

## **BYLAWS**

### **NORTHWEST OHIO GERONTOLOGICAL ASSOCIATION**

#### **ARTICLE I – NAME**

The name of this Corporation shall be Northwest Ohio Gerontological Association (NOGA), an Ohio non-profit corporation.

#### **ARTICLE II – NOT-FOR-PROFIT CORPORATION**

The Corporation is a Corporation as defined in Chapter 1702.01 of the Ohio Revised Code.

#### **ARTICLE III – STATEMENT OF PURPOSE**

The purpose for which this Corporation was formed is to provide educational opportunities and a support system for those involved in the field of aging. Through these means NOGA addresses issues that affect older adults and promotes the positive aspects of aging.

#### **ARTICLE IV – DURATION**

The period during which this Corporation is to exist is perpetual.

#### **ARTICLE V – ADDRESS**

The principal address of the Corporation is:

The City of Toledo, Lucas County, Ohio

#### **ARTICLE VI – MEMBERS**

1. The members of this Corporation shall be professionals and other people interested in the field of aging.
2. The membership year shall run January 1 through December 31.
3. Members shall pay annual dues. New members shall pay dues upon joining the organization. For an individual who joins on or after November 1 of the current year, their membership will be applied for the following membership year and they will be considered a non-member until January 1 of that year unless said individual requests their dues be applied to the current year in which case they shall be considered a member in the current year.

4. Each member shall be entitled to:
  - a. one vote on matters before the Corporation for decision,
  - b. a copy of the Bylaws,
  - c. a membership roster, and
  - d. the newsletter.
5. The members of this organization shall be individuals unless and until the Board of Directors deems otherwise.

## **ARTICLE VII – BOARD OF DIRECTORS**

1. The affairs of this corporation shall be under the control of the Board of Directors consisting of 7 to 11 persons, all of whom shall be volunteers and members in good standing of this Corporation.
2. Elections for the new Directors shall take place at the annual membership meeting of the Corporation.
3. The members shall elect the Directors for two-year terms based on the procedure described in Article VIII - Section 4. No person may serve more than two consecutive terms except after an absence from the Board of Directors of at least one year.
4. The new Board of Directors shall take office at the first scheduled meeting of the board following the annual membership meeting of the Corporation. Said board meeting shall be the annual meeting of the Board of Directors.
5. Both outgoing and incoming board members shall attend the annual meeting of the new Board of Directors. At the annual meeting of the new Board of Directors all past business shall be conducted involving outgoing board members (i.e., minutes, financial report). Following such business, the board members for the coming year shall elect officers and committee chairpersons for the coming year. Only current board members shall vote on such officers or committee chairs. The new officers shall take office immediately upon election.
6. No NOGA member, board member, officer, or committee chair shall, without prior approval of the Board, commit or otherwise cause NOGA, its Board, or individual members of NOGA to incur responsibility for events such as but not limited to: financial responsibility, speaking engagements, or sponsorship.
7. The duties of the Board of Directors shall be to establish the general policies of the Corporation and to manage the business and affairs of the Corporation.

## **ARTICLE VIII – MEETINGS, NOTICES, QUORUM**

1. General membership meetings shall be held monthly or as otherwise determined by the Board of Directors.

2. The annual membership meeting of this Corporation shall be held in the month of May at such place and on such day and hour as the Board of Directors determines.
3. Special meetings of the members for any purpose or purposes may be called pursuant to a resolution of the Board of Directors, and shall be called by the President or Secretary upon the written request of one-third of the Directors in office, or at the written request of one-third of the members of the Corporation. Such request shall state the purpose or purposes of the proposed meeting. Business transacted at all special meetings shall be confined to the subjects stated in the call and matters germane thereto.
4. Notice of annual or special meetings of the members, stating the time, and place, of the meeting shall be served personally or by mail, or email, postage paid, upon each member entitled to vote at such meeting, not less than five days before the meeting; and if mailed, shall be directed to each member entitled to notice at their address as it shall appear on the books and records of this Corporation, unless he shall have filed with the Secretary of this Corporation a written request that notices intended for him be mailed to some other address, in which case it shall be mailed to the address designated in such request.
5. The members in attendance at the annual membership meeting of the Corporation shall constitute a quorum for the purpose of voting on matters before this Corporation.
6. Votes can be made "in absentia" if a member knows he cannot attend, by contacting the President for an absentee ballot.
7. Any action by a majority of members where a quorum is present shall be the action of the membership of this Corporation.

## **ARTICLE IX – MEETINGS OF THE BOARD**

1. A minimum of five meetings of the Board of Directors of this Corporation shall be held annually and additional meetings may be held on the call of the President or, if he is absent or unable or refuses to act, by any officer.
2. Notice of any meeting of the Directors, regular or special, stating the time and place of the meeting shall be served personally or by mail, or email, postage paid, upon each director not less than five days before the meeting.
3. The physical presence of not less than six Directors is required and shall constitute a quorum.
4. In addition to the powers these Bylaws expressly confer upon the Board of Directors of this Corporation, the Board of Directors may conduct additional lawful acts not specified in these Bylaws.

## ARTICLE X – OFFICERS

1. The officers of this Corporation to be elected by the Board of Directors shall be a President, President-elect, Secretary, Treasurer, and Treasurer-Elect all of whom shall be members of the Board of Directors. All officers shall hold office for one year and/or until their successors are elected and qualified to take office.
2. The President, or in their absence, President-elect shall preside at all meetings of members and of the Board of Directors and shall perform the duties usually devolving upon a presiding officer.
3. The Secretary shall attend all meetings of the Board of Directors and all annual or special meetings of the members and shall act as clerk of each meeting, recording all votes and the minutes of all proceedings in a book to be kept for that purpose, and shall perform like duties for any Committee of members if so required by resolution at any annual or special meeting of members. The Secretary shall give notice of all meetings of members or of the Board of Directors. The Secretary shall have custody of the original copy of the Bylaws and all amendments thereto.
4. The Treasurer shall have the custody of all funds and securities of the Corporation and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation maintained for that purpose, and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. He shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render an account of all transactions and of the financial condition of the Corporation to the Board of Directors at the regular meetings of the Board, or whenever they may require it.
5. The Board of Directors may require the Treasurer and any other officer or any employee of this Corporation to give a bond with one or more sureties in a sum satisfactory to the Board of Directors, conditioned upon the faithful performance of the duties of their office and for the restoration to the Corporation in case of death, resignation, retirement, or removal from office of all papers, vouchers, money, and other property of whatever kind in their possession or under their control belonging to the Corporation.
6. The Board of Directors shall cause to occur an annual review of the financial records by two persons outside the Board.

## ARTICLE XI – COMMITTEES

1. **Executive Committee.** There shall be an Executive Committee consisting of the officers and shall have all the powers of the Board of Directors subject to such limitations as the laws of the State of Ohio or resolutions of the Board of

Directors may impose, and shall have the power to affix the seal of the Corporation to all papers which it may deem to require it. The President shall serve as chairman of the Executive Committee. The Executive Committee shall have power to make rules and regulations for the conduct of its business. The Executive Committee shall meet as needed. A majority thereof shall constitute a quorum. The Executive Committee shall keep regular minutes of its proceedings and report it to the Board of Directors.

2. **Program Committee.** This committee is responsible for determining and arranging programs for regular meetings. This committee is also responsible for confirming speakers one week before their scheduled presentation.
3. **Hospitality Committee.** This committee is responsible for arranging rooms and refreshments for meetings, for meeting and greeting individuals at the meetings, displaying the NOGA banner, providing nametags, maintaining attendance, and passing out program evaluation forms and collecting continuing education information.
4. **Advocacy Committee.** Members of this committee are responsible for tracking and studying issues that impact seniors of NW Ohio. This committee is responsible for keeping the NOGA Board, NOGA membership and community, updated on these issues and helps to determine if our support or action is needed with various issues impacting the elder population.
5. **Communications/Public Relations Committee.** This committee is responsible for the compilation and distribution of the NOGA newsletter that is distributed throughout the year. This committee is also responsible for maintaining the NOGA website. This committee monitors the links to the websites and notifies agencies if they have been approved to link to the NOGA website. Members of this committee are responsible for distributing press releases prior to each meeting as well as for special functions or announcements.

Additionally this committee is responsible for ensuring current members renew their dues on time and encourage the addition of new members. This committee is also responsible for developing membership drives for the year.

Finally, this committee is responsible for addressing the networking and needs between NOGA members and NOGA with other organizations. This committee is responsible for monitoring other gerontology/geriatric "clubs" in northwest Ohio. This committee is also responsible for outreach activities, miscellaneous communications and the NOGA phone tree. Working with the Program Committee, they will be responsible for the thank you notes to the host site and speakers of each program meeting.

6. The President shall from time to time appoint such standing special Committees as are authorized by the Board of Directors. Each Committee shall consist of such number of persons, as the Board of Directors deems advisable. All acts of

such Committees shall be subject to approval of the Board of Directors. These Committees may include Special Projects, Recognition, and Scholarship.

7. All Committee appointments shall be made as soon as possible after the election of officers or as vacancies occur. Committee members shall serve for such terms as may be provided by the Board.
8. The chairpersons of standing or special Committees shall be members of the Board of Directors. Each Committee shall consist of such a number of Directors, as the Board deems advisable. In addition to the usual duties, the chairperson of each committee shall ensure that records of committee work be maintained and made available to the Board of Directors. All records shall be completed and submitted to the out-going President at the end of the year.

## **ARTICLE XII – VACANCIES**

1. All vacancies on the Board of Directors, whether caused by failure to elect, resignation, death, or otherwise, may be filled by a majority of the whole authorized number of directors, may, by the vote of a majority of their number, fill any vacancy in the board for the unexpired term.
2. The Board of Directors at any stated or special meeting, whether caused by failure to elect, resignation, death, or otherwise, may fill all vacancies in the Executive Committee.
3. In case there is a vacancy on the Board of the Corporation, whether caused by failure to elect, resignation, death, or otherwise, the Board of Directors at any regular or special meeting may fill such vacancy. Such Board member(s) so elected to fill vacancies shall serve until the next annual meeting of members and until their successors are elected and qualify.
4. Resignation and removal: Any director may submit their resignation in writing to the Board. Absence from two consecutive meetings without due cause (unexcused), as determined by the Board, constitutes a forfeiture of Board membership. Any Board member may also be removed from office at any time for cause by a majority vote of the Directors provided there is a quorum present at the meeting at which such action is taken and provided said director receives thirty (30) days notice of the vote for removal.

## **ARTICLE XIII – FISCAL YEAR**

The fiscal year of this Corporation shall be January 1 to December 31.

## **ARTICLE XIV – NONDISCRIMINATION**

The members, officers, Directors, Committee members, employees, and persons served by this Corporation shall be selected entirely on a nondiscriminatory basis with

respect to age, gender, race, religion, disability, ethnicity, sexual orientation, socio-economic status, indigenous heritage or national origin.

## **ARTICLE XV – AMENDMENTS**

The Bylaws of this Corporation may be altered or repealed by a majority vote of the Board of Directors.

Any proposed amendments to the Bylaws must be submitted in writing to the Board of Directors.

## **ARTICLE XVI – DISSOLUTION**

Upon dissolution of NOGA, the assets of the organization shall be distributed as follows:

1. Upon liquidation, dissolution, or abandonment of the Corporation, after providing for the debts and obligations thereof, the remaining assets will not inure to the benefit of any private person, but will be distributed to a nonprofit fund, foundation, or Corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3).
2. Assets held by the organization which are designated for specified purposes shall be applied as far as feasible in accordance with the terms of the designation.
3. Any assets not applied pursuant to subparagraph one (1) shall be applied as far as feasible in accordance with the purpose as stated in the NOGA Articles of Incorporation and Bylaws.
4. If it is not feasible to apply assets of the organization as provided in subparagraphs one (1), two (2), and three (3) the assets shall be applied as directed by a court of competent jurisdiction, in the County of Lucas, in the State of Ohio and the NOGA directors shall file appropriate action in that Court. The Attorney General of the State of Ohio shall be made party to any such action if counsel for NOGA deems it necessary to do so.

## **ARTICLE XVII – MISCELLANEOUS**

Following the adoption of the amendments, the original Bylaws of the Northwest Ohio Gerontological Association (NOGA) became effective on August 16, 1982.

Revised August 15, 2001  
Toledo, Ohio

Revised February 7, 2008  
Toledo, Ohio

Revised September 2, 2004  
Toledo, Ohio