recommendation to the Executive Board.
- e. **Nominating Committee:** This committee will solicit from the Electorate nominations of individuals to serve in the various elected positions of the Alliance. The committee will also be responsible for the election process.

The Affiliate Committees of the Alliance will be designated annually by the Executive Board.

Section 4. Committee of the Whole

The Committee of the Whole shall consist of the Chairpersons of all Alliance Standing Committees and Affiliate Committees. The Committee of the Whole shall meet at the will of the Executive Board, but not less than four times a year. The purpose of the Committee of the Whole shall be to give advice to the Executive Board with regard to the business of the Alliance.

ARTICLE VI. Nominations and Elections

Section 1. Nomination

- a. Officers shall be elected by ballot mailed by the Nominating Committee to the Electorate not less than four weeks prior to the Annual Meeting. Completed ballots must be generally submitted by the Electorate no later than two weeks prior to the Annual Meeting, or if permitted to do so by the Nominating Committee, by a specified date and time just prior to the Annual Meeting.
- b. A vacant line shall be included on the ballot under the names of the candidate or candidates for each office so that voters may write in a personal choice for any office.
- c. The Nominating Committee Chair shall be responsible for counting the votes, for retaining the ballots and for reporting the outcome of the election to the Electorate at the Annual Meeting.
- d. The candidate receiving the greatest number of votes cast shall be elected. In the event of a tie, the Executive Board will be polled to determine the election outcome. All Executive Board members shall vote either in person or by alternate means approved by the Executive Board.

ARTICLE VII. Meetings, Business and Related Affairs

Section 1. Meetings.

- a. There shall be an Annual Meeting of the Alliance. The election of officers shall be reported at the Annual Meeting. In addition, reports of the preceding year shall be presented by the President, the Treasurer, and the chairs of all standing committees of the Alliance. Each person shall report to the Alliance regarding his/her particular responsibilities and activities. In

addition, the Alliance shall conduct such other business as specified by these bylaws and as the Electorate may wish to bring before it in accordance with these bylaws.

- b. Special meetings of the Alliance may be called by the President with approval of the Executive Board or upon written request of at least ten percent of the Electorate.
- c. Written notice of the time and place of the Annual Meeting and indication of any special items on the agenda shall be mailed to the Electorate at least four weeks prior to the Annual Meeting. Written notice of any special meeting shall be mailed to the Electorate at least two weeks prior to such special meeting.
- d. At any duly called meeting of the Alliance, those members present shall constitute a quorum.
- e. Regional meetings are recommended at least once each year. The meetings shall be scheduled and conducted by the elected regional officer with the advice and consent of the Executive Board.

Section 2. Dues and Assessments

Dues and assessments for the Electorate shall be determined by the Executive Board. They shall be payable annually in accordance with the procedures established by the Executive Board. Nonpayment of dues for four months past the due date shall be considered equivalent to resignation from the Alliance.

Section 3. Publications

Notices, records, reports, proceedings, newsletters, journals and other documents shall be published as authorized by these bylaws or by a vote of the Executive Board.

Section 4. Electronic Communications

The term “mail” or “mailed” or “written” as used throughout these Bylaws includes electronic means of transmitting notices, newsletters, ballots, financial reports, and other documents. The term “address” as used throughout these Bylaws includes a physical address where mail is received, a post office box, or an e-mail address where e-mail is received. Accordingly, any document that is required to be mailed to the members may be sent by (1) e-mail to the most current e-mail address for the member on file with the

Alliance; (2) fax to a telephone number for the member that can receive fax transmissions; or (3) U.S. mail to a physical or post office box for the member where U.S. mail can be received. Other forms of communication may become available and the Executive Board may from time to time expand the methods of communications permitted by these Bylaws, including but not limited to the Alliance's web site on the Internet. For example, a notice may be sent by e-mail to the Electorate wherein such notice refers the members to the availability of a particular document on the Alliance's web site. Such notice would then be deemed sufficient for the purpose of these Bylaws as a means of distributing that particular document, even though the members would have the burden of reviewing the document electronically or by printing the document from the Alliance's web site.

ARTICLE VIII. Amendments

Section 1. Initiation of Amendments

Amendments to the bylaws of the Alliance may be proposed by: (a) the Executive Board; or (b) a petition signed by at least five members of the Alliance.

Section 2. Amendment or Repeal

These bylaws may be amended, provided written notice of the proposed amendment has been given to the Secretary and mailed by the Secretary to the Electorate at least thirty (30) days in advance of:

- a. Any Annual Meeting by a majority of the members present at the Annual Meeting;
- or
- b. By a majority of the members voting by written ballot if such written ballots are permitted.

Section 3. Bylaw Review and Update

The Executive Board will from time to time appoint a Bylaws Review Committee to review and update these bylaws, but in no event should more than four years lapse between such reviews.

ARTICLE IX. Dissolution of the Alliance

In the event of the dissolution of the Alliance, the Executive Board shall determine the manner of the disposition and liquidation of the assets of the Alliance. All assets shall be handled in accordance with Internal Revenue Service regulations regarding dissolution of non-profit 501(c)(3) corporations.