

**PREAMBLE:** Hyattsville Aging in Place Board of Directors, hereafter referred to as the Board, is responsible for the conduct of affairs of Hyattsville Aging in Place (HAP), a non-profit corporation in Prince George's County, Maryland, and hereby adopts the following By-Laws.

### **ARTICLE 1 – MISSION**

The mission of Hyattsville Aging in Place is to help Hyattsville residents over 60 stay in their homes and remain active in the community. We are dedicated to providing information and solutions to help residents achieve these goals, with independence, dignity, comfort, and safety, as set out in the Articles of Incorporation and in work plans adopted by Hyattsville Aging in Place. Hyattsville Aging in Place's powers shall be those set forth to accomplish its mission.

### **ARTICLE 2 – POWERS OF THE BOARD**

The Board shall be vested with all policymaking power as are necessary to carry out the mission of Hyattsville Aging in Place.

### **ARTICLE 3 – BOARD OF DIRECTORS**

Section 1. The Board shall consist of a minimum of five elected directors **and a maximum of 15**, in accordance with these bylaws.

Section 2. Directors shall be selected from the membership of Hyattsville Aging in Place at the Annual Meeting of the membership, as specified in the By-Laws, Article 6.

Section 3. The Board shall consist of the officers, the immediate past chair ex officio (other than any chair removed for cause or who is unable/**unwilling** to serve), and other elected and appointed directors. The Chair with the Board's approval shall have the authority to appoint other non-voting directors. The Board shall have the authority to appoint voting directors, who shall be ratified at the next meeting of the membership.

Section 4. Attendance at all Board meetings is mandatory for all directors, including regular membership meetings and special Board meetings. A director who misses three (3) meetings unexcused **within a 12-month period** may be removed from the Board. **If a director requests an excused absence for a valid reason, the chair shall grant it (such granting not to be unreasonably withheld) and it shall** be recorded in the minutes of the meeting from which she or he is excused.

Section 5. Each voting director shall be a member in good standing of Hyattsville Aging in Place, shall have one (1) vote, and shall be present to vote.

## ARTICLE 4 – OFFICERS OF THE BOARD

Section 1. Officers of the board shall be elected by the Board of Directors and shall consist of a Chair, a Vice Chair, a Treasurer and a Secretary, and such other officers as may be deemed necessary by the Board.

Section 2. The term for all officers of Hyattsville Aging in Place shall be one year or until the successor is elected. An officer may hold the same position for two consecutive terms.

Section 3. Removal: An officer may be removed for cause by a majority vote of the entire Board at a duly called meeting of the Board.

Section 4. The Chair shall prepare the agenda for, preside at and conduct all meetings of the Board; sign all contracts and agreements in the name of Hyattsville Aging in Place after they have been approved by the Board; and normally serve as the representative of Hyattsville Aging in Place in meetings, with the media and discussions with other organizations and agencies. The Chair shall have all powers and shall perform duties incident to the office of Chair and those, which may be prescribed by the Board, from time to time.

The Vice-Chair shall perform the duties of the chair if the chair is absent or unable to do so; perform such other tasks as may be assigned by the Board; and at the request of the chair, assist in the performance of the duties of the chair. The Vice Chair shall have all powers and shall perform duties incident to the office of Vice-Chair and such others as may be prescribed by the Board, from time to time.

The Treasurer shall be responsible for all funds of Hyattsville Aging in Place and shall, on a timely basis, receive and deposit all such funds into the proper account; record and monitor receipts and disbursements from such account or accounts; keep accurate books and records of the finances of Hyattsville Aging in Place; prepare a financial accounting for each regularly scheduled Board meeting; and prepare all end of the year accounting and file all federal and state tax reports.

The Secretary shall keep accurate records (including attendance records) and minutes of all meetings of Hyattsville Aging in Place; distribute copies of the minutes of the previous meeting in advance of each meeting; cause to be delivered notices of all **membership** meetings to members; and maintain the records of Hyattsville Aging in Place and a current listing, with phone numbers and email and street addresses, of the Directors at the office of Hyattsville Aging in Place. The Secretary shall post information about elections and **cause to be kept** membership records. Approved minutes of each committee and task force meeting must be filed with the Secretary.

Other designated officers shall perform such duties as may be specified by the board.

## ARTICLE 5 – COMMITTEES

Section 1. The Board shall establish and maintain standing committees and task forces as necessary, each committee being responsible to the Board. Each standing committee and task force is responsible for keeping accurate records (including attendance records) and minutes and for filing a copy of the minutes and attendance records with the Secretary of the Board.

Section 2. The Executive Committee, consisting of all the officers and the immediate past chair (unless removed **or resigned**), shall meet as needed to carry out the business of Hyattsville Aging in Place between Board meetings. The Executive Committee shall keep full accounts of its meetings and activities and shall report to the Board in the meeting succeeding such action.

Section 3. A Nominating Committee **or Board Development Committee** may be appointed by the Board as needed and consist of at least **two** directors. The Committee shall be responsible for implementing the process by which new directors are elected to the Board at the annual meeting, including: managing the nominating process as specified in Article 6; and conducting the election process at the annual meeting.

## ARTICLE 6 – ELECTION AND TERMS OF BOARD MEMBERS

Section 1. The election of Directors shall be conducted at the annual meeting.

Section 2. The Nominating Committee **or Board Development Committee** shall notify Hyattsville Aging in Place members that nominations are open by posting a public notice twice, **both online and by mail**, starting at least two months prior to the annual meeting that nominations are open. The notice will identify the available seats and the procedure and deadline by which nominations are to be made. Any member may nominate him/herself or another member **during this period. The Nominating or Board Development Committee shall meet with all nominees prior to the Annual meeting at which the ballot of all nominees will be presented.**

Section 3. Two weeks and again five days prior to the annual meeting, **the Nominating/Board Development** Committee will notify the membership of the ballot of nominees and provide information on how the election process will be conducted at the annual meeting, by posting a notice in the Hyattsville Municipal Building and emailing or mailing the information to all HAP members.

Section 4. The Nominating/Board **Development** Committee will conduct the election process at the annual meeting. The election shall be limited to the seats **and ballot** identified by the Nominating **/Board Development** Committee which shall include all eligible nominees.

Section 5. All terms shall be for three years, except that the terms for board members elected at the first election may be staggered to provide continuity.  
*(Amended September 5, 2013, term changed from two to three years.)*

Section 6. Should a vacancy occur as result of resignation or removal of a director from the Board, the Chair may, with approval of the Board of Directors, fill the vacant position with a board member who temporarily will assume duties until the next annual meeting, at which time a director shall be elected to carry out the remainder of the term.

## **ARTICLE 7 – MEMBERS**

Section 1. Membership shall be open to individuals and organizations who are interested in and committed to improving the quality of life of residents 60 years and older in Hyattsville. Hyattsville Aging in Place does not discriminate on the basis of race, religion, gender **or gender identity**, disability, sexual orientation, age, ethnicity or national origin. **Any person or entity interested in becoming a member of HAP should submit name and contact information to the HAP email, website, or phone number.**

Section 2. Individual membership shall be open to people committed to Hyattsville Aging in Place’s mission,

Section 3. Organizational membership is open to duly appointed representatives of non-profit and/or private civic, community, religious and/or business organizations committed to Hyattsville Aging in Place’s mission.

Section 4. Membership shall be for one calendar year or that portion of the calendar year remaining.

Section 5. Membership fees may be charged if the Board determines they are needed and shall be set by the Board, based on services and needs of the organization.

Section 6. Each member organization shall designate a representative or an alternate **for membership voting purposes** to serve at the pleasure of the member organization.

## **ARTICLE 8 – MEETINGS**

Section 1. **Organizational Meeting.** An Organizational Meeting shall be held within 90 days of filing the Articles of Incorporation with the State of Maryland at which time the incorporated group shall formally adopt the bylaws and elect directors. At the first meeting of the Board following the Organizational Meeting, the officers shall be elected to serve through the first Annual Meeting.

Section 2. **Annual Meeting.** The Annual Meeting of the Membership of Hyattsville Aging in Place shall be held each year at such time as is practical as determined by the Board of Directors.

Section 3. **Regular Board Meetings.** Regular meetings of the Board may be called by the Chair or Vice Chair.

Section 4. **Special Meetings.** Special meetings of the Board shall be held at any time and any place within Prince George's County or elsewhere as deemed necessary when called by the Chair or by at least three (3) voting directors. Business conducted at special meetings shall be confined to the purpose of the meeting stated in the notice of the meeting.

Section 5. **Notice of Meetings.** Notices of **HAP-sponsored events** and of the Annual Meeting of the Membership shall be sent or displayed at least seven (7) days before the date of the meeting. Notice of special meetings shall state that it is a special meeting being called and must be distributed in a mode able to reach all members at least 3 days prior to the meeting time. A good faith effort must be made to give proper notice of a meeting to all persons entitled to vote at the meeting. Members are responsible for providing Hyattsville Aging in Place with accurate, current addresses, phone numbers, email addresses and other reasonable means of reaching them for this purpose.

## **ARTICLE 9 – STAFF**

**Section 1.** Staff may be employed by the Board. The duties, functions, and compensation shall be set by the Board of Directors. An Executive Director so employed by the Board, may employ such staff as may be necessary to carry out the work of Hyattsville Aging in Place, consistent with the duties, functions and compensation and specific authorization by the Board of Directors.

**Section 2.** The Executive Director or Staff shall perform such duties as delegated by the Chair or the Board of Directors.

## **ARTICLE 10 – QUORUM AND VOTING**

A majority of the duly elected and appointed voting directors of the Board, but not less than three, shall comprise a quorum to transact business of the Board. Except as otherwise specifically provided in these bylaws, the acts of a majority of the directors of the Board present at a meeting at which a quorum is present shall be acts of the Board of Directors.

## **ARTICLE 11 – AMENDMENTS**

Proposed Amendments to the bylaws and the Articles of Incorporation must be distributed to all directors at least two weeks prior to the Board meeting at which they will be proposed. A two-thirds (2/3) vote of directors present at a meeting at which there is a quorum present shall be required to approve proposed amendments. Any amendments adopted by the Board must be presented to the Members at the next meeting of the membership for which proper notice is given in accordance with Article 8 of the bylaws and must be ratified by a majority vote of the Members present at that meeting.

## **ARTICLE 12 – INDEMNIFICATION**

Hyattsville Aging in Place may indemnify Directors, Officers, employees and agents of the corporation to the fullest extent required and permitted by General Laws of Maryland.

## **ARTICLE 13 – CONFLICT OF INTEREST**

A director having a conflict of interest or a conflict of responsibility (as determined by him/herself or by a majority of directors present at a Board meeting) on any matter involving Hyattsville Aging in Place and any other business or person shall disclose the conflict and shall refrain from voting on such matters. No director shall use her or his position as a director of Hyattsville Aging in Place for her or his own direct or indirect financial gain.

## **ARTICLE 14 – RULES OF ORDER**

Meetings shall be conducted by Roberts Rules of Order, **as needed**.

## **ARTICLE 15 – RECORDS**

Hyattsville Aging in Place shall maintain, at its principal office in the State of Maryland or at such other office or agency as the Board of Directors shall determine, an original or certified copy of the Articles of Incorporation; Bylaws, including all amendments; official membership roster; and corporate documents as directed by the Board of Directors.

Adopted 9/30/19