

BYLAWS

Aging Together

ARTICLE I - ORGANIZATION

Section 1. Name. The name of the Corporation shall be Aging Together Corporation.

Section 2. Principal Office. The principal office for Aging Together shall be located in the County of Culpeper. Aging Together may have such other offices, either within or without said County, as the Board of Directors may designate and the business of Aging Together may from time to time require.

Section 3. Registered Office and Agent. The Corporation shall have and continuously maintain a registered office and a registered agent in the State of Virginia, as required by the State of Virginia Nonprofit Corporation Act. The registered agent shall be either an individual resident of the State or a corporation authorized to transact business in the State.

ARTICLE II - PURPOSE

Aging Together shall serve the five counties of Virginia's Rappahannock Rapidan Region: Culpeper, Fauquier, Madison, Orange, and Rappahannock.

Aging Together, through partnerships, connects people to communities and resources to improve quality of life as we age.

The purposes for which Aging Together was formed are to:

- Increase information and coordination of services for older adults and their families in the Rappahannock Rapidan area;
- Convene partners, potential funders, and local governments through local county teams, regional workgroups and issue specific initiatives;
- Keep information about elder needs in front of the public and decision-makers;
- Work on regional projects to enhance supports for elders and their families.
- Function as the regional No Wrong Door Advisory Council. *(Amended 10/09/2020)*

Section 1. Membership Qualification. Aging Together is comprised of organizations and individuals that have demonstrated their support for the organization and its Mission through participation in one or more of Aging Together's workgroups, committees, teams or initiatives.

There shall be the following classes of members:

a. Individuals: Individual members shall consist of those individuals who share the mission of Aging Together, who represent only themselves and not a business or organization, and who meet any additional requirements for individual membership as may be imposed by the Board of Directors. Individual members shall be non-voting members of Aging Together.

b. Organizational: Organizational members shall consist of any organization that shares the mission of Aging Together and who meet any additional requirements for organizational membership as may be imposed by the Board of Directors. Organizational members shall be non-voting members of Aging Together.

Section 2. Membership Meetings. There shall be an Annual Meeting of the members of Aging Together that shall be held after the end of the fiscal year, but not later than September 30th, at such time, day, and place as shall be designated by the Board of Directors. The meeting shall be for the purpose of receiving reports of the Officers and committees, introducing the new Board of Directors and Officers and any other business that may arise. *(Amended 04/07/2017 and 10/12/18)*

Section 3. Notice. Notice of the Annual Meeting shall be given through publication in newspaper of general circulation in the areas served by Aging Together, not less than ten days nor more than 30 days prior to the date of the meeting. *(Amended 04/07/2017)*

ARTICLE III - BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors (Board) serves as executive body for Aging Together, and has final decision-making authority in all operational matters and policy establishment. The Board is responsible for decisions on hiring, supervision and evaluation of the Executive Director. It also has responsibility for direction and oversight of the Aging Together Strategic Plan.

Section 2. Board Membership. The Board of Aging Together shall be composed of no less than ten and no more than twenty individuals. *(Amended 8/2/2013, 10/9/2020)*

Subsection A. Designated Members. The Board may include at least one representative from each of the following organizations: the five County Departments of Social Services, the Rappahannock-Rapidan Regional Commission, Novant Health UVA Health System Culpeper Medical Center, Fauquier Health, and Rappahannock Rapidan Community Services. *(Amended 8/2/2013 and 10/12/18)*

Subsection B. Appointed Members. Up to ten additional Directors, with no more than three from any of the five counties served by Aging Together, may be appointed to the Board for a term of three years by a vote of two-thirds of existing Directors.

After serving two consecutive terms (six years), an Appointed Director shall not participate as a member of the Board for at least one year; thereafter, such person is eligible for re-election for two additional terms. In no event shall a Director serve more than four terms (twelve years). *(Amended 10/09/2020)*

Section 3. Resignation. Any Director may resign at any time by giving written notice to the Chair. Such resignation shall take effect at the time specified therein, or, if no time is specified,

at the time of acceptance thereof as determined by the Chair. A Designated Member must indicate the name and position of the individual replacing him/her on the Board.

Section 4. Absences. Absence from three consecutive meetings of the Board shall be considered as a resignation by the Director so absent unless specifically excused by the Chair. If the Director is appointed the Chair shall notify the chief executive officer of the Member Organization and request that a new representative be appointed.

Section 5. Removal. The Board, by two-thirds vote of current members, may recommend to the Executive Committee that a Director be removed from office for cause. Removal of a Director shall require a two-thirds vote of voting members at a regular Board meeting or a special meeting called specifically for that purpose. Notice of the recommended removal must be included with the meeting notice.

Section 6. Regular Meetings. Regular meetings of the Board of Directors shall be held at least every other month on a regular schedule or as otherwise determined by the Board of Directors.

Section 7. Special Meetings. Special meetings of the Board of Directors may be called at the direction of the Chair or by a majority of the voting Directors then in office, to be held at such time, day, and place as shall be designated in the notice of the meeting.

Section 8. Quorum. A majority of the Directors, including the Chair or Vice-Chair, shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 9. Manner of Voting. Except as otherwise expressly required by law or these Bylaws, the affirmative vote of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board. Each Director shall have one vote.

Subsection A: Polling. The Chair or Vice-Chair may if necessary poll the Directors on any matter by telephone, electronic mail or facsimile. Said vote must be acknowledged in writing at the next regular meeting as to the purpose and results of the poll. Such a consent shall have the same force as a vote taken at a regular or special meeting and may be accepted without further inquiry by any person relying thereon. The Secretary shall file the written consent with the minutes of the meetings of the Board.

Section 10. Minutes of Meetings. The minutes of the regular, special and annual meetings and that of the Executive Committee meetings shall be recorded and sent by mail, electronic mail or facsimile to the Board of Directors for review prior to the next regular meeting. Board of Director meeting minutes shall be reviewed and approved during the next regular meeting. The Executive Committee is required to submit minutes and make a report of its activities since the

last Board meeting. No action need be taken on the minutes, which are generally intended for information only, but may sometimes contain recommendations calling for action by the Board of Directors. All minutes shall be maintained by the Secretary of Aging Together in Aging Together's Master Binder.

Section 11. Notice. Notice of the time, day, and place of any meeting of the Board of Directors shall be given at least 72 hours prior to the meeting. The purpose for which a special meeting is called shall be stated in the notice. Notice may be given by mail, electronic mail or facsimile and will be deemed given when sent. Prior to regular meetings, an agenda, minutes of previous meetings, and documents for review will be sent to members of the Board to allow review prior to the next meeting when possible.

ARTICLE IV - OFFICERS

Section 1. Officers. The officers of Aging Together shall consist of a Chair, a Vice Chair, and a Treasurer. Aging Together shall have such other assistant officers as the Board may deem necessary. A Director may not hold more than one office. The Aging Together Executive Director shall serve as the Recording Secretary. *(Amended 8/2/2013)*

Section 2. Selection of Officers. The officers of Aging Together shall be elected by the Board of Directors. These officers shall perform the duties prescribed by the bylaws and by the parliamentary authority adopted by Aging Together. It is recommended that a first-year member not serve as an officer.

The Board membership shall elect executive officers at the June meeting of odd-numbered years. The Governance Committee shall act as the nominating team with the Committee Chair as the nominating Chairperson and the AT Executive Director as the Vice Chair. This team shall provide a recommendation of officers at the May meeting of the odd numbered years. Additional nominations can come from the floor at the June meeting.

Election of officers shall be conducted at the June meeting. A candidate receiving a majority vote of the entire Board membership shall be elected.

The nomination team is immediately dissolved after the new officers are elected. After the end of their term, the Immediate Past Board Chair may serve as ex-officio for a period of one year.

(Amended 10/12/18)

Section 3. Term of Office. The officers of the Corporation shall be installed at the last regular meeting of the fiscal year at which they are elected and shall hold office for two years or until their respective successors shall have been duly elected. The term for each office shall be two consecutive years and each officer shall be eligible for re-election for one additional term.

Section 4. Resignation. Any officer may resign at any time by giving written notice to the Chair. Such resignation shall take effect at the time specified in the notice, or if no time is specified, then immediately.

Section 5. Removal. Any officer may be removed from such office, with cause, by a two-thirds vote of the voting members of the Board of Directors at any regular or special meeting of the Board

called expressly for that purpose.

Section 6. Vacancies. A vacancy in any office shall be filled by the Board of Directors for the unexpired term.

Section 7. Chair. The Chair shall give active direction to the affairs of Aging Together. He/she shall preside at all meetings of the Board of Directors and the annual Aging Together meeting. Contracts, other legal instruments or budget obligations shall follow the typical business practices of Aging Together or its fiscal agent in force at the time.

Section 8. Vice Chair. The Vice Chair shall assume the duties of the Chair in the event of his/her absence, resignation or inability to discharge the duties of the Chair. The Vice Chair shall perform all duties incident to the office of the Vice Chair and other duties as may be prescribed by the Board of Directors.

Section 9. Treasurer. The Treasurer will review the monthly financial reports to ensure that funds are recorded, spent and monitored consistent with sound financial management. The Treasurer will present the financial reports to the Aging Together Board of Directors at their regular meetings. The Treasurer may prepare or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports. He or she may, in general, perform all duties incidental to the office of Treasurer and other such duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors. *(Amended 8/2/2013)*

Section 10. Bonding. If requested by the Board of Directors, any person entrusted with the handling of funds or valuable property of the Corporation shall furnish, at the expense of the Corporation, a fidelity bond, approved by the Board of Directors.

ARTICLE V - EXECUTIVE COMMITTEE

Section 1. Members. The Executive Committee shall consist of the officers of Aging Together. *(Amended 10/09/2020)*

Section 2. Authority. The Executive Committee, between meetings of the Board of Directors, has the authority to exercise all powers of the Board of Directors pertaining to the management and administration of the affairs of Aging Together, except the power to appoint new members or to fill vacancies on the Board, to amend the Articles of Incorporation or the By-laws, and to perform such other acts as prohibited by law.

The Executive Committee shall meet at such times and places as are called by the Chair. The committee shall be responsible for the overall governance and strategic planning of Aging Together.

Section 3. Minutes of Meetings. The Executive Committee shall keep minutes of its proceedings and submit same for review and examination at the next meeting of the Board of Directors. They shall be maintained by the Secretary in Aging Together's Master Binder.

ARTICLE VI - COMMITTEES AND WORKGROUPS

Section 1. Regional Workgroups and other Committees. The Chair may designate and appoint one or more committees or workgroups, each consisting of two or more Aging Together members, with one representative designated as committee or workgroup chair.

Section 2. Agendas and Minutes. Each committee or workgroup will prepare a written agenda and minutes of each of its meetings, and submit all agendas and minutes to Aging Together's Recording Secretary.

ARTICLE VII - MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year. The fiscal and administrative year of Aging Together shall be from July 1st through June 30th unless otherwise determined by the Board of Directors

Section 2. Parliamentary Authority. The rules contained in the current edition of Robert's Rules of Order shall govern Aging Together in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules that Aging Together may adopt.

Section 3. Dissolution of Corporation. Upon the dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code), i.e. charitable, educational, religious or scientific, or shall be distributed by the Federal government, or to a State or local government, for public purposes.

Section 4. Liability for Corporate Debts. The Directors of Aging Together shall not be individually or personally liable for the debts, liabilities, or obligations of Aging Together.

Section 5. Limitations of Liability for Officers and Directors. Any Officer or Director who is not compensated for his or her service on a salary or prorated equivalent basis shall be immune from personal liability for any civil damage arising from acts performed in his or her capacity.

Section 6. Electronic Meeting. Any one or more Directors may participate in a meeting of the Board, or any Board Committee, by means of any electronic device which allows all persons participating in the meeting to hear each other. Participation by telephone or other electronic device shall be equivalent to presence in person at the meeting for purposes of determining if a quorum is present.

ARTICLE VIII - INDEMNIFICATION

Section 1. Applicability. Unless otherwise prohibited by law, Aging Together shall indemnify any director or officer or any former director or officer, and may by resolution of the Board of Directors indemnify any employee, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a director, officer, or employee. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to Aging Together for damages arising out of his or her own gross negligence in the performance of a duty to Aging Together.

Section 2. Expenses & Liability. Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such director, officer, or employee. Aging Together may advance expenses or, where appropriate, may itself undertake the defense of any director, officer, or employee. However, such director, officer, or employee shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Article.

Section 3. Insurance. The Board of Directors shall also authorize the purchase of insurance on behalf of any director, officer, employee, or other agent against any liability incurred by him which arises out of such person's status as a director, officer, employee, or agent, whether or not Aging Together would have the power to indemnify the person against that liability under law.

ARTICLE IX - AMENDMENTS TO BYLAWS

Section 1. Votes. The Articles of Incorporation or By-Laws may be amended, modified, altered or repealed in whole or in part by a two-thirds vote of the members of the Board of Directors present at a meeting of the Board. *(Amended 02/01/2013)*

Section 2. Notice. Written notice of the meeting date, time and place of the Board of Directors at which any such action is to be voted upon, together with a statement of the proposed action and revisions, shall be mailed or electronic mailed to each Board of Directors not more than 60 days nor less than 30 days before such meeting. *(Amended 02/01/2013)*

Amendment to the Bylaws of the Aging Together Corporation, approved by the Board of Directors at the February 1, 2013 meeting of the Aging Together Board of Directors.

Added Article IX.

Sallie Morgan, Chair/Date

Chris Miller, Recording Secretary/Date

Amendment to the Bylaws of the Aging Together Corporation, approved by the Board of Directors at the August 2, 2013 meeting of the Aging Together Board of Directors.

Revise Article III to read as follows, to increase the total number of Board members to no more than sixteen individuals, to clarify the type and number of Designated Members, and to incorporate under Article IV, sections 1 and 9, the addition of the office of Treasurer to the Board of Directors.

Sallie Morgan, Chair/Date

Chris Miller, Recording Secretary/Date

Amendment to the Bylaws of the Aging Together Corporation, approved by the Board of Directors at the April 7, 2017 meeting of the Aging Together Board of Directors.

Delete Article II, Section 2, to remove the terms of membership for non-voting individual and organizational members of Aging Together, and to re-number Article II, Sections 3 and 4 as a result of the deletion of Section 2.

Sallie Morgan, Chair/Date

Carol Simpson, Recording Secretary/Date

Amendment to the Bylaws of the Aging Together Corporation, approved by the Board of Directors at the October 12, 2018 meeting of the Aging Together Board of Directors.

Amend Article II, Section 2, to remove the specific timeframe for the annual meeting. Under Section 2, subsection A, change language from “shall” to “may” and removing Piedmont United Way from the designated member list, and changing the names of the Culpeper hospital, the Fauquier hospital and the Community Services. In Article IV, Section 2, adding language that “it is recommended that a first-year member not serve as an officer and the process for the election of officers was more clearly defined.

Sallie Morgan, Chair/Date

Carol Simpson, Recording Secretary/Date

Amendment to the Bylaws of the Aging Together Corporation, approved by the Board of Directors at the October 9, 2020 meeting of the Aging Together Board of Directors.

Amend Article II to reflect new mission statement.

Amend Article III, Section 2 to reflect increase of maximum Board membership to 20 individuals.

Amend Article III, Section 2.B to increase appointed membership to allow up to 10 appointed members with a maximum of three from any individual County and to increase terms of appointment from 2 years to 3 years

Amend Article V, Section 1 to clarify the composition of the Executive Committee to solely include Aging Together Officers.

Lisa Peacock, Chair/Date

Ellen Phipps, Recording Secretary/Date

Amendment to the Bylaws of the Aging Together Corporation, approved by the Board of Directors at the August 13, 2021 meeting of the Aging Together Board of Directors.

Move Article III, Section 7 to Article VII, Section 6 and revise telephonic meetings to electronic meetings and broaden to Board and all Committees of the Board.

Renumber Sections 8 to 12 within Article III.

Lisa Peacock, Chair/Date

Ellen Phipps, Recording Secretary/Date