



# BYLAWS

July 2020

**LeadingAge** Florida

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## **ARTICLE I – NAME AND PURPOSE**

### **Section 1. Name**

The name of this Association is LeadingAge Florida, Inc. The Association may hereinafter be referred to as the “Association” or “LeadingAge Florida.”

### **Section 2. Purpose**

The purpose of the Association shall be to coordinate and promote the activities and programs of Florida's retirement housing, assisted living facilities, nursing home communities, and home and community-based service providers; to act as a clearinghouse for information about their programs and services; and to develop progressive and effective methods of serving residents of LeadingAge Florida member Communities through study, research, experiment and exchange of experiences, ideas and information. LeadingAge Florida shall provide programs and services that support and advance the interests of its members and enhance their ability to address the needs of the individuals they serve.

## **ARTICLE II - DEFINITIONS**

### **Section 1. Housing Community Definition**

For the purpose of this Association, the term Housing Community shall be defined as a housing community that provides living accommodations for the elderly and disabled adults, including but not limited to federally-subsidized housing, non-subsidized housing, and other congregate housing arrangements.

### **Section 2. Continuing Care Community Definition**

For the purpose of this Association, the term Continuing Care Community shall be defined as a community that is regulated under Chapter 651, F.S., or that provides housing plus supportive services for the elderly, such as a full-service retirement community.

### **Section 3. Assisted Living Facility Definition**

For the purpose of this Association, the term Assisted Living Facility shall be defined as a community licensed pursuant to Chapter 429, F.S.

### **Section 4. Nursing Home Definition**

For the purpose of this Association, the term Nursing Home shall be defined as a community licensed pursuant to Chapter 400, Part II, F.S.

### **Section 5. Community-Based Services Provider Definition**

For the purposes of this Association, the term Community-Based Services Provider shall be defined as a service provider that offers care and support to the elderly and disabled adults.

## **Section 6. Home-Based Services Provider Definition**

For the purposes of this Association, the term Home-Based Services Provider shall be defined as a service provider that offers care and support to the elderly at its principal place of residence but that does not provide housing for the elderly and disabled adults.

## **Section 7. Communities Definition**

For purposes of this Association, the term Communities shall mean, collectively: Housing Communities, Continuing Care Communities, Assisted Living Facilities, Nursing Homes, and Home or Community-Based Services Providers.

## **Section 8. General Assembly Definition**

The members of the Association assembled shall be referred to as the “General Assembly.”

# **ARTICLE III– MEMBERSHIP**

## **Section 1. Membership Categories**

The membership of the Association shall consist of the following categories: Regular Members, Interim Members, Honorary Members, and Affiliate Members.

### **a. Regular Members**

Regular Members shall be those Communities which meet the requirements of membership as defined in these Bylaws.

Each not-for-profit member of LeadingAge Florida shall be a member of LeadingAge, Inc., a not-for-profit corporation organized under the laws of the State of New York and recognized as exempt from federal income tax under Code Section 501(c)(3), with which the Association has an alignment agreement (hereinafter, “LeadingAge, Inc.”).

### **b. Interim Members**

Interim members may be Communities that are in the planning stages or under construction; such an Interim Member shall become a Regular Member when the Community is open for occupancy and upon payment of Regular Member dues, as applicable.

### **c. Honorary Members**

Honorary Members shall be such persons as this Association, through its Board, shall desire to honor by admission to membership.

### **d. Affiliate Members**

Affiliate Member status is open to all those interested in the Association but not qualifying for membership as Regular or Interim Members, including (1) individuals, (2) retired/inactive administrators, (3) Code Section 501(c)(3) aging network organizations and agencies and (4) businesses and other entities.

## **Section 2. Member Representatives**

The governing body of a Community is responsible for designating an individual to serve as the Community's official representative to the Association, to speak and act on behalf of the Community according to LeadingAge Florida Board policy and procedures. Only individuals employed by a Community in a position of upper management may be designated as the Community's official representative. Other persons from a Community may participate in activities of the Association as determined by LeadingAge Florida Board policy.

## **Section 3. Membership Admission Criteria**

Criteria for membership admission shall be as defined in this Section 3 of this Article. All applications for membership shall be reviewed in a manner to be determined by resolution of the Board of Trustees (the "Board"). In the case of membership denial, an applicant shall be notified of the decision and shall have the right to appeal if so desired. If a hearing is requested, all pertinent information shall be presented to the Executive Committee of the Board whose decision shall be final. If the applicant is denied membership, the applicant shall be notified in writing, and all monies paid shall be refunded to the applicant.

### **a. Regular and Interim Member Community Admission Criteria**

1. An applicant must qualify for the Regular or Interim, Member categories of Association membership.
2. An applicant must commit to, adhere to and be bound by LeadingAge Florida's Code of Ethics.
3. An applicant must commit to uphold the purpose of the Association as described in the Bylaws.
4. An applicant must agree to support the continuation of tax and capital formation public policies which enable communities and service providers to fulfill their mission and to work together as an Association to ensure affordable housing and care for all elderly Floridians in need of such services.

5. An applicant must meet all state and federal licensure requirements applicable to the applicant's business and be in good standing with all applicable state and federal regulatory agencies. An applicant must submit evidence of meeting such licensure requirements to the Association upon request.
6. An application shall not be approved if the community has a history of multiple and repeated violations which impair patient or resident care.

**b. Affiliate Member Admission Criteria**

1. An applicant must qualify for the Affiliate category of Association membership.
2. An applicant must commit to LeadingAge Florida's Code of Ethics.
3. An applicant must commit to upholding the purpose of the Association as described in the Bylaws.

**Section 4. Voting and Other Participation Privileges**

**a. Regular Members**

Each Regular Member, through its designated official representative, shall be entitled to the privilege of the floor in discussions at General Assembly meetings, and shall be entitled to one vote, plus one additional vote for each one hundred units/beds over the first fifty or a major fraction thereof upon which dues are paid, in the General Assembly.

**b. Interim Members**

Each Interim Member, through its designated official representative, shall be entitled to the privilege of the floor in discussions at General Assembly meetings, but not the right to vote in the affairs of the Association.

### **c. Honorary Members**

Honorary Members shall have the privilege of the floor in discussions at General Assembly meetings, but not the right to vote in the affairs of the Association.

### **d. Affiliate Members**

Affiliate Members are accorded all rights and privileges of the Association, except that of the floor and voting at meetings of the Association.

## **Section 5. Membership Dues**

The Board of Trustees shall establish the method of calculating and the amount of membership dues and/or assessments (if any) for all categories of membership. The amount of dues, and any policies, procedures or other rules relating thereto shall be as set forth in such policy as may be adopted by the Board from time-to-time. Membership carries a definite obligation to pay dues as established by the Board, except that Honorary membership shall require no payment of dues. Dues are not refundable for any reason.

## **Section 6. Membership Termination (Expulsion, Suspension, Resignation)**

Membership in the Association may be suspended or terminated if a member does not pay all required membership dues, in full, by the due date established by the Board of Trustees, pursuant to procedures established by the Board of Trustees.

In addition, the Board of Trustees may, by the affirmative vote of a majority of the Trustees present at a meeting of the Board of Trustees at which a quorum is present, expel or suspend a member for cause after an appropriate hearing. Such member shall be given reasonable notice of the grounds for expulsion or suspension and shall be entitled to a hearing before the Board of Trustees prior to the Board's decision. Grounds constituting "cause" shall be determined by the Board of Trustees in its sole discretion, and include but are not limited to the following:

1. Willful violation of the Bylaws of the Association.
2. Violation of the Code of Ethics of the Association.
3. Illegal, unethical or improper conduct pertaining to the operations of the community.
4. Serious violations of state licensure codes.
5. Other acts injurious to the goals or reputation of the Association or its members.

Membership in the Association also may be terminated by the death, dissolution, or insolvency of a member, by the timely (as determined by the Board of Trustees) submission of written notice of membership resignation or non-renewal, or by the failure of a member to continue to satisfy the relevant membership requirements.

Termination or suspension of membership does not relieve the member from any financial obligations incurred or commitments made prior to the termination or suspension.

## **ARTICLE IV – MEETINGS OF THE GENERAL ASSEMBLY**

### **Section 1. Powers of the General Assembly**

The General Assembly shall receive the reports of the Board, the President/Chief Executive Officer and special assembly committees, and act on said reports, as necessary.

### **Section 2. Annual and Special Meetings**

There shall be at least one meeting of the General Assembly held annually which shall be called the Annual Membership Meeting.

Special meetings of the General Assembly may be called by the Chair of the Association or at the request of three members of the Board, or seven members of the Association, provided such request is approved by the majority of the Board. Any topic of business for which a special meeting is called must be stated in the call. Any attempt to postpone discussion of previously announced business or discuss business not stated in the call shall require a two-thirds vote of members present and voting.

### **Section 3. Notice of Meetings**

Written notices of all meetings of the General Assembly stating the time, place, and the purpose thereof shall be given by the Secretary or President/Chief Executive Officer at least ten (10) days before the meeting. Notice may be delivered by electronic mail, or any other form of delivery permitted by law.

### **Section 4. Quorum and Manner of Acting**

A quorum for all meetings of the General Assembly shall be 40 Regular Members of the Association. Unless otherwise provided by law, by the Articles of Incorporation, or these Bylaws, a two-thirds (2/3) majority of votes cast by the voting members at a meeting at which a quorum is present will be necessary to pass any motion.

### **Section 5. Procedure**

All meetings of the General Assembly shall be conducted in accordance with such rules of order as may be established by the Chair. In establishing such rules, the Chair shall be guided by applicable provisions of the latest edition of Robert's Rules of Order, to the extent that such provisions are not inconsistent with these Bylaws, the Association's Articles of Incorporation, the Florida Not for Profit Corporation Act, or rules adopted by the Board of Trustees.

### **Section 6. Elections by Mail Ballot**

If authorized by the Board, elections may be conducted by mail ballot instead of at a meeting. Elections by mail ballot shall be conducted in accordance with such procedures as may be determined by the Governance Committee and approved by the Board, subject to the provisions of the Articles of Incorporation, these Bylaws, and applicable law.

## **Section 7. Action by Written Consent**

Any action required or permitted to be taken at a meeting of the members may be taken without a meeting if the action is taken by the members entitled to vote on such action having not less than the minimum number of votes necessary to authorize such action at a meeting at which all members entitled to vote on such action were present and voted. To be effective, the action must be evidenced by one or more written consents describing the action taken, dated and signed by approving members having the requisite number of votes and entitled to vote on such action. The consents must be delivered to the Association in accordance with such procedures as may be determined by the Board and as permitted by law. The action is not effective unless the Association receives consents signed by members having the requisite number of votes necessary to authorize the action within 90 days after the earliest dated consent. Within 30 days of obtaining authorization by written consent, notice must be given to those members who are entitled to vote on the action but who have not consented in writing, which fairly summarizes the material features of the authorized action. Whenever action is taken pursuant to this Section, the consents must be filed with the minutes of proceedings of the members.

## **ARTICLE V – MEMBERSHIP DIVISIONS**

### **Section 1. Division Categories**

The interests of each membership category shall be represented through the following membership divisions: Housing, Continuing Care, Assisted Living /Home and Community-Based Services and Nursing Home. Member Communities having multiple interests may participate in more than one division.

### **Section 2. Public Policy Committees**

Each division shall be represented by a public policy committee—Housing, Continuing Care, Assisted Living and Home and Community-Based Services, and Nursing Home—which reviews pertinent regulations, legislation, and other policy matters which affect member communities. The Chair may appoint additional at-large members to the committees.

## **ARTICLE VI – BOARD OF TRUSTEES**

### **Section 1. Authority and Responsibility**

The affairs of the Association shall be managed by or under the authority of the Board of Trustees. It shall be the Board of Trustees' duty to carry out the objectives and purposes of the Association, and to this end, the Board of Trustees may exercise all powers of the Association, subject to the restrictions and obligations set forth by law and in the Association's Articles of Incorporation and Bylaws. Such powers include, but are not limited to: (i) the adoption of policies for the management of the Association; (ii) the employment of the President/Chief Executive Officer; (iii) fiscal review; (iv) approval or disapproval of membership to this Association; (v) the power to enact policies as deemed necessary to ensure effective member representation and participation; (vi) the adoption of policies on matters of importance to the Association.

Members of the Board shall have the privilege of the floor for discussion purposes at the meetings of the General Assembly.

## **Section 2. Board Composition**

The Board shall be comprised of the elected Officers; the Immediate Past Chair; and eleven At-Large Trustees.

## **Section 3. Election, Term, and Qualifications**

Ex-officio members of the Board shall qualify and be elected in the manner prescribed in these Bylaws for their qualification and election to office. Those members of the Board who are directly elected to the Board (i.e., At-Large Trustees) shall qualify and be elected in the manner provided in this Article.

No individual shall serve on the Board for more than eight (8) consecutive years not including any time served as Chair-Elect, or Immediate Past Chair, except ex-officio Board members may complete their current terms of office.

### **a. Elected Officers**

Each of the elected Officers of the Association shall be an ex-officio member of the Board of Trustees. Officers shall qualify and be elected and serve for such terms as prescribed in Article VIII of these Bylaws.

### **b. At-Large Trustee**

To qualify as a candidate for any of the At-Large Trustee positions, an individual must be a designated official representative of a Member Community. At the time of election, a candidate shall have been affiliated with a Member Community for at least two years. Nominations for At-Large Trustee positions shall be made by the Governance Committee with the intent of achieving equitable representation on the Board of each type of Community that qualifies for Regular Membership and ensuring a Board of sufficient diversity and competencies to effectively govern the association. No At-Large Trustee shall be elected to more than two consecutive three-year terms or three consecutive two-year terms as At-Large Trustee. At-Large Trustees shall be elected by the membership at the annual membership meeting in the manner prescribed by these Bylaws.

### **c. Immediate Past Chair**

The Immediate Past Chair shall be an ex-officio member of the Board of Trustees.

## **Section 4. Vacancies**

Any vacancy occurring in an At-Large Trustee position shall be filled by majority vote of the Board of Trustees. An individual elected by the Board to fill such a vacancy shall serve until the next annual membership meeting, at which meeting, if necessary, the membership shall elect an individual to fill the vacancy for the remainder of the unexpired term.

Any vacancy occurring in any ex-officio position shall be filled in the manner prescribed in these Bylaws for filling a vacancy in such position.

#### **Section 5. Resignation and Removal**

Any Trustee may resign at any time by giving written notice to the Chair, Secretary, or to the Board of Trustees. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time such resignation is tendered.

Any Trustee may be removed from the Board at any time, with or without cause, by the affirmative vote of a majority of the Board then in office.

If a Trustee ceases to be employed by a LeadingAge Florida Member Community in a position of upper management during his or her term of service on the Board, the Trustee will have up to 30 days to be re-employed by another LeadingAge Florida Member Community. If the Trustee is not so employed after 30 days, the Trustee will be automatically removed from the Board.

## **ARTICLE VII—BOARD MEETINGS**

### **Section 1. Regular and Special Meetings**

The Board of Trustees may fix by resolution the time and place for the holding of regular meetings of the Board. There shall be a meeting of the Board at least quarterly.

Special meetings of the Board may be called (i) by the Chair of the Association, or (ii) at the request of three members of the Board, provided such request is approved by the majority of the Board. The person or persons authorized to call special meetings of the Board may fix any place as the place for holding any special meeting of the Board of Trustees called by them. Any topic of business for which a special meeting is called must be stated in the call. Any attempt to postpone discussion of previously announced business or discuss business not stated in the call shall require a two-thirds vote of Trustees present and voting.

### **Section 2. Notice**

Notice of the time and place of all regular and special meetings shall be given to each Trustee by delivering notice to the Trustee by electronic mail, or any other form of delivery permitted by law, at least two (2) days before the meeting; provided, however, that at the beginning of each one-year period, a single notice of all regularly scheduled meetings for the year may be provided without having to give notice of each such meeting individually.

Notice of a meeting need not be given to a Trustee who signs a waiver of notice either before or after the meeting. The attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting, except where the Trustee promptly upon arrival objects to the transaction of affairs because the meeting is not lawfully called or convened.

### **Section 3. Quorum and Manner of Action**

A majority of the Trustees in office shall constitute a quorum for the transaction of business at any meeting of the Board. The affirmative vote of a majority of Trustees present at a meeting at which there is a quorum shall be the act of the Board, except as otherwise provided by law, by the Association's Articles of Incorporation, or by these Bylaws. Each Trustee shall have one (1) vote on all matters submitted to a vote of the Board. No Trustee voting by proxy shall be permitted.

### **Section 4. Teleconferencing**

Any or all Trustees may participate in a meeting of the Board by means of conference telephone or by any means of communication by which all persons participating in the meeting may simultaneously hear one another, and such participation shall constitute presence in person at such meeting.

### **Section 5. Action Without Meeting**

Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if all members of the Board consent thereto in one or more signed, written consents. Such consent or consents shall be submitted to the Association and shall be filed with the minutes of proceedings of the Board.

### **Section 6. Procedure**

All meetings of the Board shall be conducted in accordance with such rules of order as may be established by the Chair. In establishing such rules, the Chair shall be guided by applicable provisions of the latest edition of Robert's Rules of Order, to the extent that such provisions are not inconsistent with these Bylaws, the Association's Articles of Incorporation, the Florida Not for Profit Corporation Act, or rules adopted by the Board of Trustees.

### **Section 7. Attendance by LeadingAge Florida Representative Serving on LeadingAge, Inc. Board**

Any LeadingAge Florida member serving on the LeadingAge, Inc. Board of Trustees may be invited at the discretion of the LeadingAge Florida Board to attend meetings of the Board, but may only do so in a non-voting capacity.

## **ARTICLE VIII –OFFICERS**

### **Section 1. Officers**

The state officers of the Association shall be: a Chair, a Chair-Elect, a Housing Chair, a Continuing Care Chair, an Assisted Living and Home and Community-Based Services Chair, a Nursing Home Chair, a Secretary, a Treasurer, and the Immediate Past Chair of the Association (collectively, "Officers," and each an "Officer").

### **Section 2. Election, Term, and Qualifications**

To qualify for office of this Association, a candidate must be a designated official representative of a Regular Member Community. At the time of election as Chair, Chair-Elect, or Housing, Continuing Care, Assisted Living and Home and Community-Based Services, or Nursing Home Chair, a candidate shall have been affiliated with a LeadingAge Florida Member Community for at least four years, and for other offices, for at least three years. Only natural persons shall qualify to serve as Officers. No more than two persons from the same or related corporation or management company may serve as elected Officers at any one time.

The Chair and Chair-Elect of this Association shall be elected to no more than a two-year term for each respective office. The Immediate Past Chair shall serve one two-year term. All other officers may be elected for up to two consecutive two-year terms.

Officers shall be elected by the membership at the annual membership meeting in the manner prescribed and to the extent required by these Bylaws.

### **Section 3. Vacancies**

Any vacancy occurring in an Officer position may be filled by majority vote of the Board of Trustees, provided, however, that (a) in the event of a vacancy during the term of the Chair, the Chair-Elect shall automatically succeed to the office of Chair for the unexpired portion of the term, and (b) in the event that either the Chair-Elect is unable to succeed to the vacant office of Chair, or there is a vacancy during the term of the Chair-Elect, a special election shall be called by the Board for the purpose of filling such vacancy or vacancies for the remainder of the unexpired term(s). The special election may be conducted by mail ballot or in connection with a special meeting of the General Assembly. An individual elected by the Board to fill a vacancy in an Officer position shall serve until the next annual membership meeting, at which meeting, if

necessary, the membership shall elect an individual to fill the vacancy for the remainder of the unexpired term. The filling of a vacancy shall not affect the individual's eligibility to subsequently serve one or more full terms of office.

#### **Section 4. Resignation and Removal**

Any Officer may resign at any time by giving written notice to the Chair, Secretary, or to the Board of Trustees. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time such resignation is tendered.

Any Officer may be removed from office at any time, with or without cause, by the affirmative vote of a majority of the Board then in office.

If an Officer ceases to be employed by a LeadingAge Florida Member Community in a position of upper management during his or her term of office, the Officer will have up to 30 days to be re-employed by another LeadingAge Florida Member Community. If the Officer is not so employed after 30 days, the Officer will be automatically removed from office.

#### **Section 5. Chair**

The Chair shall prepare the agenda for, and preside over, all meetings of the Board and General Assembly, and appoint for the Chair's term committees established by the General Assembly and Board as provided by these Bylaws. The Chair shall be an ex-officio member of all committees and represent the Association before the public, either personally or through delegates, and shall perform all other duties as are herein provided and incidental to the office. At the end of his/her term the Chair shall assume the Immediate Past Chair position.

#### **Section 6. Chair-Elect**

The Chair-Elect shall assume the responsibilities of the office of Chair during the Chair's absence or inability to serve, or upon vacation of said office, shall serve as Chair of the Association for the remainder of the unexpired term; assist the Chair in public relations responsibilities and Association duties; and perform such other functions as are generally attributed to this office.

The Chair-Elect, once elected, shall become Chair of the Association at the conclusion of the final term of the current Chair, or in the event of a vacancy in the office of Chair.

#### **Section 7. Secretary**

The Secretary shall assume responsibility for the minutes of the meetings of the General Assembly and of the Board.

#### **Section 8. Treasurer**

The Treasurer shall be responsible for all funds of this Association, shall keep regular accounts thereof, and report thereon as required by the Board.

## **Section 9. Housing, Continuing Care, Assisted Living and Home and Community-Based Services, and Nursing Home Chairs**

The Housing, Continuing Care, Assisted Living and Home and Community-Based Services, and Nursing Home Chairs shall represent the members of their respective divisions, and each shall serve as Chair of his or her respective Division Public Policy Committee.

The Housing, Continuing Care, Assisted Living and Home and Community-Based Services, and Nursing Home Chairs shall assist the Chair and Chair-Elect in public relations responsibilities and Association duties, and perform such other functions as assigned by the Chair.

## **ARTICLE IX –NOMINATIONS AND ELECTIONS**

### **Section 1. Nominations**

#### **a. Procedures to be Considered for Inclusion on Slate**

The Governance Committee shall issue a call for nominations to the membership prior to the selection process listing the elective office positions available and necessary qualifications. The Governance Committee shall review the nominations and recommend a single slate of candidates to be presented to the members at the annual membership meeting.

Nominations for an elective Officer position or a position as an At-Large Trustee may be submitted for Governance Committee consideration as follows:

- Individuals may self-nominate or nominate another by filing an official form with the Governance Committee.
- Individuals may be nominated by the Governance Committee, the chairperson of which shall be responsible for completing the official form.

Nominations must be submitted no less than one month prior to the election in order to be considered by the Governance Committee. Only nominees who demonstrate to the satisfaction of the Governance Committee that they meet the qualifications for elective office as set forth in these Bylaws and any applicable policies established by the Board shall be considered.

#### **b. Nominations from the Floor**

Nominations may also be accepted from the floor during the meeting at which the election occurs in advance of such deadline as may be established by the Governance Committee and upon prior written permission of the nominee accompanied by ten (10) signatures of Regular Members of the Association for any Officer or At-Large Trustee nomination.

Only floor nominees who demonstrate to the satisfaction of the Governance Committee that they meet the qualifications for elective office as set forth in these Bylaws and any applicable policies established by the Board shall be considered for inclusion on the ballot submitted to the membership.

### **Section 2. Election Procedures**

The Governance Committee shall be responsible for execution of all election procedures. Election procedures shall be established by the Governance Committee upon approval of the Board, and shall include the following:

- Ballots shall be prepared and presented at the annual membership meeting at the annual conference.
- Ballots shall be counted in a manner prescribed by the Governance Committee at the annual membership meeting in the presence of Trustees and candidates who wish to attend.
- If, on the first ballot, an insufficient number of candidates receive a majority vote necessary for election, the Governance Committee shall immediately prepare and present a second ballot which shall contain only the names of each candidate who received one-half or more of the minimum number of votes that would have been necessary for the candidate to be elected, beginning with the candidate having the highest number of votes.
- If there is only one candidate for any office to be filled, that election may be by acclamation.

### **Section 3. Installation of Officials**

Newly-elected Officers and Trustees shall be installed at the annual conference and shall assume their duties at the close of the conference.

## **ARTICLE X – COMMITTEES**

### **Section 1. Board Committees**

#### **a. General**

The Board may create one or more committees of the Board comprised entirely of two or more Trustees (“Board Committees”). The creation of a Board Committee and appointment of Trustees to it shall be approved by a majority of the full Board, except as otherwise provided in these Bylaws. To the extent specified in the Articles, Bylaws, committee charter or resolution of the Board, such committees shall have and exercise the authority of the Board in the management of the Association. A Board Committee may not, however, (1) approve or recommend to members actions required by law to be approved by members; (2) fill vacancies on the Board or any Board Committee; or (3) adopt, amend, or repeal these Bylaws. The designation and appointment of any Board Committee and the delegation thereto of authority shall not operate to relieve the Board, or any individual Trustee, of any responsibility imposed upon the Association or the Trustee by law.

Meetings of Board Committees shall conform to the same standards for notice, quorum, voting, manner and method of acting, and other procedures applicable to meetings of the Board of Trustees as are set forth in Article VII of these Bylaws, except as otherwise provided by these Bylaws, committee charter, or resolution of the Board. Minutes of all meetings of and actions taken by Board Committees shall be recorded and maintained with the records of the Association.

#### **b. Executive Committee**

There shall be an Executive Committee which shall consist of the Chair, Chair-Elect, the Housing, Continuing Care, Assisted Living and Home and Community-Based Services, and Nursing Home Chairs, Secretary, Treasurer, and the Immediate Past Chair of the Association. If the Immediate Past Chair is not able to serve, the Board may elect a Trustee to serve on the Executive Committee.

The Chair of the Association shall preside as Chair of the Executive Committee. The Secretary of the Association shall serve as Secretary of the Executive Committee.

The Executive Committee shall have the power, on behalf of the Association, to carry on all normal matters of business in the interim periods as delineated by the Board, and shall be empowered to act on such emergency matters the exigencies of the moment may require. It shall report to the Board at the next regular meeting.

### **c. Governance Committee**

The Chair shall appoint the Governance Committee, which will consist of the Immediate Past Chair, the current Chair, Chair-Elect, and three additional Board members. The Immediate Past Chair shall serve as Committee Chair. If the Immediate Past Chair is not able to serve, the Chair shall choose an alternate Committee Chair.

The Governance Committee shall be responsible for the execution of all elections in accordance with the provisions of the Articles of Incorporation and Bylaws of the Association, any applicable Board-adopted policies, and the requirements of the Florida Not for Profit Corporation Act.

No active candidate shall serve on the Governance Committee.

### **d. Finance and Audit Committee**

There shall be a Finance and Audit Committee which shall consist of such members as may be appointed by the Board from time to time. The Finance and Audit Committee shall have such responsibilities as assigned to it by resolution of the Board.

## **Section 2. Other Committees**

One or more committees, working groups, task forces, or councils (collectively “Advisory Committees”), which may not exercise any powers of the Board, may be created by these Bylaws, or by resolution of the Board, Executive Committee, or the General Assembly. Advisory Committee members need not be Trustees. Unless otherwise provided by these Bylaws, by resolution of the body creating the committee, by committee charter, or by other policy pertaining to Advisory Committees as may be determined from time-to-time by the Board, the Chair shall be responsible for making appointments to such committees and for designating a committee chair.

Meetings of Advisory Committees shall conform to the standards for notice, quorum, voting, and manner and method of acting as may be established by the Advisory Committee chair, with the approval of the Advisory Committee members, except as otherwise provided by these Bylaws, by resolution of the body creating the committee, by committee charter, or by other policy pertaining to Advisory Committees as may be determined from time-to-time by the Board. Minutes of all meetings of and actions taken by Advisory Committees shall be recorded and maintained with the records of the Association.

The Division Public Policy Committees described in Article V, Section 2 of these Bylaws are standing Advisory Committees.

## **ARTICLE XI – PRESIDENT/CEO AND STAFF**

### **Section 1. President /Chief Executive Officer**

The Board of Trustees may engage the services of a President/Chief Executive Officer (“President/CEO”) to serve as the chief staff executive of the Association. The President/CEO shall be accountable to the Board of Trustees, through the Executive Committee, for the management of the affairs of the Association within and in accordance to the policies established by the Board. The President/CEO shall have such powers, duties, and responsibilities as may be set forth by the Board of Trustees from time to time, consistent with that provided in any employment agreement. In the event of a vacancy for the position of President/CEO, the Chair shall immediately appoint an Interim President/CEO, and shall establish a search committee.

### **Section 2. Other Staff**

The President/CEO shall be delegated the authority to employ other staff as authorized and funded by the Board.

## **ARTICLE XII – INDEMNIFICATION**

The Association shall indemnify its Trustees, Officers, and employees in accordance with and to the fullest extent permitted by law.

## **ARTICLE XIII – MISCELLANEOUS**

### **Section 1. Fiscal and Membership Year**

The fiscal and membership year of this Association shall begin on December 1 and end on November 30, unless otherwise prescribed by resolution of the Board of Trustees.

### **Section 2. Seal**

The corporate seal, if any, shall be in such form as may be approved from time to time by the Board. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

### **Section 3. Contracts**

To promote the purposes of the Association, the Board may authorize any Officer, employee, or agent, in the name of and on behalf of the Association, to enter into any contract or loan, to execute and deliver any instrument, or to sign checks, drafts or other orders for the payment of money or notes or other evidences of indebtedness, and such authority may be general or confided to specific instances; and, unless so authorized by the Board, no Officer, employee, or agent shall have power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or for any amount.

### **Section 4. Checks and Drafts**

All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Association shall be signed by such Officer, employee or agent of the Association and in such manner as shall be determined by the Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer of the Association.

#### **Section 5. Deposits**

All funds of the Association shall be deposited to the credit of the Association in such banks, trust companies, and/or other depositories or investment vehicles as the Board may determine.

#### **Section 6. Books and Records**

The Association shall keep all records required pursuant to the Florida Not For Profit Corporation Act, including correct and complete books and records of account, and minutes of all meetings and records of action of the Board or any committee thereof. Additionally, the Association shall keep at its principal office a copy of the Association's Articles of Incorporation; Bylaws; minute books for the most recent three years; all formal notices or other communications to all members generally or all members of a class for the most recent three years; a current list of the names and business addresses of the Association's Trustees and Officers; and a copy of the Association's most recent annual report filed with the Florida Department of State.

### **ARTICLE XIV - AMENDMENTS**

These Bylaws may be amended by a two-thirds majority vote cast at any regular meeting of the General Assembly at which a quorum is present, provided the proposed amendments have been given to each Member and the Board at least thirty (30) days in advance of said meeting.

### **ARTICLE XX - ADOPTION**

These Bylaws as amended shall become effective at the close of the annual conference in the year in which they are adopted.

Approved by LeadingAge Florida General Assembly on July 24, 2020