

CONSTITUTION AND BYLAWS for AGING SERVICES OF GEORGIA

ARTICLE I, NAME, PURPOSES AND MEMBERSHIP

Section 1. Name.

The name of this organization is "Aging Services of Georgia, Inc." (hereinafter referred to as the "Association").

Section 2. Purpose.

Aging Services of Georgia is the statewide association of not-for-profit and other mission-driven organizations dedicated to providing quality housing, health care, community based and other related services for older Georgians. The Association's mission is to represent and promote the common interests of its members through leadership, advocacy, education and other services in order to enhance each member's ability to serve older adults.

Section 3. Membership.

Any not-for-profit home, facility or service organization providing health care, services or housing for the aging located in the state of Georgia may file an application for joint membership. An application for Associate Membership may be filed by any institution, affiliated organization or individual interested in and in accord with the goals and purposes of the Association. In either case, acceptance into the Association is dependent upon approval of the Board of Directors.

Section 4. Membership Categories.

There shall be three (3) classes of membership.

- A. Joint Member.
 - 1. Not-for-profit facilities or service organizations providing housing, health care or services for the aging. Each Joint member is entitled to one (1) vote.
- B. Associate Member.
 - 1. Individuals.
 - 2. Sponsors, organizations, corporations and agencies, profit and not-for-profit, which do not qualify for Joint membership status, but have demonstrated an interest in the purpose of the Association.
- C. Honorary Member.

1. Members selected by the Board of Directors.

Section 5. Termination or Suspension of Membership.

- A. A member in good standing may resign at any time by delivering a written resignation to the Association at its current mailing address.
- B. A member in default in the payment of dues or other monetary obligations to the Association for a period of three (3) months may be suspended or dropped from the membership.
- C. Upon a majority vote of the Board of Directors, after due process, a member may be expelled or suspended from the Association for any one of the following reasons, including, but not limited to:
 - 1. Willful violation of the Bylaws of the Association;
 - 2. Illegal, unethical or improper conduct pertaining to the operations of the community/organization/business;
 - 3. Serious violations of state licensure codes; and/or
 - 4. Other acts injurious to the goals or reputation of the Association or its members.

Upon expulsion or suspension, dues shall not be refunded.

Section 6. Reinstatement of Membership.

Board approval is required for reinstatement of any membership previously terminated and shall require the filing of a new application for membership.

Section 7. Representation.

Each Joint member organization shall appoint a person to represent it at any annual or special meeting of Aging Services of Georgia. Each Joint member shall be entitled to one (1) vote.

Section 8. Dues.

All members of the Association shall pay annual dues in the amount authorized by the membership.

Section 9. Rights and Privileges.

Any active member upon payment of dues and acceptance by the Board of Directors shall have all the rights and privileges that the Association is empowered to grant. However, Associate Members and Honorary Members shall not be entitled to vote.

ARTICLE II, OFFICERS

Section 1.

The officers of the Association shall be a Chair, Chair-Elect, Secretary, Treasurer and Immediate Past Chair.

Section 2.

The term of office for each officer shall be one year, may serve a second year consecutively if elected, and shall commence immediately upon installation which shall be at the close of the regular annual business meeting.

Section 3.

No person shall hold the same office for more than two (2) years consecutively.

ARTICLE III, DUTIES OF OFFICERS

Section 1. Chair.

It shall be the duty of the Chair to preside at all meetings of the Board of Directors. The Chair shall appoint all committee chairpersons, except the Nominating Committee; and, shall be ex-officio member of all standing and special committees/task forces.

Section 2. Chair-Elect.

In the absence or disability of the Chair, the Chair-Elect shall perform all duties pertaining to that office. The Chair-Elect shall perform other duties as determined by the Chair and the Chair-Elect shall succeed to the office of the Chair upon completion of the Chair's term of office.

Section 3. Secretary.

The Secretary shall attend all meetings and record the respective minutes of the Association Executive Committee, Board of Directors and Annual Business Meeting. The Secretary shall give, or cause to be given, notice of all meetings of the Association membership, Board of Directors and Executive Committee; shall file and preserve, or cause to be filed or preserved, records and papers pertaining to the Association, the Board of Directors, the Executive Committee, and other committees; shall keep in safe custody the corporate seal, and when authorized by the Board, shall affix, or cause to be affixed, the same to any instrument requiring it; and shall perform such other duties as may be required by the Board of Directors, the Executive Committee or the Chair.

Section 4. Treasurer.

Under the direction and control of the Board of Directors, the Treasurer shall be responsible for

the safekeeping of the funds and securities of the Association; and the aforesaid funds, while in the custody of other parties for convenience of administration, shall be subject to the Treasurer's control and direction. The Treasurer shall be responsible for all books, records and documents pertaining to this office and shall deliver the same to any successor when elected or appointed. The Treasurer shall render or cause to be rendered an account of all financial transactions and other property of the Association when called upon by the Board of Directors or by the Association; and shall submit to the Annual Business Meeting of the Association a report reflecting its assets and liabilities as well as its income and expenditures for the previous year.

Section 5. Immediate Past Chair.

The Immediate Past Chair shall serve on the Nominating Committee and shall be its Chairperson; shall serve as the Chairperson of the Awards Committee; preside in the absence of the Chair and Chair-Elect at Board meetings; and, shall perform all other duties as determined by the Chair.

ARTICLE IV, BOARD OF DIRECTORS

Section 1.

There shall be a Board of Directors consisting of at least nine (9) but not more than eighteen (18) total directors.

Section 2.

Each member, except the officers, shall serve for a three-year (3) term. Directors shall not be allowed to serve more than two (2) consecutive terms, without at least one-year (1) break, unless elected to serve as an officer. Directors serving as Chair, Chair-Elect, or Immediate Past Chair shall serve longer if needed due to the responsibilities of their office.

ARTICLE V, DUTIES OF THE BOARD OF DIRECTORS

Section 1.

The Board of Directors shall have general supervision of the affairs of the Association and shall be authorized to act for the Association between annual meetings. It shall establish policies and make provisions for the payment of bills and select state delegates to the AAHSA House of Delegates. Two (2) consecutive absences from regular meetings of the Board of Directors shall be reviewed by the Executive Committee for possible termination.

ARTICLE VI, BOARD OF DIRECTORS CONFLICTS OF INTEREST AND
CONFIDENTIALITY

A conflicts of interest and confidentiality policy form will be executed by each director annually. Any director must disclose any potential conflicts of interest to the Executive Committee. When any potential conflict of interest relates to a matter under Board consideration or requiring Board approval, such conflict of interest shall be brought to the attention of the Board or the committee considering such matter and follow the guideline within the policy, including refraining from voting on any matter in which they have a conflict.

ARTICLE VII, MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Meetings of the Board.

Regular meetings of the Board of Directors shall be held at least twice a year. Special meetings may be called by the Chair or upon the request of three (3) members of the Board of Directors. A notice of each meeting shall be given to the Board not less than forty-eight (48) hours prior to the meeting unless waived.

Section 2. Action Without A Meeting.

Any action required or permitted to be taken at a meeting of the Board of Directors (including amendment of Articles of Incorporation or these Bylaws) or of any committee may be taken without a meeting if a majority of the members of the Board or committee consent in writing to taking action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a majority vote of the Board or of the committee as the case may be. Such consents shall be filed with the minutes of the proceedings of the Board of Directors or of such committee. The Board or committee members who did not sign the consent action shall be given notice of the action as soon as practicable, but no later than the next meeting of the Board or committee after the written consent action is signed.

ARTICLE VIII, QUALIFICATIONS OF OFFICERS

The members of the Board of Directors of this Association shall be employed by Joint member organizations.

ARTICLE IX, EXECUTIVE COMMITTEE

Section 1.

There shall be an Executive Committee consisting of the Chair, the Chair-Elect, the Secretary, the Treasurer and the Immediate Past Chair.

Section 2.

The Chair may call a meeting of the Executive Committee if necessary to conduct interim business of the Board.

Section 3.

The Executive Committee is authorized to act for the Board on all matters which do not conflict with previous action of the Board or in the judgment of the Executive Committee do not warrant a called meeting of the full Board.

ARTICLE X, STANDING COMMITTEES

Section 1.

The Board shall establish standing committees. The chairs of each committee shall be appointed by the Chair of the Board of Directors with the exception of the Nominating and Awards Committees.

Section 2.

The Nominating Committee shall consist of the Immediate Past Chair, one (1) member of the previous Nominating Committee and three (3) additional members. The Nominating Committee shall be selected/approved by the membership at the Annual Business Meeting.

Section 3.

Each committee shall prepare and present a written report at the Annual Business Meeting of the Association consisting of its activities during the past year and a statement of proposals and recommendations.

ARTICLE XI, DUES

Section 1.

Members shall pay dues and assessments as proposed by the Finance Committee and Board of Directors and approved by the membership.

Section 2.

The assets of Aging Services of Georgia, Inc., upon its dissolution, will be distributed to the Joint membership (all members in good standing) on the same basis as dues were paid by those members during the year of dissolution.

ARTICLE XII, MEMBERSHIP MEETINGS

Section 1.

There shall be an Annual Business Meeting at a place and date as shall be fixed by the Board of Directors. Notice of the time and place of the Annual Business Meeting shall be given to members in writing at least thirty (30) days in advance of the meeting. The Annual Business Meeting shall be for the election of officers, directors and a Nominating Committee, for the

presentation of annual reports of committees and for the transaction of such other business as may come before the Association.

Section 2.

General membership meetings may be called by a vote of the Board of Directors or a written request of at least ten (10) members presented to the Chair of the Board. Upon receipt of the written request by the Chair of the Board, notice of the time and place of such called meeting shall be given to members at least thirty (30) days in advance of the meeting.

ARTICLE XIII, FISCAL YEAR

The fiscal year shall be January 1 through December 31.

ARTICLE XIV, QUORUM

Section 1. Membership.

One third of the voting members of the Association shall constitute a quorum at meetings of the Association.

Section 2. Board of Directors

A majority of the Directors shall constitute a quorum for meetings of the Board of Directors.

Section 3. Executive Committee.

Four (4) members shall constitute a quorum for meetings of the Executive Committee.

ARTICLE XV, MANAGEMENT

Section 1. President/Chief Executive Officer.

The President and chief executive officer of the Association, shall have full responsibility for the daily management of the office and shall supervise, employ and terminate all Association personnel, subject to the policies established by the Board of Directors or Executive Committee. Unless otherwise directed, the President shall attend all meetings of the Board of Directors, Executive Committee and other committees as an ex officio member.

Section 2. Selection and Termination of the President/CEO.

The President/CEO shall be selected or terminated by a two-thirds vote of the members of the Board of Directors present and voting at any regular or special meeting of the Board of Directors.

Section 3. Agents.

The President (with the approval of the Board of Directors or Executive Committee) may select such agents as the needs of the Association may require, and they shall be retained for such terms and have such authority and perform such duties as determined by the Board of Directors.

ARTICLE XVI, VACANCIES

In the event of a vacancy in the office of Chair, the Chair-Elect shall complete the unexpired term. Any other vacancy among the officers, the Board of Directors or the Nominating Committee shall be filled by vote of the majority of the remaining Board of Directors.

ARTICLE XVII, NON PROFIT STATUS

No member shall receive any compensation for their efforts in conjunction with this Association other than the payment of actual expenses incurred.

ARTICLE XVIII, RULES OF ORDER

The rules contained in the latest edition of Robert's Rules of Order, Revised, shall govern the Association meetings in all cases to which they are applicable and in which they are not inconsistent with the Charter and Bylaws.

ARTICLE XIX, AMENDMENTS

The Association Bylaws may be amended by a majority vote of those present and voting at any duly called meeting of the Joint members at which a quorum is present. Any proposed amendment must be submitted in writing to the membership not less than thirty (30) days prior to such meeting.

ARTICLE XX, INDEMNIFICATION

Article XX is attached.

AMENDED: GAHSA Board of Directors and Membership, December, 1987
GAHSA Board of Directors and Membership, December, 1988
GAHSA Board of Directors and Membership, December, 1994
GAHSA Board of Directors and Membership, December, 2000
Aging Services of Georgia Board of Directors and Membership, December, 2008

ARTICLE XX

INDEMNIFICATION

Section 19.01, Action Against Party because of Corporate Position. The Corporation shall indemnify any person who was or is a party or who is threatened to be made a party to any

threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation), by reason of the fact that such person is or was a Director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding, if such person acted in a manner that such person reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe that such person's conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in a manner which such person reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that such person's conduct was unlawful.

Section 19.02, Action by or in the Right of Corporation. The Corporation shall have the power to indemnify any person who was or is a party or who is threatened to be made a party to any threatened, pending, or completed action or suit by, or in the right of, the Corporation to procure a judgment in its favor, by reason of the fact that such person is or was a Director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with defense or settlement of such action or suit, if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation; except that no indemnification shall be made in respect to any claim, issue, or matter as to which such person shall have been adjudged to be liable to the Corporation, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

Section 19.03, Reimbursement if Successful. To the extent that a Director, officer, employee, or agent of the Corporation has been successful, on the merits or otherwise, in defense of any action, suit, or proceeding referred to in Section 10.01 and Section 10.02 of this Article 10 or in defense of any claim, issue, or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

Section 19.04, Authorization. Any indemnification under Section 10.01 and section 10.02 of this Article 10 (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case, upon a determination that indemnification of the Director, officer, employee, or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth in Section 10.01 and Section 10.02. Such determination shall be made:

- (1) By the Board of Directors by a majority vote of a quorum consisting of Directors

who were not parties to such action, suit, or proceeding;

(2) If such a quorum is not obtainable or, even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion; or

(3) By the affirmative vote of a majority of the members entitled to vote thereon.

Section 19.05, Advanced Reimbursement. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the Director, officer, employee, or agent to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation as authorized in this Article 10.

Section 19.06, Indemnification Not exclusive. The indemnification and advancement of expenses provided by or granted pursuant to this Article 10 shall not be deemed exclusive of any other rights, in respect to indemnification or otherwise, to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, resolution, or agreement, either specifically or in general terms approved by the affirmative vote of a majority of the membership in the event that the Corporation has voting members or a majority of the Directors, in the case where the Corporation does not have voting members, taken at a meeting, the notice of which specified that such bylaw or resolution, or agreement would be placed before the members or Directors, as the case may be, both as to action by a Director, officer, employee, or agent in such person's official capacity and as to action in another capacity while holding such office or position, except that no such other rights, in respect to indemnification or otherwise, may be provided or granted to a Director, officer, employee, or agent pursuant to this Section 19.06 by the Corporation with respect to the following described liabilities:

- (1) the appropriation, in violation of such person's duties, of any business opportunity of the Corporation;
- (2) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law;
- (3) any transaction from which a Director derives an improper personal benefit.

Section 19.07, Purchase of Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was Director, officer, employee, or agent of the Corporation or who is or was serving at the request of the Corporation as Director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under this Article 10.

Section 19.08, Statement to Members. Any expenses or other amounts which are paid by was

of indemnification, other than by court order or action by the members or by an insurance carrier pursuant to insurance maintained by the Corporation, the Corporation, not later than the next annual meeting of members, unless such meeting is held within three (3) months from the date of such payment, and in any event, within fifteen (15) months from the date of such payment, shall send in accordance with the manner specified in OCGA 14-2-113 to its members a statement specifying the persons paid, the amounts paid, and the nature and status at the time of such payment of the litigation or threatened litigation.

Section 19.09, Merger or Consolidation. For purposes of this Article 10, references to "Corporation" shall include, in addition to the surviving or new corporation, any merging or consolidating corporation (including any merging or consolidating corporation of a merging or consolidating corporation) absorbed in a merger or consolidation, so that any person who is or was a Director, officer, employee, or agent of such merging or consolidation corporation, or who is or was serving at the request of such merging or consolidating corporation as a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall stand in the same position under this Article 10 with respect to the resulting or surviving corporation as such person would if such person had served the resulting or surviving corporation in the same capacity, provided that no indemnification under Section 10.01 and Section 10.02 of this Article 10 permitted by this Section 10.09 shall be mandatory under this Section 10.09 or any bylaw of the surviving or new corporation without the approval of such indemnification by the Board of Directors or members, in the case wherein the Corporation has members of the surviving or new corporation, in the manner provided in paragraphs (1) and (3) of Section 10.04 of this Article 10.

Section 19.10, Continued Indemnification. The indemnification and advancement of expenses provided by or granted pursuant to this Article 10 shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a Director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.