

SOUTHEASTERN ASSOCIATION OF AREA AGENCIES ON AGING, INC.

BY-LAWS

ARTICLE I

NAME

The name of the organization shall be the Southeastern Association of Area Agencies on Aging, Incorporated.

ARTICLE II

PURPOSE

The general purpose of the Association is to promote sharing of information among members and to provide a unified voice for the expression of programmatic needs. To achieve such purpose, the Association seeks the following objectives:

- A. Encourage the development and enhancement of a coordinated and unified network on aging in the Southeastern region.
- B. Advocate actions and education to increase visibility and credibility of the aging network.
- C. Provide a unified group voice to Congress, ACL, the public/private sectors, USAging, the National Coalition of Aging Organizations, and other significant groups or individuals in communicating issues on behalf of older Americans.
- D. Support and enhance the work of Area Agencies on Aging and their state associations.
- E. Design and implement specialized training to strengthen and enhance the Southeastern Aging Network.

ARTICLE III

MEMBERSHIP

- Section 1. Membership in the Association shall consist of all dues paying Area Agencies on Aging in the designated geographical boundaries comprising the Southeastern Association of Area Agencies on Aging, Inc.
- Section 2. The voting membership of the Association shall consist of one member from each dues paid Area Agency on Aging.
- Section 3. All eligible applicants shall be admitted upon receipt of dues.

ARTICLE IV

FEES

- Section 1. Annual dues for all member agencies shall be as approved by the Association membership at the Annual Business Meeting.
- Section 2. Annual dues will become due on the first day of January of each year.
- Section 3. Member agencies failing to pay dues shall relinquish voting privileges until such fees are paid.

ARTICLE V

BOARD OF DIRECTORS

- Section 1. The Board of Directors shall consist of three (3) voting members from each state, elected by and from Area Agencies on Aging and an alternate who is a non-voting member. Membership on the Board of Directors of the Association is limited to Area Agency on Aging Directors only. Officers shall be elected from the voting members of the Board of Directors. If a Board Member is unable to attend a meeting and the alternate is present in that meeting, the alternate can become a voting member in that meeting. In the event a Board member resigns the alternate will take their place and the state AAA Association will elect a new alternate.
- Section 2. The duties and responsibilities of the Board shall be to: (1) formulate and approve organizational policy which has been approved by the membership; (2) conduct and transact the business of the organization; (3) work together as a team to help guide the organization in a positive and progressive manner; and, (4) ensure that the operation of the organization is legal and financially sound at all times.
- Section 3. The Board of Directors shall meet no less than twice a year.
- Section 4. Each member of the Board of Directors shall represent their state at all Board meetings.
- Section 5. Each Board member must be a current member of the Association.

ARTICLE VI

OFFICERS

Officers of the Association shall consist of the following who will serve a two-year term.

Section 1. Officers and their duties:

- a. The President who shall preside at all meetings, appoint all committees, **including a parliamentarian and historian**, be an ex-officio member of each committee, call

special meetings when the need arises, and perform other functions the members deem necessary.

- b. The First Vice-President who shall preside over meetings in the absence of the President and assist with the Presidential duties. This officer may not serve two consecutive terms.
- c. The Second Vice-President who shall preside over meetings in the absence of the President and First Vice President and performs any other necessary duties. This officer may not serve two consecutive terms.
- d. The Secretary, who shall keep minutes, disseminates all information to voting membership and performs any other necessary duties.
- e. The Treasurer shall collect and disburse monies as designated by the Board of Directors and secures an annual financial review by an Independent Qualified Fiscal Professional and performs any other necessary duties.

Section 2. The Procedures Manual shall determine the procedure for nomination and election of officers.

Section 3. Vacancies:

- a. In the event of the vacancy of the President, the First Vice President shall perform the duties of the President and complete the term.
- b. In the event of the vacancy of any other office, the President will appoint, subject to the approval of the Board at the next regular Board meeting, a replacement to complete the term.

Section 4. In the event an officer cannot or appears unable to perform assigned duties, the Board of Directors, by two-thirds majority vote, may call a special election in order to replace that officer.

ARTICLE VII

MEETINGS

Section 1. The Association shall meet annually in the fall for:

- a. Announcing officers.
- b. Receiving annual reports.
- c. Conducting business requiring the action of the full membership.

Section 2. The President or a majority of the Board of Directors shall call other meetings of the Association.

ARTICLE VIII

COMMITTEES

Section 1. The Executive Committee shall consist of the President, First Vice President, Second Vice President, Treasurer, Secretary, immediate Past President, and other ex-officio members. Each state shall be represented on the Executive Committee.

- a. The Executive Committee shall meet as needed at the request of the President.
- b. The Executive Committee shall have all the power of the Board of Directors between meetings of the Board.

Section 2. Standing Committees shall include at least one Board member from each state and shall be the:

- a. By-Laws/Procedures Committee
- b. Awards/Elections Committee
- c. Conference Committee
- d. Budget and Finance Committee
- e. Legislative/Advocacy Committee
- f. Membership Committee
- g. Website and Technology Committee
- h. Education Committee
- i. Communications Committee

Section 3. The President shall appoint special committees when the need arises.

Section 4. The Chair of each committee (By-Laws/Procedures, Awards/Elections, Conference, Budget and Finance, Legislative/Advocacy, Membership, Website and Technology, Education, and Communications) shall be appointed by the president from the membership of the Board of Directors.

ARTICLE IX

QUORUM

A quorum shall consist of the voting members who are present, providing that at least a majority of the states comprising the Southeastern Association of Area Agencies on Aging, Inc. are present.

**ARTICLE X
PROCEDURE**

The Newly Revised Roberts Rules of Order shall prevail, except for the procedures which are outlined in these By-Laws.

**ARTICLE XII
AMENDMENTS**

Amendments to the By-Laws may be amended, enlarged, or replaced by a majority vote of the dues paying membership provided the proposed alteration has been given to all members in writing.

**ARTICLE XII
DISSOLUTION**

Upon the dissolution of the Southeastern Association of Area Agencies on Aging, Inc., the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association.

Revised: November 7, 1984
Revised: October 24, 1989
Revised: September 24, 1991
Revised: October 24, 2000
Revised: October 15, 2002
Revised: October 19, 2004
Revised: September 16, 2007
Revised: October 29, 2008
Revised: July 16, 2014
Revised: October 14, 2015
Revised: October 5, 2016
Revised: December 13, 2017
Revised: July 15, 2020
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