

**BYLAWS**  
LeadingAge Texas

**ARTICLE I. NAME AND PURPOSE**

Section 1. Name of Organization and Principal Place of Business

The name of this organization shall be LeadingAge Texas (hereinafter sometimes referred to as the "Association").

The principal place of business of the organization is 2205 Hancock Drive, Austin, Texas 78756.

Section 2. Purpose of LeadingAge Texas

The purpose of LeadingAge Texas shall be to protect and promote the best interests of the member organizations so that they may better serve the aging people in Texas associated with them.

To accomplish this purpose LeadingAge Texas shall stimulate and formulate collective action among nonprofit organizations to promote a healthy exchange of information, education, favorable government legislation and policies, research, and cooperation with other persons and organizations which share LeadingAge Texas's concern for aging persons.

**ARTICLE II. MEMBERSHIP**

Section 1. Benefits of Voting Membership

Membership in LeadingAge Texas shall share a common concern for aging persons and a common nonprofit philosophy.

Membership in LeadingAge Texas shall share information which is pertinent to providing excellent services for aging persons will be available to the organization.

Membership in LeadingAge Texas shall provide united representation with a common purpose before government bodies and other organizations.

Membership in LeadingAge Texas shall afford educational opportunities.

Membership in LeadingAge Texas shall make available opportunities which encourage efficiency. Membership in LeadingAge Texas shall include a community of fellowship, common interest, and common concern for one another and for the goals toward which we strive.

Section 2. Eligibility for Voting Membership

A prospective member which meets all of the following criteria shall be eligible to be a voting member in LeadingAge Texas (“Voting Member”):

- a) The prospective member shall subscribe to the statement of purpose in these Bylaws and shall demonstrate commitment to the core philosophy and values associated with serving seniors in a nonprofit setting;
- b) The prospective member shall offer residential living, assisted living, nursing home accommodations, or community services to aging persons in the State of Texas, or be the parent or controlling entity of a provider that offers such housing, accommodations or services; the parent or controlling entity and the subsidiary provider or providers should each be Voting Members;
- c) The prospective member shall either be (i) a nonprofit corporation or trust, exempt from federal income tax under Section 501(c) of the Internal Revenue Code, as amended, because of its charitable purpose; (ii) a governmental entity; or (iii) part of a system in which the identifiable controlling entity is either a nonprofit corporation or trust, exempt from federal income tax under Section 501(c) of the Internal Revenue Code, as amended, because of its charitable purpose, or a governmental entity.

### Section 3. Requirements of Voting Membership

- a) Prospective members shall be approved as Voting Members by a majority vote of those Board members present and voting at any regular or special meeting of the Board of Directors or the Executive Committee of the Board of Directors;
- b) Membership in LeadingAge Texas shall include membership in LeadingAge, through a joint dues system; and
- c) All Voting Members’ aging services-related program revenue must be provided for purposes of dues assessment.

### Section 4. Representation

Each Voting Member shall be entitled to one vote at any duly called meeting of the LeadingAge Texas membership. That vote shall be cast by the chief executive officer or his/her designee. Neither cumulative voting nor voting by proxy shall be permitted; however, the chief executive officer or his/her designee of an organization that includes more than one Voting Member may vote on behalf of all the organization’s Voting Members.

### Section 5. Termination

Membership in LeadingAge Texas shall be terminated by resignation, failure to honor a dues commitment, by a change of status that renders a Voting Member ineligible for membership, or by Board action. Any member may resign by filing a written resignation. The Board of Directors, by a two-thirds (2/3) vote of those present and voting at any regular or special meeting, may terminate a Voting Member's membership for conduct which the Board deems to be in violation of the philosophy and purpose of LeadingAge Texas.

#### Section 6. Associate Membership

Associate membership shall be conferred by the Board of Directors, under such terms and conditions as the Board may direct, upon individuals or entities which are interested in the philosophy and purposes of LeadingAge Texas but do not meet the eligibility criteria for voting membership. Individual Associate Members that are not affiliated with any entity, and individuals that are affiliated with an Associate Member that is a nonprofit or governmental entity, may serve on the Board of Directors as specially appointed directors. Otherwise, an Associate Member shall neither hold office nor vote.

### **ARTICLE III. NETWORK**

Voting Members in geographic areas shall be organized into networks which shall be recognized by the Board of Directors. The Board shall approve boundaries, criteria, and conditions for recognition of networks. Networks shall carry out the purposes of the Association in their designated areas. Through the networks the concerns and priorities of the membership shall be communicated to the Board of Directors.

### **ARTICLE IV. AFFILIATIONS**

#### Section 1. Affiliation with LeadingAge

LeadingAge Texas shall be affiliated with the LeadingAge.

#### Section 2. LeadingAge Texas Affiliations

LeadingAge Texas shall seek appropriate relationships with organizations where such affiliation is deemed beneficial in furthering the purposes of LeadingAge Texas.

#### Section 3. Member Affiliations

LeadingAge Texas shall encourage each Voting Member to be an integral part of its local community by urging residents, volunteers, staff, and Board members to participate actively in the local community, especially in those affairs which concern aging persons.

### **ARTICLE V. ASSOCIATION MEETINGS AND VOTING**

#### Section 1. Annual Association Meeting

The membership shall hold an Annual Association Meeting at a date and place determined by the Board of Directors. The purpose of the Annual Meeting shall be to elect officers and directors; to consider reports from officers, committees, and staff; and to transact such other business as may come before the membership. Additional meetings of the membership may be called by the Board of Directors.

#### Section 2. Notice of Meetings

Written notice of the date, time, and location for a meeting of the membership shall be distributed to Voting Members at least 30 days before the meeting. If the meeting is a special meeting, the notice will include the purpose or purposes for which the meeting is called.

#### Section 3. Quorum at Meetings

One-quarter (1/4) of the Voting Members of LeadingAge Texas shall constitute a quorum at any meeting of the membership.

#### Section 4. Alternative Voting Methods

A member vote on any matter may be conducted by mail, by facsimile transmission, by electronic message, or by any combination of those methods.

### **ARTICLE VI. BOARD OF DIRECTORS AND OFFICERS**

#### Section 1. Composition

The Board of Directors shall consist of officers and directors. The officers shall include the following: Chairman, Chairman-elect, Treasurer, Secretary, and Immediate Past Chairman, and Chair of the Educational Institute on Aging. Directors shall include one Director designated by each network, nine at-large Directors, the Association's LeadingAge Public Policy Congress representatives, and up to three specially appointed Directors.

#### Section 2. Eligibility

Excluding Appointed Directors (defined below), a person shall be eligible to serve on the Board of Directors of LeadingAge Texas so long as he/she is employee of a Voting Member. Only senior executive-level management employees of Voting Members shall be eligible to serve as officers.

#### Section 3. Specially Appointed Directors

The Board Chair with the approval of a majority of the Board may appoint up to three specially appointed directors with voting rights on matters before the Board ("Appointed

Directors”). Appointed Directors shall serve a one-year term and shall serve no more than three consecutive one-year terms. Appointed Directors must be either: (a) involved in or have demonstrated sufficient interest in aging services; (b) employed by a Voting Member; or (c) employed by an eligible Associate Member of LeadingAge Texas (nonprofit or governmental). Appointed Directors may not serve as officers.

#### Section 4. Authority and Responsibility

The Board of Directors shall be responsible for assuring that LeadingAge Texas fulfills its purpose according to these Bylaws. To accomplish this the Board of Directors shall have all authority necessary to manage the affairs of LeadingAge Texas and establish policy of LeadingAge Texas.

#### Section 5. Duties of Officers

The officers shall have the duties normally incident to their respective offices in addition to those duties specified in these Bylaws and such other duties as may be prescribed by the membership or the Board of Directors. The Chairman of the Board shall be an ex-officio member of each committee.

#### Section 6. Terms of Office

Officers shall be elected for one-year terms. No officer shall serve in the same office for more than two one-year terms plus any partial term he/she has fulfilled. Directors designated by networks shall be elected for a one-year term and shall serve no more than three consecutive one-year terms. The at-large Directors shall serve no more than two consecutive three-year terms plus any partial term he/she has fulfilled without spending at least one full year off the Board before being elected to a new three-year term. The nine at-large Directors' terms of office shall be established so that three expire each year.

#### Section 7. Elections

Directors designated by networks shall be elected by the network. Officers and at-large Directors shall be elected at the Annual Meeting by a majority vote of those Voting Members present and voting. Nominations from the floor of eligible persons shall be accepted. A person must have consented to serve prior to his/her nomination and a person shall occupy no more than one elected position on the Board at any given time.

#### Section 8. Removals and Vacancies

A member of the Board of Directors shall be removed by a two-thirds (2/3) vote of those members of the Board of Directors who are present and voting at any meeting. Any member of the Board of Directors who becomes ineligible to serve during a term shall be removed without a vote. A network shall elect a Director to fill a vacancy created by death, resignation, or removal of the Director designated by that network. All other

vacancies will be filled by the Board of Directors considering the recommendations of the Nominating Committee.

#### Section 9. Meetings

The Board of Directors shall meet in person at least once each year. A majority of the members of the Board shall be considered a quorum. Meetings of the Board shall be called by the Chairman or by two-thirds (2/3) of the members of the Board. There shall be written notice sent to all Board members at least seven days before the meeting or in unusual circumstances there may be verbal notice to all members not less than 24 hours before the meeting. A meeting of the Board of Directors may be called during any regular meeting of the membership without written or 24-hour verbal notice.

A meeting of the Board of Directors or a Committee thereof may be held via telephone conference or similar communications equipment, or another suitable electronic communications system, including videoconferencing technology or the Internet, or any combination, if the telephone or other equipment or system permits each person participating in the meeting to communicate with all other persons participating in the meeting. If voting is to take place at the meeting, LeadingAge Texas must:

(a) implement reasonable measures to verify that every person voting at the meeting by means of remote communications is sufficiently identified; and

(b) keep a record of any vote or other action taken.

#### Section 10. Notice of Meetings

Written notice of the date, time, and location of the meeting will be provided at least seven days before a meeting of the Board of Directors. If the meeting is to be held via conference telephone or another permitted communications system, the notice must include the form of communications system to be used for the meeting and the means of accessing the communications system.

#### Section 11. Action Without a Meeting

An action by the Board of Directors or a Committee thereof may be taken without a meeting if a written consent, stating the action to be taken, is signed by the number of Directors or Committee members necessary to take that action at a meeting at which all of the Directors or Committee members are present and voting. The consent must state the date of each Director's or Committee member's signature.

Prompt notice of the taking of an action by Directors or a Committee without a meeting by less than unanimous written consent shall be given to each director or committee member who did not consent in writing to the action.

Section 12. LeadingAge Representation

The first two representatives from Texas to the LeadingAge Public Policy Congress shall be the Chairman of the Board and the Chairman-elect. Any additional representatives in the LeadingAge Public Policy Congress for which LeadingAge Texas is eligible shall be nominated by the Nominating Committee and elected by the membership. Following the rotation as Chair-elect and Chair, a member may be nominated for the Policy Congress for additional multiple one-year terms not to exceed limits as established by LeadingAge (national) policies. Should a vacancy occur, the LeadingAge Texas Board of Directors shall elect a replacement.

Section 13. Conflict of Interest

Any duality of interest or possible conflict of interest on the part of any member of the Board of Directors shall be disclosed to the other members present and made a matter of the record. Any Board member having a duality of interest or possible conflict of interest shall not vote or use his/her personal influence in the matter and that member shall not be counted in determining the quorum for the meeting.

**ARTICLE VII. COMMITTEES**

Section 1. Executive Committee

There shall be an Executive Committee consisting of the Chair of the Board, who shall act as Chair of the Committee, the Chair-elect, the Secretary, the Treasurer, the Immediate Past Chair, and the Chair of EIA. The Chair or any two members of the Executive Committee shall call a meeting of the Committee. Any four members participating in a meeting shall constitute a quorum.

Between meetings of the Board of Directors, the Executive Committee shall be authorized to act on behalf of the Board. The Executive Committee shall act subject to the authority and discretion of the Board and the Executive Committee shall not take any action in conflict with any previous action of the Board. The Executive Committee shall report to the Board of Directors on all actions taken in carrying out its function.

Section 2. Nominating Committee

The Nominating Committee shall consist of the Immediate Past Chairman of the Board, who shall chair the Nominating Committee, the Chair-elect, and five additional members appointed by the Immediate Past Chairman, in consultation with the Chair-Elect. The appointed members of the Nominating Committee shall not be eligible for nomination by the Nominating Committee. The Nominating Committee shall present at the Annual Meeting one or more nominees for each position to be elected by the membership and shall submit its nominees in writing to the membership, normally not less than 14 days prior to such meeting.

Section 3. Other Committees

All other committees shall be created, appointed, continued, or discontinued by the Chairman of the Board of Directors with the advice and consent of the Board of Directors or the Executive Committee of the Board.

## **ARTICLE VIII. MANAGEMENT**

### **Section 1. Personnel**

The Board of Directors shall employ a President to be the Chief Executive Officer of the Corporation and the direct representative of the Board of Directors in the management of LeadingAge Texas. The President shall be given the necessary authority for the proper administration of LeadingAge Texas subject only to policies approved by the Board of Directors and to such orders as may be issued by the Board or any committees to which the Board has delegated power to act. The President shall select, employ, and supervise employees for positions which are approved by the Board. The President shall represent LeadingAge Texas at the local, state, and national levels. The President shall be an ex-officio member of each committee and of the Board of Directors, but shall be without vote.

The Board of Directors shall adopt personnel policies and practices which shall apply to all employees of LeadingAge Texas.

### **Section 2. Finances**

The Board of Directors shall establish the fiscal year, approve a budget of income and expenses annually, authorize a schedule of membership dues and receive regular financial statements.

### **Section 3. Liability and Compensation**

Neither members nor their representatives shall be liable for the debts, liabilities, or obligations of LeadingAge Texas. The title to and ownership of all LeadingAge Texas property and all money or property given or distributed to LeadingAge Texas shall be vested in the Corporation and shall be managed by the Board of Directors. No member shall have any rights or interests in the property of the Corporation. The Board of Directors shall receive no compensation for their services, though reasonable expenses may be paid.

### **Section 4. Limitation of Liability**

To the fullest extent permitted by Texas law, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits broader limitations than permitted prior to such amendment), a governing person of LeadingAge Texas is not liable to LeadingAge Texas or its members for monetary damages for an act or omission in the person's capacity as a governing

person, except that the provisions of this paragraph do not eliminate or limit the liability of a governing person for:

(a) a breach of the person's duty of loyalty to LeadingAge Texas or its members;

(b) an act or omission not in good faith that: (i) constitutes a breach of duty of the person to the organization; or (ii) involves intentional misconduct or a knowing violation of law;

(c) a transaction from which the person received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the person's duties; or

(d) an act or omission for which the liability of a governing person is expressly provided for by an applicable statute.

#### Section 5. Indemnification

LeadingAge Texas shall indemnify current and former governing persons to the fullest extent permitted under Texas law, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits broader limitations than permitted prior to such amendment).

### **ARTICLE IX. ALTERNATIVE FORMS OF WRITING**

Any photographic, photostatic, facsimile, or similarly reliable reproduction of a consent in writing signed by a Voting Member or governing person may be substituted or used instead of the original writing for any purpose for which the original writing could be used.

An electronic transmission of a consent by a Voting Member or governing person to the taking of an action by LeadingAge Texas is considered a signed writing if the transmission contains or is accompanied by information from which it can be determined:

(a) that the electronic transmission was transmitted by the Voting Member or governing person; and

(b) the date on which the Voting Member or governing person transmitted the electronic transmission. Unless the consent is otherwise dated, the date specified in this Subsection (b) is the date on which the consent is considered signed.

### **ARTICLE X. AMENDMENTS**

These Bylaws shall be amended by a majority vote of those present and voting at any duly called meeting of the members at which a quorum is present. In addition, the proposed amendment shall have been submitted in writing to the membership not less than 30 days prior to such meeting.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of LeadingAge Texas and that the foregoing Bylaws constitute the Bylaws of LeadingAge Texas as amended and adopted by the Voting Members on \_\_\_\_\_ \_\_, 2013.

\_\_\_\_\_  
\_\_\_\_\_, Secretary

Revised – June 6, 1991  
Revised – May 24, 1994  
Revised – May 23, 1995  
Revised – May 20, 1997  
Revised – May 24, 2005  
Revised – July 29, 2011  
Revised – \_\_\_\_\_, 2013