

Lenoir County Council on Aging, INC.  
BYLAWS

Article I: Name

The name of this non-profit, non-stock corporation, established August 1978, shall be named the Lenoir County Council on Aging, Inc. (LCCOA). The LCCOA Board of Directors are hereinafter referred to as the "Board."

Article II Purpose

Section 1: Task

LCCOA'S purpose is to improve and promote the well being of senior citizens in Lenoir County.

Section 2: Implementations:

- a. Coordinated existing services of all organizations affecting seniors citizens.
- b. Apply for grants and other necessary funding in order to implement needed services and programs.

Article 111  
Board

The Lenoir County Council on Aging will be governed by a Board of 9-12 members

Section 1: Duties

- a. Engage in comprehensive planning, budgeting, implementing, and monitoring of service delivery,
- b. Comply with federal/state requirements as a condition of receipt of federal/state funds,
- c. Assure that the services provide meet the rules of the North Carolina Division of Aging and,
- d. Perform public relations and community advocacy function. Monitor the use of local, state, federal resources including applicable facilities.

Section 2: Composition of the Board

Membership on the board will be representative of:

- a. Persons sixty years or older.
- b. Representatives of Human Services agencies which serve the elderly.
- c. Representatives of retirement or senior citizens clubs.
- d. Representatives of geographic services areas within Lenoir County.
- e. Interested citizens.

No Less than 75% of the total board will be sixty years of age or of age.

### Section 3: Application for Membership

- a. Human service agencies which provide services to the elderly are encourage to nominate a representative for membership.
- b. Retirement organizations and social organizations of the elderly in Lenoir County may nominate a representative for membership.
- c. Private citizens may apply for membership.
- d. All applicants must meet membership qualifications as set forth in article 111
- e. An application may be obtained from the Executive Director

### Sections 4: Board Members Qualifications

- a. Members must indicate an interest in older people and in the work of the council.
- b. Each member must be willing to serve on the various committees of the council and take an active role in promoting the Council's programs.
- c. Members must in no way be involved with any organization, corporation, etc., this is in direct conflict or competition with the Council on Aging.

### Section 5: Membership Approval

All nominees for the Board membership shall:

- a. Be presented to the Executive Committee
- b. Be nominated by the Executive Committee to the full Board at a regularly scheduled meeting.
- c. Be approved by a majority of Board members in attendance.

### Section 6: Tenure of Membership

- a. All members shall be appointed to serve for three years and may be re-appointed.
- b. Re-appointments will be made prior to the last meeting of the year in which the term expires.
- c. Re-appointments will be decided upon by the Executive committee.
- d. Vacancies shall be filled in the same manner to fill unexpired terms.
- e. Members can be re-elected longer as long as they remain active.

### Section 7: Removal from the Board

- a. Members who fail to work for the best interest of the Council may be removed by the Executive Committee.
- b. Members who are employed by or connected with any agency, organization, corporation, etc who is in competitive status for funds on which the Council relies may be removed immediately by a called meeting of the Executive Committee.
- c. Any member who misses three regular meetings without a valid excuse(sickness, emergency, etc.) will be removed from the Board at the discretion of the Executive Committee.
- d. Any member may be removed by a 2/3 majority vote of the Board.
- e. A letter will be sent to the member being removed from the Board.

### Section 8: Conflict of interest

The Board is aware that in the process of fund allocation by its management, employee, or members of the Board of directors, instances may arise which have the appearance of a conflict of interest or the appearance of impropriety. To avoid conflict of interest or the appearance of impropriety, any board member who may benefit, directly or indirectly, from the entity's disbursement of funds shall abstain from participating in any decisions or deliberations by the LCCOA Board of Directors regarding the disbursement.

### Section 8: Fraud/Misuse of Funds

- a. Any Board member or employee who receives information or evidence of theft, embezzlement, misapplication, or misuse of funds or assets shall immediately report the matter to the appropriate individual. Employees shall report the matter to the appropriate individual. Employees shall report to their supervisor, the Executive Director or Board Chair whichever as the situation warrants. Board members shall report to the Board Chair or a member of the Executive Committee. In no case should such a notification be later than three days from the time the information or evidence is received.
- b. The person receiving the above report shall report such information or evidence in writing to the Executive Director within one day of receipt.
- c. The Executive Director shall report the matter in writing within one day of receipt to the Board Chair or a member of the Executive Committee.

## Article IV Officers

### Section 1: Duties of the Chair

- a. Call, plan and preside over all Council and Executive Committee meetings.
- b. Coordinate the scheduling of all meetings with the Executive Director.
- c. Represent the Council whenever and wherever appropriate.
- d. Appoint committees.
- e. The Chair shall sign all legal documents on behalf of the Board.
- f. The Chair shall be authorized to sign all legal documents
- g. The Chair shall perform such duties as directed by the Board.

### Section 2: Duties of the Vice Chair

- a. Assume the responsibilities of the Chair in his/her absence.

### Section 3: Duties of the Secretary

- a. The secretary will be responsible for taking accurate minutes at each meeting for distribution and approval of Council members at the following meeting.
- b. Keep an accurate record of each meeting for the purpose of determining continued membership eligibility.
- c. Notify the Executive Director of persons who are no longer eligible due to unexcused absences so letters of termination may be sent.

Section 4: Duties of the Treasurer

- a. The treasurer will work with the Council on Aging Financial Manager to prepare financial reports to present to the Board and will assist the Financial Manager in providing accounting reports to funding sources whenever so requested.
- b. The Treasurer will co-sign checks with the Council on Aging Executive Director

Section 5: Elections of Officers

Officers shall be elected every two years at the October meeting.

- a. Each person elected for office must meet the following qualifications:
  1. Meet Board membership requirements as stated in Article III, Section 4.
  2. Have served as an active Council member during the preceding year.
- b. Nominating shall be presented 30 days prior to the October meeting by the nominating committee appointed by the chair.
- c. The nominating committee will present the recommended slate of officers to the full Board.
- d. If a vacancy occurs, the Executive Committee will make a recommendation to the Full Board.
- e. Officers may be removed by a 2/3 vote of member present before completing his/her term of office, and only after a fair hearing before the Board.

Section 6: Terms of Office

- a. Officers shall serve terms of two years.
- b. Officers may serve two consecutive terms.
- c. Officers elected to fill vacancies of another shall complete that term of office and shall be eligible to be re-elected for two consecutive full terms.
- d. May be re-elected for more than two terms by the Board as long as they remain an active member (which includes regular attendance of called board meetings) and it is approved by the Board.

Article V  
Meetings

Section 1: Regular Meetings

Regular meetings of the Council shall be held quarterly at 2:00 pm on fourth Wednesday January, April, July, and October, at the George T. Skinner Senior Citizens Center. In the event of a holiday or conflict, the meeting will be rescheduled and members notified by the Executive Director. All regular meetings are open to the public.

Section 2: Special meetings

Special meetings may be called by the Chair and or Executive Committee. The Executive Director may also request such meeting whenever necessary.

Section 3: Executive Committee meetings

Executive Committee meetings shall be called at a time designated by the Chair. The Executive Director may also request such meetings whenever necessary. Executive meetings are open to the public by invitation only.

Section 4: Quorum

A quorum shall be 51% of members present at a regular or special meeting.

Article VI  
Executive Board

Section 1: Duties

- a. Interpret and effect policies and decisions of the Council.
- b. Serve as an advisory committee to the Chair and the Executive Director.
- c. Make interim Council decisions between regular meetings on the basis of a majority vote.
- d. Work in conjunction with the Executive Director in preparing budget proposals as necessary.
- e. Nominate council members and determine renewals and elimination of memberships at the end of terms.

Section 2: Membership

- a. The Executive Director of the Council on Aging.
- b. All officers: President, Vice President, Secretary and Treasure.
- c. Other members as appointed by the President with total membership not to exceed seven.

Article VII

Audit

An annual audit of LCCOA funds will be conducted annually by a licensed CPA firm  
And the report made available to the Board.

Article VIII

Amendments

The By-laws may amended at any regular or special meeting of the LCCOA Board by affirmative vote of a majority of the Board. A copy of the proposed amendments shall have been sent to each Board member in advance of the scheduled Board meeting to be concerned for adoption. Such changes shall not be inconsistent with state law. By-laws will be reviewed and updated annually.

Article XI

Executive Director

Section 1: Selection

The Executive Board reviews applications, interviews applicants and recommends an Executive Director applicants to the full Board for approval.

Section 2: Duties

- a. The Executive Director is responsible for all day-to-day operations of the Council on Aging.
- b. The Executive Director is supervised by the Chair and reports to the Board.

By-laws amended 11-09-05

By-laws amended 01-11-06

By-laws amended 05/-24-06

By-laws amended \_\_\_\_\_