

NORTH CAROLINA COALITION ON AGING—BY-LAWS

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NORTH CAROLINA COALITION ON AGING—BY-LAWS

**ARTICLE I**

**NAME**

The name of this organization is North Carolina Coalition on Aging, Inc. hereinafter referred to as Coalition, as duly incorporated under the United States Federal and North Carolina laws as of August 28, 1993.

**ARTICLE II**

**PURPOSE**

The Coalition is a statewide organization committed to improving the quality of life for older adults through legislative, other governmental and community action. The Coalition promotes the dignity, self-determination, and well-being of the elderly.

**ARTICLE III**

**MEMBERSHIP**

The Coalition is comprised of organizations whose goals are consistent with the above stated purposes and who are interested in developing a unified voice.

**SECTION I** Any organization whose purpose includes the welfare of older adults or services for them is eligible for membership.

**SECTION II** Annual dues shall be established by the Board of Delegates and payment of such dues shall be a prerequisite for membership in good standing.

**SECTION III** An annual meeting shall be held each year at a time determined by the Board of Delegates for the purpose of reporting to the membership on the status of the corporation, including activities and finances. Election of the officers of the Board of Delegates shall be held at that time. Notice of the meeting shall be mailed no later than two (2) weeks prior to the date of the annual meeting. The notice shall include the agenda and the report of the Nominating Committee's slate of officers.

**ARTICLE IV**

**BOARD OF DELEGATES**

- SECTION I** The business and affairs of the corporation shall be managed by the officers and Board of Delegates.
- SECTION II** The Board of Delegates shall consist of one representative from each of the member organizations plus the officers elected by the body.
- SECTION III** A Nominating Committee of three (3) persons shall be appointed by the president and approved by the Board of Delegates no later than eight (8) weeks before the annual meeting.
- SECTION IV** Delegates shall serve by appointment of the organization they represent.
- SECTION V** Officers shall be elected and serve terms as specified in SECTION I of ARTICLE VI.
- SECTION VI** In the event any vacancy shall occur because of resignation, incapacity, death or removal of the officer, the President shall appoint a replacement with the approval of the Board of Delegates.
- SECTION VII** Officers may be removed from office, with or without cause, by vote of two-thirds (2/3) of the Board of Delegates. Any officer so removed may be replaced by appointment as provided for in ARTICLE IV, SECTION 6.
- SECTION VIII** Appointments to fill vacancies occurring in the officers shall be for the unexpired term of the predecessor in office.
- SECTION IX** Members of the Board of Delegates or the officers may not be compensated for their services in fulfilling their duties to the corporation, except for reasonable expenses approved by the Board of Delegates.

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- SECTION X** Each present and former delegate and officer of the corporation shall be indemnified by the corporation against expenses reasonably incurred by him or her in connection with threatened, pending or completed action, suit or proceeding to which he or she may be made a part by reason of his or her having been a delegate or officer of the corporation, whether or not he or she continues in that capacity at the time of incurring such expenses, except in disputes between himself or herself and the corporation; and in those events the delegate or officer, present or prior, shall be entitled to indemnification should a court of competent jurisdiction find the corporation to be at fault.
- SECTION XI** The Executive Committee may act on behalf of the organization in any manner when the Board of Delegates is not in session and shall report to the Board of Delegates at a subsequent meeting for ratification of any actions the Executive Committee has taken. The Executive Committee shall consist of the officers and the Immediate Past President of the organization.
- SECTION XII** Ad hoc committees may be appointed by the President as necessary to further the purpose and goals of the corporation. Such committees shall have a written charge approved by the Board of Delegates or the Executive Committee. Ad hoc committees must be chaired by a member of the Board of Delegates.
- SECTION XIII** Committee quorums shall consist of those members present.

### ARTICLE V

#### MEETINGS OF DELEGATES

- SECTION I** Regular meeting of the Board of Delegates shall be held at least every three (3) months.
- SECTION II** Special meetings of the Board of Delegates may be called by the president or at the request of any three (3) delegates.
- SECTION III** Notices of meetings shall be given by mail, email, by telephone or in person at least two (2) weeks prior to the date of the meeting by the Secretary or his/her appointee.
- SECTION IV** A quorum for the transaction of business at meetings of the Coalition may be declared when ten (10) or more duly appointed delegates of the Coalition, including two (2) officers are present.

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**SECTION V** Except for internal housekeeping and administrative matters, including the election or removal of officers, all resolutions adopted by the Coalition shall require the unanimous affirmation vote or the expressed concurrence in writing of the delegates of each member organization, acting in person or by proxy, prior to any action being taken to implement those resolutions, except as provided in the following sentence:

If the Board of Delegates should adopt a resolution by majority vote, but not the unanimous vote or concurrence, of all the delegates of the member organizations, action may be taken to implement such resolution only if the name of the dissenting or non-concurring member organization is omitted in any material or information, including stationary, published or distributed, in writing or orally by or on behalf of the Coalition implementing or supporting such resolution.

Except as otherwise provided above, actions by a majority of the delegates present at the Board of Delegates at which a quorum is present shall be the act of the Board of Delegates. Meetings may be held by telephone so long as the vote of each delegate on a resolution adopted at such telephone meeting is confirmed or consented to in a writing filed with the minutes of such meeting.

**ARTICLE VI**

**OFFICERS**

**SECTION I** The officers of the Coalition shall be: President, Vice-President, Secretary, and Treasurer. In addition, other officers with other powers and duties consistent with these By-Laws may be designated by the Executive Committee.

- A. Officers shall be elected and take office in the annual meeting. A majority vote of members present shall be necessary for election.
  - 1. Officers shall serve until their successors have been elected.
  - 2. At the 1998 Annual Meeting a President and Secretary shall be elected to serve until 1999; a Vice-President and Treasurer shall be elected to serve until the year 2000.
  - 3. Beginning in 1999, elections shall be held yearly with a President and Secretary elected in off years and a Vice-President and Treasurer elected in even years to serve two year terms.
- B. The Nominating Committee will present a slate of officers at the Annual Meeting.
- C. Officers may be elected for a second term. Such officers may be elected for another office subject to a limit of two (2) terms in that office.
- D. Any vacancy occurring on the list of officers not caused by expiration of the term of office shall be filled by appointment by the President and ratified by the Board of Delegates. Officers so selected shall serve for the term of the predecessor in office.
- E. All officers shall be members of the Board of Delegates.

**SECTION II** The officers of the Coalition shall have the following duties:

- A. The President shall:
  - 1. Prepare the agenda for all meetings.
  - 2. Preside at all meetings of the Board of Delegates and the Executive Committee.
  - 3. Appoint and be an ex-officio member of all committees except the Nominating Committee.
- B. The Vice-President shall perform the duties of the President in the event of the inability of the President to do so.
- C. The Secretary shall keep records of the acts and proceedings of all meetings of the Board of Delegates and Executive Committee:
  - 1. He or she shall have charge of the corporate seal and affix it to any lawfully executed instrument requiring it.
  - 2. He or she shall sign such instruments as may require the signature of the Secretary of the corporation.

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3. He or she shall be responsible for sending notices of Board of Delegates, Executive Committee and Annual meetings.
  4. He or she shall be responsible for maintaining files of any minutes of the organization, Articles of Incorporation and By-Laws, with any amendments.
- D. The Treasurer shall have custody of the funds and securities belonging to the corporation and shall receive, deposit and/or distribute the same under the direction of the Board of Delegates or the Executive Committee.
1. He or she shall keep or oversee the keeping of an accurate account of the finances of the corporation in books especially provided for that purpose, and prepare, or cause to be prepared, a true statement of its assets and liabilities at the close of each fiscal year, within sufficient time to be presented at the Annual Meeting.

**ARTICLE VII**

**POWERS RESERVED TO THE BOARD OF DELEGATES**

The Board of Delegates of the corporation, as opposed to the officers, Executive Committee, or any other committee, shall have the sole authority to make the following decisions:

- SECTION I**      The dissolution, merger or consolidation of the corporation; the amendment of the charter; or sale, lease or exchange of all or substantially all of the property of the corporation.
- SECTION II**     The amendment or repeal of the by-laws, or the adoption of new by-laws.
- SECTION III**    The acquisition or leasing of any real property.
- SECTION IV**     The expenditure of any funds, other than for general administrative and operating expenses.
- SECTION V**      The borrowing of any money on behalf of the corporation.
- SECTION VI**     The determination of a legislative agenda.

**ARTICLE VIII**

**CONTRACTS LOANS AND DEPOSITS**

- SECTION I** The Board of Delegates or Executive Committee may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument on behalf of the corporation, and such authority may be general or confined to specific instances.
- SECTION II** No loans shall be contracted on behalf of the corporation, and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board of Delegates.
- SECTION III** All checks, drafts or other orders of the payment of money issued in the name of the corporation shall be signed by such officers as shall, from time to time, be determined by the Board of Delegates or the Executive Committee.
- SECTION IV** All funds of the corporation, not otherwise employed, shall be deposited from time to time to the credit of the corporation in such depositories as the Board of Delegates shall direct.
- SECTION V** Unless otherwise ordered by the Board of Delegates, the fiscal year of the corporation shall be from July 1 to June 30 of each calendar year.
- SECTION VI** The corporation seal shall consist of interlocking initials within a circle.

**ARTICLE IX**

**FUNDS**

- SECTION I** No funds shall be dispersed without the written authority of the President or Vice-President and either the Treasurer or Secretary.
- SECTION II** The Board of Delegates shall appoint an auditor, not an officer, to conduct periodic audit of the books.



**ARTICLE X**

**PROHIBITED ACTIVITIES**

Other provisions of these by-laws notwithstanding, the corporation shall not engage in any act of self-dealing as defined by Section 4914, subdivision (d), of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal excise law; nor retrain any excessive business holdings as defined in Section 4943, subdivision (c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws; nor make any investment in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws; nor make any taxable expenditures as defined in Section 4945, subdivision (d) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws.

The corporation shall distribute its income for each taxable year at such time and in such manners as to become subject to the tax on undistributed income imposed by Section 4942 of the internal revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

**ARTICLE XI**

**501c(3) REQUIREMENTS**

**SECTION I** No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, delegates, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in, including the publishing or distribution of statements, any political campaign on behalf of a candidate for public office.

**SECTION II** Notwithstanding any other provisions of these Articles, this corporation shall not carry on any other activities not permitted to be carried on by (a) corporation exempt from federal income tax under Section 501c(3) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue Law.

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**SECTION III** Upon the dissolution of the corporation, the Board of Delegates shall, after paying and making provision for payment of all the liabilities of the corporation, dispose of all the assets of the corporation in such manner, or to such organization or organizations organized and operated for the purpose of improving the quality of life for older adults in North Carolina, as the Board of delegates shall determine. Any asset not so disposed of shall be disposed of by the Superior Court of Wake County as said Court shall determine.

### ARTICLE XII

#### AMENDMENTS

Except as otherwise provided herein, these by-laws may be amended or repealed and new by-laws may be adopted by the affirmative vote of a majority of the Delegates then holding office at any regular or special meeting of the Board of Delegates. Delegates will be advised of all proposed changes on the by-laws at least thirty (30) days before they are brought to a vote at a meeting of the Board of Delegates.