

**EAST BATON ROUGE  
COUNCIL ON AGING, INC.  
BYLAWS**

**EFFECTIVE DATE:**

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# **EAST BATON ROUGE COUNCIL ON AGING, INC.**

## **BYLAWS**

### **ARTICLE I - NAME**

The name of the organization shall be the East Baton Rouge Council on Aging, Inc., a Louisiana non-profit organization, as authorized by Articles of Incorporation filed with the office of the Secretary of State of Louisiana and charter issued on May 11, 1973.

### **ARTICLE II - PURPOSE**

The purpose of the Council shall be to serve the senior citizens of the Parish of East Baton Rouge. Methods to achieve the purpose shall include the following: to collect facts and statistics and make special studies of conditions pertaining to the employment, financial status, recreation, social adjustments, mental and physical health and other conditions affecting the aging people in the Parish; to keep abreast of the latest developments in these fields of activity throughout the Parish, the State and Nation; to conduct public meetings; to make recommendations to proper authorities for needed improvements and additional resources to promote the well-being of aging people; to implement the recommendations to assist and cooperate with Departments of the State, Parish and Municipal governments and with other organizations serving the aging people; to develop, implement and provide services and programs for the aging to be conducted within the Parish; to administer, conduct and provide services, activities, programs and financing for the above stipulated purpose.

## **ARTICLE III - MEMBERSHIP**

Qualified persons, as set forth in the Articles of Incorporation, may join the Council without assessment of any membership fees, and be afforded all privileges associated with membership, by signing the official membership register maintained by the Secretary of the Board of Directors at the official domicile of the Council. An annual membership drive shall be conducted parish wide three months prior to the annual meeting.

## **ARTICLE IV -ANNUAL MEETING**

### **Section 1: Annual Meeting**

There shall be a annual meeting of the general membership in the month of May each year. At the annual meeting all necessary elections shall take place, as well as consideration of any other items placed upon the agenda. (See Article V- Board of Directors, Section 6- Elections, for election procedures)

### **Section 2: Notification of Annual Meeting; Annual Report**

Every effort shall be made to notify the general membership of the date and location of the annual meeting including, but not limited to: publication in the official journal for the Parish of East Baton Rouge at least twenty-one (21) days prior to the meeting; notification posted on the Council website; notification posted on bulletin boards at all Council facilities; and written notification to individuals and/or agencies that have requested notification in writing.

An annual report shall be prepared by the Chief Executive Officer outlining the services rendered the previous fiscal year and proposed services for the upcoming fiscal year. The annual meeting notification shall include a statement that the annual report is available for

### **Section 3: Quorum and Voting for General Meeting**

Each voting member in good standing shall have one vote at any meeting of the members. A quorum shall consist of 51 percent of the total voting members present. A majority of votes cast at a meeting at which quorum is present shall constitute the action of the members.

## **ARTICLE V - BOARD OF DIRECTORS**

### **Section 1: Governing Body**

The governing body of the Council shall be the Board of Directors which shall meet at least quarterly, and fifty-one (51%) of the board members shall constitute a quorum. Proxy voting is prohibited. The Board of Directors shall supervise and control the business, property and affairs of the Council, except as otherwise provided by law, the Articles of Incorporation of the Council or these Bylaws.

### **Section 2: Responsibilities**

The Board of Directors shall be responsible for the management and direction of the Council. The Board shall establish policies governing all aspects of the Council's operations. The Board shall be responsible for enforcement of all policies adopted by the Board. The Board shall have the power to elect officers and establish committees. The Board shall control all assets; be responsible for finances, including the annual audit; and the selection of a Chief Executive Officer to oversee the day-to-day operations of the Council.

### **Section 3: Selection Criteria**

There shall be a parish-wide representation on the Board. The Board shall consist of, but not be limited to, representatives of the elderly population, the general public, the public and private sectors and elected public officials.

Paid staff members of the agency are prohibited from serving on the Board of Directors. However, the Chief Executive Officer may attend Board meetings as a non-voting participant. Former Council staff members shall not be eligible to serve on the board for a period of two years immediately following separation from employment.

Candidates for election to the board acknowledge and agree that upon election they are ineligible for employment by the Council as paid agency staff for a period of two years immediately following separation from the board.

#### **Section 4: Composition**

The Board shall be composed of fifteen (15) members, from the categories as follows:

- A. Seven (7) members representing the communities of the parish as follows:
  - Four (4) who reside in the City of Baton Rouge
  - One (1) who resides in the City of Baker
  - One (1) who resides in the City of Central
  - One (1) who resides in the City of Zachary
  
- B. Three (3) members representing public or private agencies which serve the aged, such as Social Security Administration, AARP, local colleges and universities, community hospitals, state and local agencies, and elected officials.
  
- C. Three (3) members representing non-profit organizations that represent or promote the general welfare of the aged, such as civic, fraternal or religious organizations by supporting the goals and missions of the COA.
  
- D. Two (2) members at large from East Baton Rouge Parish.

## **Section 5: Term of Office; Residency Requirement**

(A) Terms of Board members shall be staggered so as to elect approximately one-third of the Board membership each fiscal year.

(B) Members of the board shall be elected for terms of three years with approximately one-third elected each year. The word "year" is defined as the period from the date of the annual meeting of one year to the date of the annual meeting of the following year, inclusive. Each board member shall serve until a replacement is appointed or his/her successor is elected. Board members may be re-elected for an additional three (3) year term, but will not be eligible for re-election for additional terms for a period of one year immediately following the expiration of such second full term. Persons elected to fill an unexpired term for at least eighteen (18) months shall be considered to have occupied the position for a full term.

(C) Board members must reside in the parish throughout their tenure.

## **Section 6: Elections**

Board member positions which have become vacant through expiration of term or recent vacancy in office shall be filled by election by the general membership of the Council at the annual meeting. Ballots shall be prepared from the list of nominees submitted by the Board Development Committee which shall indicate the name of the candidate, as well as the category for which the candidate is proposed. The presiding officer shall allow ample time for nominations and shall recognize all nominations, including those from the floor, before declaring the nominations closed. Those nominated from the floor must be in attendance, acknowledge acceptance of the nomination and declare a category for their candidacy. All nominations from the floor will be added to the ballot. Voting shall be conducted by secret ballot. Ballots shall be counted in full view of the membership by the election committee appointed by the presiding officer and announce results to the general membership.



## **Section 7: Removal**

Any Board member may be removed from the Board, after a hearing before the Board, for the following reasons:

(a) Failure to perform duties; or

(b) Conduct which is injurious to the Council or its purposes; or

(c) Absence from two (2) consecutive regular meetings of the Board without a valid reason. The secretary shall mail a letter of notification after a member has missed two (2) regular meeting unexcused.

## **Section 8: Vacancies**

Whenever a position on the Board of Directors becomes vacant during the year, the Board shall elect a replacement within sixty (60) days of the vacancy. The replacement shall serve until the next annual meeting, at which time a successor shall be elected by the general membership to fill the vacancy for the remainder of the unexpired term.

## **Section 9: Public Communications**

The Chairman of the Board shall be the official spokesperson of the Council. All board members shall defer to the Chairman of the Board any public communications by any board member and committee member. No individual board member shall communicate with any entity and represent himself or herself as speaking on behalf of or representing the entire board or the organization as a whole.

## ARTICLE VI - OFFICERS

### Section 1: Officers Established

The officers of the Board of Directors shall be the Chairman of the Board, the Vice Chairman, the Secretary and the Treasurer, who shall also serve as officers of the Council and as officers of the Corporation, and who shall all be elected annually by and serve at the pleasure of the Board of Directors from among its members and their term of office shall begin on July 1 and end June 30 of the succeeding year. The election for officers shall occur at a meeting of the Board of Directors, which shall be held not more than thirty (30) days after the Annual Meeting

### Section 2: Duties of Chairman

The duties of the Chairman shall include those outlined in *Robert's Rules of Order*, which shall include, but not be limited to the calling of meetings of the Board of Directors, setting the agenda for meetings of the Board of Directors, appointing persons to serve on the various committees of the Board, acting as the public spokesperson of the Board and such other duties as may be determined by the Board of Directors. No person may be elected for more than two (2) consecutive years as Chairman.

### Section 3: Duties of Vice-Chairman

The duties of the Vice-Chairman shall include those outlined in *Robert's Rules of Order*, and such other duties as may be determined by the Board of Directors. Should the Chairman be absent, the Vice-Chairman shall take his/her place and exercise those duties enumerated in Section 2 above. No person may be elected for more than two (2) consecutive years as Vice-Chairman.

#### **Section 4: Duties of Secretary**

The Secretary shall be responsible for recording and signing the minutes of all Board meetings and serve as Chairman or Vice-Chairman of the Personnel Committee. The Secretary shall be the custodian of the official membership register. Duties of the Secretary shall include those outlined in *Robert's Rules of Order* and other duties as determined by the Board of Directors. No person may be elected as Secretary for more than two (2) consecutive years.

#### **Section 5: Duties of the Treasurer**

The Treasurer shall provide general overview of the financial affairs of the Council and the Corporation. The Treasurer shall serve as Chairman or Vice Chairman of the Finance Committee. Duties of the Treasurer shall include those outlined in *Robert's Rules of Order* and other duties as determined by the Board of Directors. No person may be elected as Treasurer for more than two (2) consecutive years.

#### **Section 6: Chief Executive Officer**

The Chief Executive Officer shall be an officer of the Council and, although not a Member of the Board of Directors, in the absence of a valid excuse, shall attend all meetings of the Board of Directors, but without the right to vote or perform any other Board functions. His/her duties shall include executing the goals and priorities established by the Board for all public policy and advocacy activities; work to create a favorable image for the Council; serve as liaison for the Council with the public at large, elected officials, and other organizations; and perform such duties as the Board of Directors may direct. He/she shall be employed by, be responsible to, and serve at the pleasure of the Board of Directors for all of his/her

activities, and the Board of Directors shall establish his/her job description, duties, and compensation. His/her performance shall be evaluated on an annual basis by Board members who have served a minimum of nine (9) months of the evaluation period which runs from July 1 thru June 30.

## **ARTICLE VII - BOARD MEETINGS**

### **Section 1: Meetings**

All Board meetings shall be conducted in accordance with the current edition of *Robert's Rules of Order*, in which the rules are not inconsistent with the bylaws or revised statutory regulations.

### **Section 2: Open Meetings**

Meetings of the Board of Directors shall be open to the public and conducted in accordance with the Open Meetings Law as defined in Louisiana revised Statute 42:1 et seq.

### **Section 3: Agenda**

The Board Chairperson shall be responsible for preparing the agenda items for the Board meetings.

#### **Section 4: Regular Meetings**

Regular meetings of the Board shall be held at least quarterly according to a schedule to be determined by the Board. Notices shall be given by regular or electronic mail to each Board member at least five calendar days prior to the meeting date. The notice shall specify the place, date, time and business to be brought before the Board.

#### **Section 5: Special Meetings**

Should a majority of the board members request a special meeting, the chairperson shall call said meeting. The purpose of the meeting shall be stated in the notification. Except in cases of emergency, at least twenty-four hours notice shall be given.

#### **Section 6: Quorum**

A majority of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the Directors. Except as otherwise expressly required by law, the Articles of Incorporation, or these Bylaws, the affirmative vote of a majority of the directors present at any meeting which a quorum is present shall be the act of the Board of Directors.

#### **Section 7: Voting Procedures**

Voting will be conducted by voice vote of "yea or nay". No member will vote by proxy. Each member is to have one vote. If the vote is not unanimous, the votes made by members of the Board shall be recorded by member's name in the minutes of the meeting as required by the Louisiana Open Meetings Law.

## **ARTICLE VIII - COMMITTEES**

### **Section 1: Standing Committees**

The Board shall establish the following standing committees: Executive Committee, Board Development Committee, Personnel Committee, and Finance Committee and By-Laws Committee.

Members of the committees shall be appointed by the Chairperson. To the extent feasible, all members of the Board shall be appointed to at least one standing committee.

### **Section 2: Executive Committee**

The Executive Committee shall be a standing committee composed of the officers of the Board of Directors and Chairman of each standing committee. The duties of the Executive Committee shall be to act in an advisory capacity to the Chairman of the Board and decide matters of immediate importance between regular meetings of the Board.

### **Section 3: Board Development Committee**

The Board Development Committee shall be a standing committee of five (5) persons.

The purpose of the Board Development Committee is three fold. It may:

- (1) solicit recommendations for candidates for the Board from groups throughout the parish that are knowledgeable about the needs of the aged, and of organizations that represent and promote the general welfare of the aged;
- (2) review the recommendations for qualifications; and
- (3) submit these recommendations for election by the general membership at the annual meeting to fill vacancies on the Board.

#### **Section 4: Personnel Committee**

The Personnel Committee shall be a standing committee of five (5) Board members. The Secretary shall be a member of the committee. This committee shall interview and recommend candidates for the Chief Executive Officer 's position; and recommend salaries and adjustments for the Chief Executive Officer. It shall develop personnel policies, which ensure compliance with all pertinent federal and state laws and regulations pertaining to labor standards including security and other benefits. It shall consider recommendations for compensation and benefits of the employees of the organization as submitted by the Chief Executive Officer. It shall hear appeals of disciplinary actions by the Chief Executive Officer. It shall submit its recommendation to the Board for approval.

#### **Section 5: Finance Committee**

The Finance Committee shall be a standing committee of five (5) persons. The Treasurer shall serve as chairperson of the committee. It shall concern itself with all matters regarding finance and accounting; and such other matters as the Board shall direct to it.

Financial Policies shall be established by the Board after recommendations by the Finance Committee and such policies shall be kept in writing.

#### **Section 6: Ad Hoc Committees**

The Board may designate such other committees, as is deems necessary. The Chairman of the Board will appoint all ad hoc committee members and designate a Chairman and Vice-Chairman of the respective committee. Ad hoc committees shall meet at the call of their Chairman and shall submit a written report to the Board at the end of their assignment. The committee is created to perform a specific task and shall be dissolved when the task is completed and the final report is given.

#### **Section 7: Quorum for Committee Meetings**

The quorum for conducting business for all committees shall be a majority of the membership of each committee. The passage of any motion or resolution shall be by majority voice vote of those present.

#### **Section 8: Chairman as Ex-Officio Member**

The Chairman of the Board shall serve as an ex-officio member of all committees, may attend all committee meetings, be counted for the purpose of establishing a quorum, and may participate in all discussions, but without the right to vote or perform any other committee functions.



## **ARTICLE IX - FISCAL MATTERS**

### **Section 1: Compensation**

The members of the Board will not be reimbursed for usual expenses incurred as a result of membership on the Board. Board members representing the agency and/or the Board of Directors in an official capacity may be reimbursed for expenses incurred with prior Board approval.

### **Section 2: Fidelity Bond**

All officers of the Board of Directors shall be covered with fidelity bonds. All paid employees of the Council having access to agency funds shall be covered by a blanket fidelity bond. Checks issued for agency expenditures are to be processed by the Financial officer of the Council and shall be signed by the Chairman of the Board, or designee, and the Chief Executive Officer, or designee; however, in no case may the person preparing the checks be a designee.

### **Section 3: Annual Audit**

The accounting records of the Council shall be audited annually within one hundred eighty (180) days of the close of the most recent fiscal year by a Certified Public Accountant selected and retained by the Board. The report shall be rendered to the Board and a copy forwarded to the Governor's Office of Elderly Affairs and/or other required agencies.

#### **Section 4: Indemnification**

Each person who was or is made a party, or is threatened to be made a party, or is involved in any action, suit or proceeding, whether civil, criminal, administrative, or investigative ("proceeding"), by reason of the fact that he, or a person of whom he is the legal representative, is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is an alleged action in an official capacity as a director, officer, employee, or agent, or in any other capacity while serving as a director, officer, employee, or agent, shall be indemnified and held harmless by the corporation to the fullest authorized by Louisiana law, as the same exists or hereafter may be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than said law permitted the corporation to provide prior to such amendment) against all expenses, liabilities, and losses (including attorney's fees, judgments, fines, ERISA excise taxes or penalties, and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith; provided, however, that the corporation shall indemnify any such person seeking indemnity in connection with an action, suit or proceeding (or part thereof) initiated by such person, only if such action, suit or proceeding (or part thereof) was authorized by the Board. Such right shall be a contract right and include the right to be paid by the corporation any expense incurred in defending such proceeding in advance of its final disposition; provided, however, that the payment of such expenses incurred by a director or officer in such capacity and not in any other capacity in which service was or is rendered by such person, including, without limitation, service to an employee benefit plan in advance of the final disposition of such proceeding, shall be only made upon delivery to the corporation of an undertaking by or on behalf of such director of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it should be determined ultimately that such director or officer is not entitled to be indemnified under this section or otherwise.

## **ARTICLE X - ETHICS**

### **Section 1: Conflict of Interest**

All Board members shall avoid conflicts between their personal interests and the interests of the Council.

Conflicts of Interest include situations wherein a Board member:

1. Is involved in a Council decision or action regarding another entity in which the member or a member of his/her immediate family has a financial interest, is an employee, is a director or is a consultant; or
2. Discloses information relating to the business of the Council, which can be used by another entity to the detriment of the Council.

Other entities include any organization or individual, which does business or seeks to do business with the Council or competes with the Council. Immediate family is defined as follows: children; spouses of children; brothers; sisters; spouses of brothers and sisters; parents; spouses and the parents of spouses.

### **Section 2: Disclosure**

If a board member is aware of any personal interest related to an issue that exists or is under consideration by the Council, the individual shall immediately, and prior to the discussion about or action on the issue:

1. Disclose the existence of all personal interest; and
2. Abstain from voting and/or attempting to influence the decision.

### **Section 3: Coercion**

Neither the Board nor the Chief Executive Officer shall impose upon any employee or prospective employee of the Council any conditions of employment, either expressed or implied, which are not job related in terms of qualifications, duties and responsibilities.

## **ARTICLE XI - PROPERTY**

### **Section 1: Acquisition**

Assets derived from funds administered by the Council are assets of the Council and no Board member, Chief Executive Officer or employee shall enjoy ownership in whole or part of said assets.

### **Section 2: Disposition**

Upon the dissolution of this corporation, the corporation shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at that time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal revenue Law), as the corporation shall determine. Any such assets not so disposed shall be disposed of by a court of competent jurisdiction of the Parish in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purposes.

## ARTICLE XII - AMENDMENTS

These by-laws may be amended by two-thirds (2/3) vote at any regular meeting of the Board where written notice of a proposed amendment has been given to the members, along with a copy of the proposed amendment, fourteen (14) days prior to the meeting. Proposed changes in the by-laws shall not be voted on at the meeting at which they are first presented for consideration, but shall be laid over to the next regularly scheduled board meeting unless a special meeting is called for that purpose, but in no case sooner than fifteen (15) days after the first presentation.

[Adopted June 7, 1978; Amended October 8, 1981, February 10, 1983, March 10, 1988, November 10, 1988, June 30, 1992, September 10, 1998, December 14, 2000, July 24, 2003, January 25, 2005, December 16, 2013, March 19, 2015]

**NOTES:**