AREA AGENCY ON AGING OF PASCO-PINELLAS, INC.

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AREA AGENCY ON AGING OF PASCO-PINELLAS, INC.

BYLAWS

ARTICLE I: NAME

Section 1. The name of this corporation shall be Area Agency on Aging of Pasco-Pinellas, Inc., hereinafter referred to as the Agency or the Corporation.

ARTICLE II: OFFICES

The principle office for this Agency shall be established and maintained in the county of Pinellas, State of Florida. The Agency may also have offices at such places within the planning and service area, as the Board may from time to time establish.

ARTICLE III: PURPOSES

The specific purposes for which the Agency is organized include the following:

Section 1. To operate as an area agency designated by the State of Florida, in accordance with the Older Americans Act of 1965 as amended, and as defined in the State Community Care for the Elderly Act, to engage in the planning, provision, and supervision of a broad range of social services, programs, and activities for older persons within a designated planning and service area designated as Planning and Service Area (PSA) Five.

Section 2. To receive and administer grants and other funds from the U.S. Government, state governments, local government entities, private corporations, associations and foundations, and individuals in accordance with the purposes of the Older Americans Act and the State of Florida Department of Elder Affairs (DOEA).

Section 3. To perform only those activities permitted to be carried out by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Section 4. To exercise all powers generally allowed to not for profit corporations under the laws of the State of Florida for the purpose of carrying out the legislative intent regarding area agencies on aging as expressed in the Older Americans Act of 1965 as amended, and which include:

(a) To promote the independence, dignity, health and well-being of older persons;

(b) To serve as the advocate and focal point for older persons in the planning and service area.

(c) To foster the development of a more comprehensive and coordinated system of services for older persons in the planning and service area known as PSA Five, which encompasses Pasco and Pinellas Counties.

Section 5. To operate as an Aging and Disability Resource Center (ADRC) as designated by DOEA. The ADRC serves seniors, adults aged 18 and over with disabilities and their caregivers. ADRC functions include, but are not limited to, information; referral; long term care education; assistance with Medicaid eligibility for long term care services; intake/screening and wait list management for designated programs; and assistance with grievance/complaints for Medicaid managed long term care clients.

ARTICLE IV: MEMBERSHIP

Section 1. The Board of Directors shall consist of persons who shall be representatives from each of the following counties: Pasco County and Pinellas County. A director representative of a county shall be a resident of, or principally employed in, that county during service on the Board. A director who changes both his/her residency and principal place of employment from the represented county shall be deemed to have resigned from the Board effective upon the Board becoming aware of such change of residency and principal place of employment. Each director shall immediately inform the Executive Director of the Agency of any changes in his/her county of residency and principal place of employment.

Section 2. The Board's membership will be based on each county's proportion of the population age 60 or over in the Planning and Service Area, according to the following formula:

1. The total number of persons age 60 and over will be determined for the entire planning and service area.

2. Individual county population of persons 60 and over will be determined.

3. The individual county population of persons 60 and over divided by the total population of persons 60 and over for the planning and service area will yield the percent of board composition allocated per county.

4. The individual county percentage multiplied by the number of representatives on the board yields the individual county number of members allocated to the board.

Section 3. There shall be a maximum of seventeen (17) director positions, with the directors being representative from each county in accordance with the above formula. The Board shall divide the seventeen positions into three groups to be elected as provided hereinafter. The

Board may from time to time decide to leave any number of director positions vacant and unfilled but will not go below a minimum of eleven (11) filled director positions.

Section 4. No person who is a member of a governing board, advisory committee or council, or staff, of a service provider, under contract with the Agency or family member thereof (defined as ascendants, descendants, spouse, siblings, uncles, aunts), will be elected to board membership. An elected director who attains one of the prohibited statuses shall be deemed to have resigned from the Board effective upon the Board becoming aware of such prohibited status. Each director shall immediately inform the Executive Director of the Agency of any changes which may result in his/her prohibited position status.

Section 5. No Board member or employee of the Board shall have or hold any employment or contractual relationships with any person or entity which is subject to regulations of and/or receives funds through the Area Agency on Aging of Pasco-Pinellas, Inc.

Section 6. Prohibitions set forth in Sections 4 and 5 of this Article IV shall not apply to elected officials acting in their official capacity only.

Section 7. Board members may be removed for cause by an affirmative vote of a majority of the entire membership of the Board at a regular meeting. Cause includes but is not limited to: (1) unexcused absences from three consecutive regular board meetings within one fiscal year; (2) disruption of order during meetings; (3) actions that are in contravention of the overall mission and intent of the Agency; (4) actions that are in contravention of the instructions, policies and procedures and mandates of the Board; (5) an undeclared conflict of interest or failure to abide by the conflict of interest policy; (6) failure to perform assigned tasks or fulfill the duties of the position and (7) failure to comply with Florida's Government in the Sunshine Act.

Section 8. Each Board Member shall be elected for a Term of three (3) years. Board Members may only serve four (4) consecutive terms. After serving four consecutive terms a Board Member is ineligible for Board membership for a minimum of one year from the date of the end of the fourth term.

If at the time of adoption of the 4 consecutive term limit set forth above, a Board Member is serving in their fifth consecutive term or more, the Board Member may complete the fifth or more term and is ineligible for a minimum of one year from the date of the end of the fifth or more term.

Any current Board Member who has served a collective 15 years as a Board Member as of April 17, 2023 (regardless of the number of consecutive terms), may complete their current term and is ineligible for Board membership after the end of their current term for a minimum of one year from the date of the end of their current term.

The term and time limitations set forth in this Article do not apply to Board Members who serve by virtue of their position as a County Commissioner.

A "Term" as set forth above is for three (3) years.

One year for the purpose of calculating terms is measured from Annual Meeting to Annual Meeting as that term is defined in Article VII, Section I.

Board Members elected to their own term will begin their term at the beginning of the Annual Meeting. A Board Member elected as a replacement member will begin their service on the Board upon election.

Section 9. Members serve as volunteers and shall not receive a salary, stipends or other financial payment. Reimbursement for expenses incurred during Agency business however may be reimbursed in accordance with DOEA regulations. Attendance at statewide and out-of-state meetings on behalf of the Agency may be reimbursed according to the Agency travel policy.

Section 10. A Board member may resign by giving written or verbal notification to the Executive Director of the Agency.

Section 11. Vacancies in the Board of Directors due to resignation, death or other reasons shall be filled by majority vote of all Board members present at any meeting at which a quorum is present. The new Board member elected to fill the unexpired term shall serve the remainder of the term. A partial term served by a Board Member due to filling a vacancy does not count towards the Board Member's term limit or time limitation of service set forth in this Article.

ARTICLE V: BOARD OF DIRECTORS

Section 1. The Board of Directors shall be the governing authority responsible for developing policies and overseeing the Agency operations in accordance with applicable laws and regulations and the provisions of Agency Articles and Bylaws.

Section 2. In carrying out its responsibilities, the Board shall:

(a) Be responsible and accountable for the authorization of the execution of material contractual obligations per the policies of the Board;

(b) Be responsible for financial management oversight of the Agency;

(c) Approve the annual budget and variances thereof and personnel policies;

(d) Provide for an annual evaluation by the Executive Committee of the Agency's activities;

(e) Issuance of an annual report each calendar year;

(f) Employ a qualified full-time Executive Director;

(g) Establish policies and procedures for conduct of certain Agency functions, in keeping with prevailing rules, regulations and operating manuals from the Department of Elder Affairs and other funding agencies. However, the Board specifically delegates to the Executive Director the approval of personnel policies and procedures and hiring, training, discipline and firing of personnel and all personnel related matters;

(h) Assure the development, approval and oversight of administration of the annual Area Plan;

(i) Assure the proper expenditures of all funds made available to the Agency;

(j) Determine the allocation of state and federal funds for entering into contracts with applicant organizations; and

(k) Accomplish the oversight necessary for the proper programmatic and fiscal performance of organizations under contract to deliver services to older persons in the Planning and Service Area.

Section 3. The Agency shall adhere to the State of Florida Government in the Sunshine Law and The Florida Public Records Act. All directors and other personnel of the Agency will strictly comply with said laws.

ARTICLE VI: OFFICERS

Section 1. The officers of the Board shall be a President, Vice-President, Secretary and Treasurer. All officers shall be elected by majority vote of all Board members present at any meeting at which a quorum is present and shall hold office until the earlier of

(a) the next annual meeting of the Board of Directors at which time an election of officers is held,

(b) his/her death, resignation, or removal, or

(c) the election of his/her successor. No person shall hold more than one office of the agency at the same time.

Section 2. Duties of officers: elected officers shall perform the following duties:

(a) The President shall preside at all Board meetings and also be the Chair of the Board. The President shall appoint Board members to committees and shall appoint the Chairs of the committees specified in the Bylaws and established from time to time by vote of the Board; provide testimony relative to issues on aging before bodies conducting hearings and forums on topics of importance to older persons; serve as Chair of the Executive Committee and ex officio member of all committees; prepare the annual evaluation of the Executive Director, with input from the Executive Committee, and recommend to the Board the annual salary of the Executive Director.

(b) The Vice-President shall perform such duties as are assigned by the President, including the duties of President in his or her absence.

(c) The Secretary shall assure appropriate maintenance of all Agency records, shall assure the recording of the minutes of all Board and committee meetings, shall require the sending of all notices and minutes of the Board and shall perform or delegate any other duties as may be prescribed by the Board or the President.

(d) The Treasurer shall assure the proper compilation and maintenance of the books of account of the Agency. The Treasurer shall serve as Chair of the Finance Committee and shall perform any other duties usually pertaining to the office of Treasurer or as may be prescribed by the Board or the President.

Section 3. Officers shall be elected at the annual meeting of the Board of Directors from a slate presented by the Nominating Committee and nominations from the floor.

Section 4. Any officer of the Board may be removed from office, with cause, by a majority vote of all Board members present at any meeting at which a quorum is present. Cause includes but is not limited to: (1) unexcused absences from three consecutive regular board meetings within one fiscal year; (2) disruption of order during meetings; (3) actions that are in contravention of the overall mission an intent of the Agency; (4) actions that are in contravention of the instructions, policies and procedures and mandates of the Board; (5) an undeclared conflict of interest or failure to abide by the conflict of interest policy; (6) excessive absences at committee meeting; (7) failure to perform assigned tasks or fulfill the duties of the position and (8) failing to comply with Florida's Government in the Sunshine Act.

Section 5. Officers shall be elected for a one year term and may be re-elected for a second consecutive term after which time they are ineligible to serve in such elected position for a minimum of one year.

Section 6. Board members shall have at least one year of board service prior to election as an officer.

Section 7. Vacancies in Officer positions due to resignation, death or other reasons shall be filled by majority vote of all Board members

present at any meeting at which a quorum is present. The new Officer elected to fill the unexpired term shall serve the remainder of the term. A partial term served by an Officer due to filling a vacancy does not count towards the term limit provision in Section 5 above.

ARTICLE VII: BOARD MEETINGS

Section 1. Annual Meeting. The annual meeting of the Board shall be held at a time and place established by the Board. The purpose of the Annual Meeting shall be: to elect directors to fill vacancies of those whose terms are due to expire at the end of the Annual Meeting and to elect officers; to receive reports of the President and Treasurer, and to transact all of the regular business of the Board.

Section 2. Board Meetings. The Board of Directors shall hold its meetings at the Agency's principal office or at such other places, within PSA 5, as the Board may from time to time determine; the Board of Directors shall meet at least nine (9) times per year.

Section 3. Meeting Notice. Notice of all meetings of the Board of Directors will be posted on the Area Agency on Aging of Pasco-Pinellas, Inc.'s website at www.agingcarefl.org at least seven (7) calendar days in advance of the meeting along with the packet of materials for that meeting. However, only if a Board member so requests, notices of meetings as well as the packet of material to be used at each meeting will be transmitted to him or her via regular mail at least ten (10) calendar days in advance of such meeting.

Section 4. Special Meetings. A special meeting of the Board of Directors may be called at any time upon at least three (3) calendar days' notice in advance of such meeting by the President of the Board or by a majority of the Board members. Notice will be given via electronic or regular mail or facsimile.

Section 5. Quorum. A quorum shall consist of 50% of the then filled membership seats of the Board of Directors. When a quorum is physically present, a majority of those present in person and electronically as set forth in Section 6 below may take action on matters properly presented at the meeting. Business shall be transacted only at regular or specially called meetings and shall be duly recorded in the minutes thereof.

Section 6. Electronic Participation in Meetings. Members of the Board of Directors may participate in a meeting by any means of electronic communication by which all persons participating in the meeting can hear each other at the same time if a quorum is physically present. A director participating in a meeting by electronic means is deemed to be present at the meeting and may participate and vote but does not count for quorum purposes. Nothing in these bylaws shall be construed to limit the Board's authority to hold meetings by any communication method authorized by F.S. 617.0820 or to limit the statutory right of any director participating in a meeting by such electronic communication method to be deemed present for participation and voting purposes.

Section 7. Meeting Conduct. Roberts Rules of Order, Current Revised Edition, shall guide the Board in conducting its business, except where superseded by these bylaws or by any special rules of order adopted by the Board or as required by applicable law.

Section 8. Conflict of interest. The Agency will issue its Conflict of Interest Policy and update it from time to time. At least annually, all Board Members will be given a copy of the policy and will be required to make disclosures in accordance with the policy. Any member of the Board who has a real or potential conflict of interest must declare that conflict prior to any Board discussions on that issue. The Board member shall specify the basis for such conflict. In no case shall a Director having the conflict have the right to participate in the discussion or vote on matters regarding the conflict.

ARTICLE VIII: STANDING COMMITTEES

Section 1. Executive Committee.

(a) The President, Vice President, Secretary, Treasurer and Immediate Past President (so long as the Immediate Past President is a Board member) shall be the voting members of the Executive Committee. The President may appoint other Board members to participate as non-voting members.

(b) The Executive Committee shall have the power to act for and on behalf of the Board, and shall be accountable to the Board.

Section 2. Finance Committee.

(a) The Treasurer shall serve as Chair and the President shall appoint at least two additional Board members to serve on the Finance Committee.

(b) Responsibilities of the Finance Committee include: provide guidance for the agency's financial matters; review of financial statements and reports, annual administrative budget and audit reports; and make recommendations to the full board of fund allocations;

Section 3. Membership and Nominating Committee.

(a) The President shall appoint a Board member as chair and at least one additional Board member from each county served by the Agency.

(b) The Membership and Nominating Committee present the annual slate of directors and officers and shall make-recommendations to fill director and officer vacancies.

(c) The Membership and Nominating Committee is responsible for: developing and maintaining an updated list of nominees for Board appointment; assessing training needs for new and current Board members; and arranging training sessions as required.

Section 4. Program Planning and Development Committee.

(a) The President shall appoint a Board member as chair and at least two additional Board members to serve on the committee.

(b) The Program Planning and Development Committee will review program policies and guidelines for short- and long-range program plans.

(c) Responsibilities of the Program Planning and Development Committee include: develop services priorities and performance standards; evaluate program ideas and identify areas for special study; review/analyze programmatic reports; observe program monitoring process; participate in development of the multi-year Area Plan.

Section 5. Other Committees. The President may from time to time appoint special and ad hoc committees.

ARTICLE IX: MANAGEMENT PROCEDURES

Section 1. All monies belonging to the Agency shall be deposited in a bank or banks designated by majority vote of the Board. No money shall be withdrawn from any Agency account unless checks are signed by such officers or employees of the Agency as are designated by a majority vote of the Board.

Section 2. The fiscal year of the Agency shall be from January 1 to and including December 31.

Section 3. An Annual Financial Report shall be provided to the Board at the Annual meeting. An audit of the financial statements and records of the Agency shall be made by an independent firm of certified public accountants, selected by the Board.

Section 4. The Agency shall purchase insurance for the purpose of indemnifying directors, officers and the executive director. All employees and any Board members who sign checks will be bonded as directed by majority vote of the Board.

ARTICLE X: INDEMNIFICATION

Section 1. Limitation of Liability. A Director or Officer of the Agency shall not be personally liable for monetary damages to any person or entity for any act, statement, vote, decision, or failure to take an

action, if such Director or officer acted, or failed to act, in good faith in the reasonable belief that such action or omission was in the best interest of the Agency, and in criminal actions or proceedings if such Director or Officer acted without reasonable ground for belief that such action was unlawful except (i) liability for any gross breach or intentional failure to perform the officer's or Director's duties; (ii) for improper personal benefit, or gross recklessness or an act committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety or property. The Agency shall not be liable nor indemnify any officer or director that has breached his duty as an officer or Director as set forth in Chapter 617.0834, Florida Statutes, as same exists or hereafter may be amended. If the Legislature of Florida amends Chapter 617.0834, Florida Statutes, hereafter to authorize the further elimination of limitation of the liability of officer and Directors, then the liability of an Officer or Director of the Agency, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the Laws of Florida. Any repeal or modification of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a Director or officer of the Agency existing at the time of such repeal or modification.

Section 2. Advancement of expenses to Directors, Officers, employees. The Agency shall advance expenses to any person who was or is a party to any proceeding or threatened proceeding by reason of the fact that he is or was a director, officer or employee of the Agency or is or was serving at the request of the Agency; subject in each instance to satisfaction of all applicable requirements under the Florida Statutes. Additionally, the Agency may make any other or further indemnification or advancement of expenses of any of its Directors, Officers, employees, as it may desire; subject, however, to the restrictions contained in the Florida Statutes.

ARTICLE XI: EMERGENCY BYLAWS

The Board has authority to adopt and implement emergency bylaws in accordance with F.S. 617.02027 to be in effect when an emergency exists as defined by applicable law.

ARTICLE XII: AMENDMENTS TO BYLAWS

These bylaws may be amended by

(a) a proposed amendment(s) approved by two-thirds (2/3) vote of those present at any meeting of the Board of Directors where a quorum is assembled provided notice of the proposed amendment(s) has been sent in writing via electronic or regular mail or facsimile to each member at least seven (7) calendar days prior to any meeting where proposed amendments will be considered for approval and

(b) final adoption at a subsequent regular meeting or special meeting called for that purpose by two-thirds (2/3) vote of those present at any

such subsequent meeting of the Board of Directors where a quorum is assembled provided notice of the proposed final amendment(s) has been sent in writing via electronic or regular mail or facsimile to each member at least seven (7) days prior to any meeting where the proposed amendments are to be finally adopted.

ARTICLE XIII: ADVISORY COUNCIL

The Board shall ensure the establishment of an Advisory Council consisting of older individuals (including minority individuals and older individuals residing in rural areas) who are participants or who are eligible to participate in programs assisted under the Older Americans Act, representatives of older individuals, local elected officials, providers of veterans' health care (if appropriate), and the general public, to advise the Agency continuously on all matters relating to the development of the PSA 5 area plan, the administration of the plan and operations conducted under the plan.