

# **LEADINGAGE NEW JERSEY**

## **Bylaws**

# LEADINGAGE NEW JERSEY

## BYLAWS

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# LEADINGAGE NEW JERSEY

## BYLAWS

### Mission/Vision/Shared Values

#### Mission

*We are dedicated to advancing quality aging services in New Jersey through advocacy, education and fellowship.*

#### Vision

*We will be recognized as a trusted statewide leader and resource for comprehensive aging services.*

#### Shared Values

*We believe in:*

- *Affirming the enduring value of our elders to society, to family and to the community*
- *Promoting quality, stewardship and choice in aging services*
- *Advancing mission driven values, compassionate services and public trust*
- *Being accountable to those we serve*
- *Developing ethical leadership*

### Article I: Name

The Corporation shall be known as LeadingAge New Jersey, Inc. (“LEADINGAGE NEW JERSEY” or the “Corporation”).

### Article II: Seal

The Corporate Seal shall have inscribed thereon the name of LEADINGAGE NEW JERSEY and the words “Founded 1931 and Incorporated 1949 New Jersey” and shall be in the custody of the Secretary/Treasurer or other appropriate Officer designated by the Board of Trustees.

### Article III: Membership

The Membership of LEADINGAGE NEW JERSEY shall consist of Members, Partners **and Affiliates**, as described in this Article. Members in good standing shall be entitled to

vote as provided in these Bylaws. Each Member is entitled to one vote. Partners and Affiliates are not entitled to vote.

**Section 1. Members.** Non-profit and government-sponsored providers engaged in providing care, services and/or housing for the aging are eligible to become Members of LEADINGAGE NEW JERSEY (the “Members”). Limited partnerships in which the primary partner is a non-profit entity or controlled by a non-profit entity are also eligible to become members of LEADINGAGE NEW JERSEY. Each Member shall be represented by its chief executive officer, administrator, housing manager or such other person designated by the Member (the “representative”) and are entitled to one (1) vote.

**Section 2. Partners.** Individuals, businesses, organizations and agencies interested in the care, services and/or housing for the aging who or which are not otherwise eligible to become Members are eligible to become Partners of LEADINGAGE NEW JERSEY. Partners are not entitled to vote.

**Section 3. Affiliates.** For profit providers and limited partnerships, in which primary partner is a for profit entity or controlled by a for profit entity, engaged in providing care, services and/or housing for the aging are eligible to become Affiliate members (“Affiliates”). Each Affiliate shall be represented by its chief executive officer, administrator, housing manager or such other person designated by the Affiliate. Total Affiliate dues shall be limited to no more than twenty percent (20%) of total LEADINGAGE NEW JERSEY membership dues revenue. Affiliates are not entitled to vote and are ineligible to serve to serve on the Board of Trustees.

#### **Article IV: Fiscal Year**

The fiscal year of LEADINGAGE NEW JERSEY shall be from January 1 through December 31.

#### **Article V: Dues**

**Section 1. Establishment of Dues.** The Members, Partners, and Affiliates, shall pay such annual dues to LEADINGAGE NEW JERSEY as the Board of Trustees shall establish from time to time in its sole and absolute discretion.

**Section 2. Payment of Dues.** Dues shall be immediately due and payable by a Member, Partner, or Affiliate upon receipt of a bill therefor. Any Member, Partner, or Affiliate who fails to pay his/her/its dues within three (3) months of receipt of the bill thereof shall be considered in default and shall be notified of such in writing. The Board of Trustees may terminate any Member, Partner, or Affiliate for such failure. The Board of Trustees may approve requests for any modifications to dues for extenuating circumstances for a one-year period. Any and all requests for modifications to dues will be made on an annual basis.

## **Article VI: Trustees**

### **Section 1. Trustees.**

- a. Generally. The Board of Trustees shall be the governing body of LEADINGAGE NEW JERSEY. The number of Trustees which shall constitute the full Board of Trustees shall consist of at least nine (9) and no more than fifteen (15) persons, as determined by the Board of Trustees from time to time. All of the Trustees, except for two (2), must be affiliated with a Member. All Trustees are eligible to vote.
- b. Classes. The Board of Trustees shall be comprised of three (3) separate classes of Trustees, with each class to be as nearly equal in number as possible.

**Section 2. Nomination.** A slate of candidates for the expiring class of Trustees shall be presented by the Nominating Committee to the Members at their Annual Business Meeting, at which time the Members shall elect the new Trustees.

### **Section 3. Term.**

Generally. Trustees shall be elected to a three (3)-year term, which shall commence on July 1. Each Trustee shall continue in office until his/her successor is duly elected and qualified (or until his or her earlier death, resignation or removal).

- a. Limitations. No Trustee may serve more than two (2) successive full terms or a maximum of ten (10) consecutive years, including in any officer position. For example; a Trustee is elected to serve as Secretary/Treasurer at the start of his/her fifth (5<sup>th</sup>) year of service. That Trustee would then serve year five (5) and six (6) as Secretary/Treasurer and at the end of year six (6) would rotate off the Board unless he/she is elected to a different officer position, but at no time would election to a different officer position(s) extend the term of a Trustee to more than 10 consecutive years.

For this purpose, a term shall not be considered a “full term” when a Trustee has been appointed to fill an unexpired term or elected to a term of less than three (3) years. A former Trustee may be nominated and elected to a new term, provided that the new term begins at least one (1) year after the expiration of his/her last term.

- c. Term Extension. A Board quorum may extend a Trustee term for up to one (1) year as needed.

***Proviso: To take effect on July 1, 2017***

**Section 4. Terminations, Resignations and Vacancies.**

- a. Terminations. Any Trustee may be suspended for any good cause by two-thirds of Trustees, acting in good faith, and terminated by a majority of Members for any reason, as determined by the Members in their sole and absolute discretion, or after three (3) absences from regular Board meetings during a twelve (12) month period commencing on the first day of July in any year. In addition, any Trustee who is affiliated with a Member shall immediately cease to serve as a Trustee if his/her relationship with the Member is terminated or the Member is terminated by the Board of Trustees pursuant to these Bylaws. If she/she subsequently becomes affiliated with another Member, he/she may be reappointed to the Board of Trustees pursuant to these Bylaws. Any Trustee whose affiliated Member terminates, voluntarily or otherwise, its relationship with LeadingAge New Jersey will immediately cease to be a member of the Board.
- b. Resignations. Any Trustee may resign from the Board of Trustees by submitting his/her resignation in writing to the Chairperson. Such resignation shall become effective upon its receipt or as otherwise specified therein.
- c. Vacancies. Any vacancy that occurs in the Board of Trustees by reason of death, resignation, removal, increase in the number of Trustees or other cause whatever shall be filled by the Chairperson with the approval of the Board of Trustees.

**Section 5. Requirements.**

- a. Attendance at Meetings. Each Trustee shall attend a majority of the meetings of the Board of Trustees convened during the calendar year.
- b. Participation on Committees. Each Trustee shall actively participate on at least one (1) Committee and/or Task Force of the Board of Trustees and shall attend at least one-half (1/2) of the meetings of such Committee and/or Task Force during the calendar year.

**Section 6. Duties.** It shall be the duty of the Board of Trustees to carry out the objectives and purposes of LEADINGAGE NEW JERSEY, and to this end, the Board of Trustees may exercise all powers of the Corporation. Specifically, but without limitation, the Board of Trustees shall be responsible for:

- a. the strategic planning and overall policies of LEADINGAGE NEW JERSEY.
- b. the management of funds, property and affairs of LEADINGAGE NEW JERSEY as a policy making board.

- c. the performance of any acts and functions appropriate to the Board of Trustees including, but not limited to, those additional duties as listed and defined in the Board Orientation Manual, which are not inconsistent with the laws and regulations of the United States, Internal Revenue Code, State of New Jersey, the LEADINGAGE NEW JERSEY Articles of Formation, the LEADINGAGE Alignment Agreement or these Bylaws.

## **Article VII: Officers**

**Section 1. Officers.** The executive officers of LEADINGAGE NEW JERSEY (the Officers”) shall consist of a Chairperson, Chair-Elect, President, Secretary/Treasurer all of whom, with the exception of the President, shall serve on the Board of Trustees and be affiliated with a Member.

*Proviso: To take effect on July 1, 2017*

**Section 2. Nomination.** A slate of candidates for the Officers shall be presented by the three (3) Board members selected by the Board of Trustees to service on the Nominating Committee (see Article IX, Section 1. B.) in consultation with the Chairperson of the Board of Trustees at the last regular meeting of the Board prior to the Annual Meeting.

**Section 3. Term.** All Officers shall be elected for a two-year term by the Board of Trustees. The term of each Office shall commence on July 1. Each Officer shall continue in office until his/her successor is duly elected and qualified. All Officers shall serve no more than one (1) two-year term in any one (1) office.

**Section 4. Terminations, Resignations and Vacancies of Officers.**

- a. Terminations. Any Officer may be terminated for any good cause, as determined by two-thirds of Trustees acting in good faith, in their sole and absolute discretion.
- b. Resignations. Any Officer may resign by submitting his or her resignation in writing to the Chairperson (or, in the case of the Chairperson, to the Board of Trustees). Such resignation shall become effective upon its receipt or as otherwise specified therein.
- c. Vacancies.
  1. Any vacancy in the Office of Chairperson shall be assumed by the Chair-Elect or, if not so assumed, filled by the Board of Trustees in its sole and absolute discretion.
  2. Any vacancy in any other Office of LEADINGAGE NEW JERSEY shall be filled by the Chairperson, subject to the approval of the Board of Trustees by majority vote, or, if not so filled, by



the Board of Trustees in its sole and absolute discretion.

**Section 5. Duties of Officers.**

- a. The Chairperson. The Chairperson shall call and preside at all meetings of the Board of Trustees and the Members. The Chairperson shall provide leadership to the Board of Trustees and its Committees.
- b. The President. The President shall be the chief executive officer of LEADINGAGE NEW JERSEY and shall have such powers and authority customarily associated with this position. In line with the policies, goals and strategies of the Board of Trustees, the President shall have voice at Board Meetings, and general supervision of and general management and executive powers over all the property, operations, business, affairs and employees of LEADINGAGE NEW JERSEY and shall see that the policies and programs adopted or approved by the Board of Trustees are carried out. Unless otherwise directed, the President shall attend all meetings of the Board of Trustees. The President shall exercise such further powers and duties as from time to time may be prescribed in these Bylaws or by the Board of Trustees.
- c. The Chair-Elect. The Chair-Elect shall exercise such powers and duties as from time to time may be prescribed in these Bylaws or by the Board of Trustees or the Chairperson. At the request of the Chairperson, or in his/her absence or disability, the Chair-Elect shall exercise the powers and duties of the Chairperson.
- d. The Secretary/Treasurer. The Secretary/Treasurer shall perform all duties customarily incident to the office of the Secretary/Treasurer **and** shall keep or cause to be kept all official correspondence of the Corporation, the minutes of all meetings of the Corporation, the Board of Trustees and the Executive Committee. When authorized by the Board of Trustees, the Secretary/Treasurer shall cause to be sent notices of all meetings, affix the corporate seal to and sign all instruments requiring the seal and the Secretary/Treasurer's signature, and shall keep or cause to be kept such other records and shall perform such other duties as may be assigned by these Bylaws or the Chairperson of the Board.

*Proviso: To take effect on July 1, 2017*

**Article VIII: Public Policy Congress**

**Section 1. Appointment.** LEADINGAGE NEW JERSEY's representatives to the LEADINGAGE Public Policy Congress shall be designated and presented by the Chair to the LEADINGAGE NEW JERSEY Board of Trustees and shall serve terms in compliance with LEADINGAGE Bylaws.

**Section 2. Number of Representatives.** The number of representatives each state is permitted is determined based upon the number of Members. LEADINGAGE NEW JERSEY qualifies for three (3) representatives.

### **Article IX: Committees**

#### **Section 1. Nominating Committee.**

- a. Purpose. The Nominating Committee shall nominate the slate of persons eligible to become Trustees.

Composition. The Nominating Committee shall consist of five (5) Member representatives - at least three (3) of whom are voting members of the Board of Trustees – selected by the Chairperson of the Board of Trustees in his/her sole and absolute discretion.

- b. Slate of Nominees. The Nominating Committee shall submit its slate of nominees for the positions of Trustees to the Members no later than 30 days before the Annual Meeting.

#### **Section 2. Executive Committee.**

- a. Purpose. The Chairperson shall preside at the Executive Committee. The Executive Committee shall act in all Board-related matters that may arise between meetings of the Board of Trustees, provided these actions are in accordance with these Bylaws, the policies of the Board of Trustees, and previous decisions. All matters considered, and actions taken, by the Executive Committee shall be reported to the Board of Trustees at the next regular meeting of the Board of Trustees. The salary and other compensation of the President shall be recommended and approved by the Executive Committee, provided that the President shall not participate in such process. A performance review of the President shall be conducted annually by the members of the Executive Committee. The hiring and/or termination of the President are subject to review and approval of the Board of Trustees.

- b. Composition. The Executive Committee shall consist of the Officers of LEADINGAGE NEW JERSEY and two (2) other members of the Board of Trustees who shall be designated by the Chairperson.

#### **Section 3. Audit/Finance Committee**

- a. Purpose. The Audit/Finance Committee shall ensure that budgets and financial statements are prepared, monitored and disseminated appropriately. It shall consider matters related to: the financial statements of LEADINGAGE NEW JERSEY and other financial information provided to the public; the systems of internal controls including

overseeing compliance by management with applicable policies and procedures and risk management; the annual independent audit process. Further, it shall oversee the preparation of the annual budget and shall advise the Board with respect to making significant final decisions. The Audit/Finance Committee will regularly review the investment performance of the funds, including performance of the investment manager, to assure the investment policy is being followed and progress is being made toward achieving the objectives.

- b. Composition and Term. The Audit/Finance Committee shall consist of the Secretary/Treasurer and up to four additional members, two of whom shall be other Members of the Board, as selected by the Chairperson. Members shall server for two (2) years. Vacancies during a term may be filled by the Chairperson of the Board.

**Section 4. Special Committees.** Special Committees and/or Task Forces may be created from time to time by the Board of Trustees in its sole and absolute discretion. Such Committees and Task Forces shall be disbanded upon reaching their specified goals or objectives.

**Section 5. Selection and Term of Chairpersons.** Each chairperson of a Committee or Task Force shall be selected by the Chairperson of the Board of Trustees, to serve a two-year term or such shorter period if a Task Force is disbanded within two (2) years.

**Section 6. Quorum.** A majority of the Members of each Committee or Task Force shall constitute a quorum in the conduct of business at a meeting of such Committee or Task Force. Decisions of such Committee or Task Force must be by at least a majority of such Members in attendance at a meeting where a quorum is present.

## **Article X: Limitation of Liability and Indemnification**

**Section 1. Limitation of Liability.**

- a. Elimination of Liability. To the fullest extent that the laws of the State of New Jersey, as now in effect or as hereafter amended, permit elimination or limitation of liability, no person serving as a Trustee, Officer or voluntary Member of any committee or similar body of LEADINGAGE NEW JERSEY (hereafter, a “voluntary Member”) shall be personally liable for monetary damages for any action taken, or any failure to take any action, as a Trustee, Officer or voluntary Member.
- b. Applicability. The provisions of this Section shall be deemed to be a contract with each Trustee, Officer or voluntary Member who serves as such at any time while this Section is in effect, and each such Trustee, Officer or voluntary Member shall be deemed to be so serving in reliance on the provisions of this Section. Any amendment or repeal of this Section or adoption of any Bylaw

which has the effect of increasing liability shall operate prospectively only and shall not affect any action taken, or any failure to act, prior to the adoption of such amendment, repeal, Bylaw or provision.

- c. Exception. Notwithstanding any provision of this Section to the contrary, this Section shall not apply to the willful, wanton or grossly negligent acts of any Trustee, Officer or voluntary Member.

## **Section 2. Indemnification.**

- a. Right to Indemnification.

1. As used herein, the word “Action” shall mean any action, suit or proceeding administrative, investigative or other, (i) to which such person is a party (other than an action by LEADINGAGE NEW JERSEY) or (ii) in connection with which such person is not a party but is a witness, subject to investigation or otherwise involved, in either case by reason of such person being or having been a Trustee, Officer or voluntary Member.
2. Except as prohibited by law, each Trustee, Officer and voluntary Member shall be entitled as of right to be indemnified by LEADINGAGE NEW JERSEY against expenses and any liability paid or incurred by such person (i) in the defense of any Action to which such person is a party or (ii) in connection with any other Action.
3. A person who is not a Trustee, Officer or voluntary Member may be similarly indemnified in respect of service to LEADINGAGE NEW JERSEY to the extent the Board of Trustees at any time designates such person as entitled to the benefits of this Section.
4. As used in this Section, “indemnitee” shall include each Trustee, Officer, voluntary Member and other person designated by the Board of Trustees as entitled to the benefits of this Section; “liability” shall include amounts of judgments, excise taxes, fines, penalties and amounts paid in settlement; and “expenses” shall include fees and expenses of counsel incurred by the indemnitee only (i) if LEADINGAGE NEW JERSEY has not at its expense assumed the defense of the Action on behalf of the indemnitee with reputable and experienced counsel selected by LEADINGAGE NEW JERSEY, or (ii) if it shall have been determined pursuant to Section 2.c. of this Article that the indemnitee was entitled to indemnification for expenses in respect of an action brought thereunder.

- b. Right to Advancement of Expenses. Every indemnitee shall be entitled as of right to have his/her expenses in defending any Action paid in advance by LEADINGAGE NEW JERSEY, as incurred, provided that LEADINGAGE NEW

JERSEY receives a written undertaking by or on behalf of the indemnitee to repay the amount advanced if it should ultimately be determined that the indemnitee is not entitled to be indemnified for such expenses.

c. Right of Indemnitee to Initiate Action; Defenses.

1. If a written claim under Section 2.a. or Section 2.b. of this Article is not paid in full by LEADINGAGE NEW JERSEY within 30 days after such claim has been received by LEADINGAGE NEW JERSEY, the indemnitee may at any time thereafter initiate an action to recover the unpaid amount of the claim and, if successful in whole or in part, the indemnitee shall also be entitled to be paid the expense of prosecuting such action.
2. The only defenses to an action to recover a claim for indemnification otherwise properly asserted under Section 2.a. of this Article shall be that the indemnitee's conduct was such that under applicable law LEADINGAGE NEW JERSEY is prohibited from indemnifying the indemnitee for the amount claimed, but the burden of proving any such defense shall be on LEADINGAGE NEW JERSEY.
3. The only defense to an action to recover a claim for advancement of expenses otherwise properly asserted under Section 2.b. of this Article shall be that the indemnitee failed to provide the undertaking required thereby.

- d. Non-Exclusivity; Nature and Extent of Rights. The rights to indemnification and advancement of expenses provided for in this Section shall (i) not be deemed exclusive of any other rights to which any indemnitee may be entitled, (ii) be deemed to create contractual rights in favor of each indemnitee who serves LEADINGAGE NEW JERSEY at any time while this Section is in effect (and each such indemnitee shall be deemed to be so serving in reliance on the provisions of this Section) and (iii) continue as to each indemnitee who has ceased to have the status pursuant to which he/she was entitled or was designated as entitled to indemnification under this Section and shall inure to the benefit of the heirs and legal representatives of each indemnitee.

## **Article XI: LEADINGAGE NEW JERSEY**

### **Membership Meetings**

- Section 1. Annual Meeting.** The Annual Meeting of the Members shall be conducted between April 15 and June 15, on a date and at a time and place fixed by the Board of Trustees. Written notice of the Annual Meeting shall be sent to the Members at least 30 days before the Annual Meeting.

- Section 2. Special Meetings.** Upon the written request of any five (5) Trustees presented to the Chairperson, or by determination of the Chairperson, a Special Meeting of the Members shall be convened by the Chairperson. Notice to the Members shall be in writing or electronic mail, shall state the date, place, time and purpose of the meeting, and shall be sent to the Members at least 15 days before the meeting.
- Section 3. Quorum.** Attendance by representatives of at least one-third (1/3) of the Members shall constitute a quorum for the conduct of business at meetings of the Members. Decisions of the Members must be made by at least a majority of the Members in attendance at a meeting where a quorum is present.
- Section 4. Alternate Meeting Methods.** Members may participate in any meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting in this manner by a Member will be considered to be attendance in person for all purposes under these Bylaws.
- Section 5. Business.** Any business may be transacted at the Annual or any Special Meeting of the Members, including but not limited to election of Trustees. At each annual or any Special Meeting, the following shall be presented to the Members: an agenda; the minutes of the preceding meeting of the Members; a report of the Chairperson on the actions of the Board of Trustees; a financial report; and any other pertinent information concerning LEADINGAGE NEW JERSEY.

## **Article XII: Board of Trustee Meetings**

- Section 1. Regular Meetings.** Meetings of the Board of Trustees shall be held at least four times per year between Annual Meetings.
- Section 2. Special Meetings.** Upon the written request of any five (5) Trustees presented to the Chairperson or the Secretary, or by determination of the Chairperson, a Special Meeting of the Board of Trustees shall be convened by the Chairperson or by the Secretary. Notice shall be directed to Members of the Board of Trustees and shall be postmarked at least 15 days prior to the meeting. In an emergency situation, as determined by the Executive Committee, a Special Meeting of the Board of Trustees may be convened upon 24 hours' notice by telephone, stating the date, time, place and purpose of the meeting.
- Section 3. Quorum.** A majority of the voting Members of the Board of Trustees shall constitute a quorum at each meeting of the Board of Trustees. Decisions of the Trustees must be made by at least a majority of the Trustees in attendance at a meeting where a quorum is present.
- Section 4. Meeting By Telephone.** Trustees may participate in any meeting of the Board of Directors by means of conference telephone or similar communications equipment, provided that all persons participating in the meeting can hear each other. Participation in a meeting in this manner by a Trustee will be considered to be attendance in person for all purposes under these Bylaws.

**Section 5. Business.** Any business may be transacted at any regular or Special Meeting of the Board of Trustees, including the election of a successor for any Trustee who dies, resigns or is removed. At each regular meeting, the following shall be presented to the Board of Trustees: an agenda; the written minutes of the preceding meeting of the Board of Trustees; a financial report; and any other pertinent information concerning LEADINGAGE NEW JERSEY.

### **Article XIII: Amendments and Procedure**

**Section 1. Amendments Generally.** These Bylaws may be amended, altered or repealed, and new Bylaws may be adopted by the Board of Trustees, provided the provisions of Article VI and Article IX Section 1. of these Bylaws may not be amended without the approval of the Members as provided in Article XI.

**Section 2. Proposed Amendments.** Proposals for amendments to these Bylaws may be initiated by three (3) Trustees; a Bylaws committee as appointed; or any Member with the written endorsement of at least five (5) other Members.

**Section 3. Approval of Proposed Amendments.** Each proposed amendment shall be written and signed by the sponsor thereof and shall be presented to the Board of Trustees and the Members at least 30 days prior to the meeting of the Board of Trustees at which such amendment is to be considered. Upon approval of a proposed amendment by the Board of Trustees, the amendment shall be effective immediately (unless otherwise stated therein) and the Chairperson shall cause notice thereof to be distributed immediately to the Members.

### **Article XIV: Parliamentary Authority**

The American Institute of Parliamentarians Standard Code of Parliamentary Procedure shall govern all deliberations and procedures of LEADINGAGE NEW JERSEY and the various parts and subdivisions thereof, when not inconsistent with laws and regulations of the United States, Internal Revenue Code, State of New Jersey, the LEADINGAGE NEW JERSEY Articles of Formation, the LEADINGAGE Affiliation Agreement, or these Bylaws.

When procedural or parliamentary questions and problems arise during sessions of the Board of Trustees or at a meeting of the Members, they may be referred to the parliamentarian for study or opinion.

### **Article XV: Effective Date**

These Bylaws shall become effective immediately upon adoption by the Members of LEADINGAGE NEW JERSEY.