

TEXAS ASSOCIATION OF AREA AGENCIES ON AGING BYLAWS

ARTICLE I. ORGANIZATION

The name of the association shall be the TEXAS ASSOCIATION OF AREA AGENCIES ON AGING; hereinafter referred to as the Association.

ARTICLE II. PURPOSES

The Association is organized for charitable and educational purposes.

ARTICLE III. MEMBERSHIP

Membership of the Association shall be open to those regional councils of governments designated as Area Agencies on Aging that are members of the Texas Association of Regional Councils and to other organizations that are designated as Area Agencies on Aging, and which employ or designate an individual or individuals to be responsible for the aging program. Each member shall have one vote. *Affiliate/advisory membership of related state agencies or other organizations is permitted in a non-voting capacity.*

ARTICLE IV. OFFICERS

A. The officers of the Association shall consist of the President, Vice-President and Secretary-Treasurer. Other officers may be elected as determined by the Association, and, if warranted, the Secretary and Treasurer functions may be two distinct offices.

B. Duties

To qualify for consideration as an officer in the Association, an individual's organization must be a member in good standing.

1. President - The President of the Association shall be presiding officer of the Association and an ex-officio member of all sub-committees; shall be available to consult with the members on Association matters between meetings; shall appoint sub-committees as necessary; and shall generally represent the interests of the Association at TARC meetings and before related associations, agencies and organizations.
2. Vice-President - The Vice-President shall fulfill the duties of the President in the event of the President's absence or disability. The Vice-President shall undertake any duties assigned to him/her by the President.
3. Secretary-Treasurer - The Secretary-Treasurer shall be responsible for the minutes of the Association and for reporting all assets, funds, and fiscal records of the Association.

C Term of Office

The officers shall be elected by the voting membership at the annual meeting in accordance with Article V. Section B of these bylaws to serve a one-year term or until successors are elected. Terms shall begin on January 1 each year and shall terminate on December 31 of the same year. Terms of an office may not be for more than two consecutive terms.

D. Vacancies

If a vacancy occurs in the office of President, the Vice-President succeeds to the office of President for the remainder of the term. If a vacancy occurs in the office of the Vice-President, the Secretary-Treasurer succeeds to the office of Vice-President for the remainder of the term. A vacancy in the office of Secretary-Treasurer shall be filled by special election at the Association's next meeting.

ARTICLE V. NOMINATIONS AND ELECTIONS

A. Nominations

1. There shall be a nominating committee consisting of three member representatives appointed by the President.
2. The nominating committee shall prepare a slate of nominees for the vacancies to occur at the close of the next annual meeting.
3. The Secretary-Treasurer shall distribute the slate of nominees to voting member organizations' representatives at least 30 days prior to the annual meeting.

B. Elections

1. Elections shall be held as an item of business at the annual meeting.
2. Nominations may be made from the floor by a voting member representative provided the person nominated agrees to serve, if elected, and there is a second to the nomination by another voting member representative.
3. Voting shall be by voice, show of hands, or other signification deemed appropriate by the presiding officer. Secret ballots shall be prohibited. Proxies shall not be allowed.

ARTICLE VI. MEETINGS

A. Annual Meetings

The annual business meeting of the Association and the election of officer shall be held at the annual TARC conference.

B. Quarterly Meetings

Meetings of the Association shall be held, as appropriate, at the quarterly TARC meetings. These meetings provide the opportunity for training of the individuals responsible for the aging programs, commonly called the Area Agency Directors. Training should be coordinated with the appropriate state agencies designated for training of area agency directors and staff.

C. Special Meetings

Special meetings of the members of the Association may be called by the President or shall be called by the Secretary-Treasurer upon written request by one-third of the voting members of the Association. Such special meeting shall be held at the time and location as stated in the call.

D. Notice of Meetings

Notices of meetings of the Association shall be in writing and shall set forth the date, time, and place of the meeting. The agenda shall accompany such notices of meetings and shall be mailed or caused to be mailed by the Secretary-Treasurer not fewer than ten days before each meeting and addressed to each member organization and to TARC.

E. Quorum

At any meeting of the Association, one-third of the voting members shall constitute a quorum for the transaction of business.

F. Procedures

The President shall rule on all procedural matters not specifically covered in these bylaws and shall be guided in this duty by Roberts rules of Order, Newly Revised.

ARTICLE VII. FINANCIAL MATTERS

An annual budget shall be prepared by the officers of the Association.

- A. The proposed budget shall include dues and other assessments.
- B. The proposed budget shall be reviewed by each member of the Association.
- C. Upon approval by the Association and TARC, the officers of the Association shall have overall responsibilities thereafter for the Association's budget execution. Amendments to the Association budget will be adopted in the same manner.
- D. TARC will invoice for Association dues at the same time as for TARC membership dues.
- E. TARC will provide financial management of the Association's income with annual review by the Association.
- F. The Association may receive income from public and private sources for special purposes subject to inclusion in amended budget.
- G. None of the net earnings of the Association shall inure to the benefit of any private shareholder or individual, except that the Association may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of its purposes described in Article II.

ARTICLE VIII. AMENDMENTS TO BYLAWS

These bylaws and any amendments or supplements thereto may be adopted, amended, altered, supplemented or repealed by a majority vote of the membership at any meeting of the Association when due notice of the proposed bylaws amendment(s) has been given to all member organizations' representatives thirty days prior to the meeting at which action is scheduled. Such proposed amendments shall be sent to TARC for review and approval.

ARTICLE IX. POSITION STATEMENTS

- A. A position statement or report recommended for adoption by the Association regarding a pertinent issue of concern shall be inherent in the right of each member of the Association and will be communicated to the membership via the President, without the need for a formal meeting. Association representatives shall present such correspondence to their appropriate supervisor.
- B. The recommendation to adopt a position statement shall be forwarded from the Association to TARC for concurrence before transmittal to state agencies or other organizations.
- C. The Association shall not, nor shall any of its members on behalf of the Association, attempt to influence legislation or participate directly or indirectly in a political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE X. HISTORICAL RECORDS

TARC shall maintain and be the depository of the Association's corporate record including but not limited to agendas, minutes of meetings, official correspondence, budgets and other official corporate records.

ARTICLE XI. DISSOLUTION

Upon dissolution of the Association, its net assets shall be distributed to the federal or a state government or a political subdivision of a state for a public purpose, to an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as now or later amended, or for one or more exempt purposes described in that section of the Code as directed by judgement of a district court of Travis County, Texas.