

BY-LAWS OF THE INDEPENDENT COUNCIL ON AGING, INC.

ARTICLE I - NAME

The name of this corporation shall be the Independent Council on Aging, Inc., a not-for-profit Corporation.

ARTICLE II - OFFICES

1. The registered offices of the Corporation shall be located at P.O. Box 1936, Erie, PA 16507.
2. The Corporation may also have offices at such other places as the Board of Directors may from time to time appoint or the activities of the Corporation may require.

ARTICLE III - SEAL

The Corporate seal shall have inscribed upon it the name of the Corporation, the year it was organized, and the words "Corporate Seal, Pennsylvania."

ARTICLE IV - PURPOSE

To improve the quality of life for mature adults while fostering a positive image of aging.

ARTICLE V - MEMBERS

1. The members shall consist of professional, business and lay persons from the community who directly or indirectly are concerned with the needs of the elderly and have paid their annual dues.
2. The annual dues are paid by the October General meeting **September of each year** ~~deleted~~ in the dollar amount determined by the members, at the annual meeting.
3. There are two classes of membership: voting and non-voting.
 - a. Voting: Achieved by full payment of dues in a timely manner as described in Article V, Number 2 above will allow the member to be in good standing and have the privilege of the vote, as well as all privileges of membership.

b. Non-voting: Individuals who have requested minutes of the meetings only, and pay a subscription fee, will be entitled to information on a monthly basis, but will have no voting privileges.

4. Membership in this Corporation may be assignable if all membership requirements have been met and the current member requests an assignment from the membership.

ARTICLE VI - MEETINGS OF THE MEMBERS

1. Meetings of the Corporation shall be held at such places as may from time to time be fixed by the Board of Directors.

2. The Corporation shall meet on the first Friday of each month excepting the months of July and August and at such other times as a Friday may fall on a holiday.

3. The annual meeting of the members shall be held the first Friday in June each year if not a legal holiday, and if a legal holiday, then on the second Friday, when they shall install a Board of Directors and transact such business as may be brought before the meeting. If the annual meeting shall not be called and held within one month of the designated time, any member may call such a meeting.

4. All meetings of the Corporation are open to the general membership.

5. Special meetings of the members may be called at any time by the President, the Board of Directors or members entitled to cast at least ten (10) percent of the votes which all members are entitled to cast at a particular meeting. At any time, upon written request of any person who has called a special meeting, it shall be the duty of the Secretary to fix the time of the meeting. The meeting shall be held no later than thirty (30) days after receipt of the request. If the Secretary shall neglect or refuse to fix the time of the meeting, the person or persons who called the meeting may do so. Business transacted at the special meetings shall be confined to the objectives stated in the request and matters germane thereto.

6. Written notice of every meeting of the members, stating the time, place and objectives thereof, shall be given by or at the direction of the Secretary to each member of record entitled to vote at the meeting, at least five (5) days prior to the day named for the meeting, unless a greater period of notice is required by a statute in a particular case. If the Secretary shall neglect or refuse to give notice of the meeting, the person or persons calling the meeting may do so. In the case of a special meeting, the notice shall specify the general nature of the business to be transacted.

7. A meeting of the members duly called shall not be organized for the transaction of business unless a quorum is present. The presence in person of two-thirds (2/3) of the voting members, or no less than twenty (20), shall constitute a quorum at all meetings

of the members for the transaction of business unless otherwise provided in the By-Laws.

8. Every eligible member of the Corporation shall be entitled to one vote. Votes are not transferable. Upon request of a member, the books or records of the Corporation shall be produced at any time at any regular or special meeting of the Corporation. If at any meeting, the right of a person to vote is challenged, the presiding officer shall require such books or records to be produced as evidence of the right of the person challenged to vote, and all persons who appear by such books or records to be members entitled to vote may vote. The right of the member to vote and his right, title and interest in or to the Corporation or its property shall cease on the termination of his membership.

9. Voting may be by ballot, mail or any reasonable means determined by the Board of Directors. Elections for the Directors need not be by ballot except upon demand made by a member at the time of the election and before the voting begins.

10. In advance of any meeting of the members, the Board of Directors may appoint judges of election to act at such meetings or any adjournment thereof. If the judges of election are not so appointed, the presiding officer of any such meeting may, and on the request of any member shall, make such appointment at the meeting. The number of judges shall be one (1) or three (3). No person who is a candidate for office shall act as judge.

ARTICLE VII - DIRECTORS

1. The business and affairs of this Corporation shall be managed by the Board of Directors, eleven in number, consisting of the President, Vice-President, Treasurer, Secretary, three Members-at-Large, and the chairpersons of the standing committees. The Board of Directors shall be persons of full age who need not be members of the Commonwealth. The officers and the three Members-at-Large shall be members of the Corporation, and shall be elected for a term of one year and until his or her successor shall be elected and shall qualify. The President may invite others deemed necessary to board meetings. These invited guests shall not have voting privileges.

2. The elected Members-at-Large shall represent the general interests of the membership and may be assigned other duties by the President with the approval of the Board of Directors. The Members-at-large will attend a minimum of six (6) board meetings.

3. In addition to the powers and authorities by these By-Laws expressly conferred upon them, the Board of Directors may exercise all such powers of the Corporation and do all

such lawful acts and things as are not by statute or by these By-Laws directed or required to be exercised or done by the members.

4. The meeting of the Board of Directors may be held at such times and at such places within the Commonwealth, or elsewhere, as a majority of the Directors may from time to time appoint, or as may be designated in the notice calling for the meeting.

5. Written or personal notice of every meeting of the Board of Directors shall be given to each director at least five (5) days prior to the day named for the meeting.

6. A majority of the directors in office shall be necessary to constitute a quorum for the transaction of business and the acts of the majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. Any action which may be taken at a meeting of the directors may be taken without a meeting, if a consent or consent in writing setting forth the action so taken shall be signed by all the directors in office and shall be filed with the Secretary of the Corporation.

7. The Board of Directors may, by resolution adopted by the majority of Directors in office, establish one or more Standing Committees. One or more Directors may serve on any committee. Any such committee (to the extent provided in the Resolution of the Board of Directors or in the By-Laws) shall have and may exercise all the powers and authority of the Board of Directors, except that no such committee shall have any power or authority to:

- a. fill vacancies in the Board of Directors;
- b. adopt, amend or appeal the By-Laws;
- c. amend or appeal any resolution of the Board of Directors.

Any action required through the By-Laws should be submitted to the members for their approval. Any action on matters decided by the By-Laws Committee or resolved by the Board of Directors should be submitted to another committee of the Board.

8. The Board of Directors shall be indemnified, and shall not be personally liable for monetary damages as a result of a civil suit against the Council. The Council shall indemnify Directors according to the provisions of the Pennsylvania Corporation Statutes, section 8364, contained in Volume 42 Pa.C.S.A., as amended. Indemnification shall include legal expenses of a Director incurred as the result of such a suit.

ARTICLE VIII - OFFICERS

1. The executive officers of the Corporation shall be elected by the members, and **members at large.** (added)
2. The President, Vice-President, Secretary shall be elected by the members.

3. The Treasurer, because they must be qualified in financial matters shall be appointed by the Board of Directors. These officers shall attend a minimum of six (6) board meetings.

The officers shall hold their offices for a term of one year and shall have such authority and shall perform such duties as are provided by the By-Laws and shall from time to time be prescribed by the Board of Directors. The officers shall be Directors and only one office may be held by the same person. The members may secure the fidelity of any or all such officers by bond or otherwise.

4. The Board of Directors may declare vacant the office of a director if the director is declared of unsound mind by an order of the court or is convicted of a felony or if within sixty (60) days after such notice, the director does not accept such office either in writing or by attending a meeting of the Board of Directors and fulfill such other requirements of qualification as the By-Laws may specify.
5. The entire Board of Directors, or any individual director, may be removed from office without assigning any cause by the vote of members entitled to cast at least a majority of the votes which all members present would be entitled to cast at any annual or other regular meeting of the members. In case one or more directors are so removed, new directors may be elected at the same meeting by a majority of the members present. Any officer may be removed by the members whenever, in their judgment, the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed.

5. The **President** shall:

- a. be the chief executive officer of the Corporation;
- b. preside at all meetings of the members and directors;
- c. have, in general, an active management of the affairs of the Corporation;
- d. see that all orders and resolutions of the Board are carried into effect, subject however, to the right of the Directors to delegate any specific powers, except such as may be through the By-Laws exclusively conferred on the President, to any other officer or officers of the Corporation;
- e. sign executive bonds or other documents requiring a seal, under the Seal of the Corporation;
- f. establish all committees and be an EX OFFICIO member of all committees;
- g. have the general powers and duties of the supervision and management usually vested in the offices of the President;
- h. have the authority to appoint representatives to outside organizations serving senior citizens;
- i. induct the newly elected officers at the June meeting.

6. The **Vice-President** shall:
 - a. act in all cases for and as the President in the latter's absence or incapacity;
 - b. be responsible for developing monthly programs, securing speakers, and making all meeting arrangements;
 - c. perform such other duties as he/she may be required to do from time to time.

7. The **Secretary** shall:
 - a. attend all sessions of the Board and all meetings of the members and act as clerk thereof, and record all the votes of the Corporation and the minutes of all its transactions in the book to be kept for that purpose;
 - b. mail to members minutes of the previous meetings and notice of the next meeting;
 - c. have custody of, or access to, all books and papers pertaining to the office;
 - d. keep a complete roster of the names and addresses of the members of the Corporation;
 - e. present reports in writing of the business and affairs of the organization whenever called by the organization.

8. The **Treasurer** shall:
 - a. have custody of the Corporate funds and securities and shall keep full and accurate accounts and receipts and disbursements in books belonging to the Corporation;
 - b. keep the monies of the Corporation in a separate account to the credit of the Corporation;
 - c. disburse the monies of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements;
 - d. render to the President and Directors, at the regular meetings of the Board, or whenever they may require it, an account of all transactions as Treasurer and of the financial conditions of the Corporation;
 - e. submit financial reports to the membership at monthly meetings;
 - f. be a member of the Finance Committee;
 - g. have the corporate account books reviewed at the end of the fiscal year by an independent qualified person as approved by the executive board.

ARTICLE IX – COMMITTEES

1. The Standing Committees of the Corporation shall be as follows:
 - a. **Membership Committee shall:**
 - (1) be responsible for the active recruitment of qualified members;
 - (2) be responsible for member identification (name tags), membership cards, etc.
 - (3) be responsible for the membership reception.

b. Public Relations Committee shall:

- (1) present to the public the purpose and objectives of the organization;
- (2) maintain cordial relationships with all media and present the organization in a positive manner; and
- (3) prepare news releases, publicity and other information which best serve the interests of the organization.

c. Arts and Culture Committee shall

- (1) plan and implement the Senior Art show as a premier event;
- (2) develop additional art and cultural opportunities for seniors in the community.

d. Health, Mental Health and Education Committee shall

- (1) be responsible for the development of educational programs for the membership and the community;
- (2) serve as the voice of senior citizens in Northwestern Pennsylvania;
- (3) plan and implement presentations on mental health issues and the aging process.

2. Special and Ad Hoc Committees will be appointed by the President when necessary with the approval of the general membership. Among those the President shall appoint are:

a. By-Laws Committee shall:

- (1) review By-Laws on an annual basis and prepare any changes or new amendments to be presented to the membership;
- (2) act as an authority to interpret the By-Laws to the membership;
- (3) accept the responsibility to make sure that the changes or additions to the By-Laws are in conformance with the Articles of the Corporation.

b. Nominating Committee shall:

- (1) consist of no more than five (5) persons or less than three (3) who have been members for at least one (1) year, with a member of the Board as chairperson; (Eliminated)
- (1) solicit from the membership nominees who have been members for at least one year, who understand the responsibilities of the office and are well qualified;
- (2) prepare and present at the April meeting a slate of nominees who have agreed to serve;
- (3) allow for nominations from the floor after the slate is presented;
- (4) conduct the election at the May general meeting.

c. Legislation Committee shall:

- (1) monitor pending state and federal legislation affecting senior citizens;
- (2) plan and implement presentations on new senior issues affecting our area; and
- (3) develop proactive letter-writing campaigns as needed.

d. Finance Committee shall:

- (1) have the Treasurer serve as one of its members;
- (2) request proposed budgets from all committees and officers;
- (3) prepare the annual budget and review financial statements in the annual audit with the Board of Directors.

3. All committees shall submit budgets when requested.

ARTICLE X - VACANCIES

1. If the office of any officer becomes vacant for any reason, the members shall elect a replacement by a majority vote of the members attending the next regularly scheduled meeting. The replacement officer shall hold office for the unexpired term for which such vacancy occurred.

2. Vacancies of the Board of Directors, including vacancies resulting from an increase in the number of directors, shall be filled by a majority vote of the members attending the next regularly scheduled meeting.

ARTICLE XI - BOOKS AND RECORDS

1. The Corporation shall keep an original or duplicate record of the proceedings of the members and the Directors, the original or a copy of its By-Laws, including all amendments thereto to date, certified by the Secretary of the Corporation, and an original or duplicate membership register, giving the names and showing their respective addresses and the class and other details of the membership of each. The Corporation shall also keep appropriate, complete and accurate books of records of account. The records provided for herein shall be kept at either the registered office of the Corporation in this Commonwealth or at its principal place of business wherever situated.

2. Every member shall, upon written demand, under oath, stating the purpose thereof, have a right to examine, in person or by agent or attorney, during the usual hours of business for any proper purpose, the membership register, books and records of account, and records of the proceedings of the members and directors, and to make copies or extracts therefrom. A proper purpose shall mean a purpose reasonably related to the interest of such person as a member. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand under

oath shall be accompanied by a power of attorney or such other writing which authorized the attorney or other agent to so act on behalf of the member. The demand under oath shall be directed to the Corporation at its registered office in this Commonwealth or at its principal place of business wherever situated.

ARTICLE XII - MEMBERSHIP CERTIFICATES

1. Membership in the Corporation may be evidenced by Certificates of Membership, (i.e., membership cards) in which case they shall be in such form and style as the Board of Directors may determine. The fact that the Corporation is a non-profit corporation shall be noted conspicuously on the face of each certificate. They shall be signed by the President or Vice-President and by the Secretary, and shall bear the Corporate Seal.

ARTICLE XIII - TRANSACTION OF BUSINESS

1. The Corporation shall make no purchase of real property nor sell, mortgage, lease away or otherwise dispose of its real property, unless authorized by a vote of two-thirds (2/3) of the corporate members.

2. Whenever the lawful activities of the Corporation involve, among other things, the charging of fees or prices for its services or products, it shall have the right to receive such income and, in so doing, may make an incidental profit. All such incidental profits shall be applied to the maintenance and operation of the lawful activities of the Corporation, and in no case shall be divided or distributed in any manner whatsoever among the members, directors or officers of the Corporation.

3. All checks or demands for money and notes of the Corporation shall be signed by the President and/or the Treasurer.

a. all committee chairs must present a budget to the board in September or October each year.

b. check requests must be filled in and given to the treasurer and a check will be processed and given out at the next meeting.

c. sponsorship checks are to be sent to the P.O. Box.

ARTICLE XIV - ANNUAL REPORT

1. The Board of Directors shall present annually to the members a report, verified by the President and Treasurer or by a majority of the Directors showing in appropriate detail the following:

a. the assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year immediately preceding the date of the report;

b. the principal changes in assets and liabilities, including trust funds, during the year immediately preceding the date of the report;

c. the revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the year immediately preceding the date of the report, including separate date with respect to each trust fund held by or for the Corporation;

d. the expenses or disbursements of the Corporation for both general and restricted purposes, during the year immediately preceding the date of the report, including separate date with respect to each trust fund held by or for the Corporation;

e. the number of members of the Corporation as of the date of the report, together with a statement of increase or decrease in such number during the year immediately preceding the date of the report, and a statement of the place where the names and addresses of the correct members may be found.

f. the recognition of any member(s) of the organization as deemed appropriate by the Board for outstanding contributions to fulfilling the mission of the organization, including but not limited to the Member of the Year. The Member of the year may be any member of the organization who is not an executive officer and who has been nominated by a member of the board or a committee chairperson. The Member of the Year will be selected by the Executive Officers. In recognition of this award the Member of the Year will receive a membership to the organization for the following year.

2. This report shall be filed with the minutes of the meeting of members.

ARTICLE XV - NOTICES

1. Whenever written notice is required to be given to any person, it may be given to such person, either personally or by sending a copy thereof by first class mail, postage prepaid, to his address appearing on the books of the Corporation, or, in the case of directors, supplied by him or her to the Corporation for the purpose of notice. If the notice is sent by mail, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by statute of these By-Laws.

ARTICLE XVI - MISCELLANEOUS PROVISIONS

1. The fiscal year of the Corporation shall begin on the first day of [July] September.

2. Upon the death of a current ICA member, a \$100.00 memorial will be donated from the ICA funds. The type of gift and who will receive the gift will be decided by the Board. (Added)

ARTICLE XVII - AMENDMENTS

1. By-Laws may be adopted, amended or repealed by the vote of members entitled to cast at least a majority of the votes which all members present are entitled to cast thereon, but no less than twenty (20).
2. All proposed amendments to the By-Laws will be presented to the President of the Board of Directors prior to presentation to the general membership.
3. Amendments to the By-Laws will be presented to the membership at a regular scheduled meeting and voted upon at the next regular scheduled meeting.

The Erie County Independent Council on Aging was incorporated on June 6, 1985.

These By-Laws were reviewed on the following dates: January 1991; January 1994; November 1995; November 1996; February 2001, September 2001.

*Amended: February 1998; March 1999; March 2001, October 2001, February 2004
December 2004; May 2007; September 2010; December 2011; April 2012;
November 2016; December 2018*