

**BYLAWS
OKLAHOMA ALLIANCE ON AGING, INC.**

ARTICLE I. NAME

The name of this organization shall be Oklahoma Alliance on Aging, Inc.

ARTICLE II. ADDRESS

The principal office of the Alliance shall be in the City of Oklahoma City, County of Oklahoma, and State of Oklahoma.

ARTICLE III. PURPOSES

The Oklahoma Alliance on Aging, Inc., (OAoA) is a nonprofit statewide educational and charitable body composed of individuals and delegates from organizations interested in affairs concerning the welfare of the elderly citizens of Oklahoma and their families. The Alliance is organized to bring together organizations and individuals to work actively toward common goals to improve the quality of life for older Oklahomans. The purposes of the Alliance are to:

1. Act as a forum for discussion of, and education on concerns of members.
2. Provide informational material on issues contributing to the well being of older Oklahomans and make recommendations to public and private entities and the general public in accordance with the purposes adopted by the Alliance.
3. Facilitate internal communication, coordination, and cooperative action by members, and establish a communication network to study issues and talk with decision-makers.

4. Develop a base of grassroots support through member organizations to stimulate and participate in training of people to assist in carrying out the purposes and objectives of the Alliance.

5. Assist and cooperate with member organizations in developing independent local coalitions and grassroots support for state and local issues that are important to the elderly. All actions taken by the Alliance shall be nonpartisan. Statements of endorsement or opposition shall be only on issues.

ARTICLE IV. MEMBERSHIP

1. Membership Classification:

Individual: A regular member is any individual committed to the purposes of the Alliance, and having paid the current membership fee.

Organizational: An organizational member is an organization, agency, or business firm committed to the purposes of the Alliance, and having paid the current membership fee. Each organizational member shall designate annually a delegate. The delegate or, in his/her absence, an alternate shall cast all votes for that member organization.

Chapters: A local chapter of the Oklahoma Alliance on Aging may be formed if at least seven members in a local area organize and apply for membership as a chapter to the Oklahoma Alliance on Aging. Such application must be approved by the Board and forwarded to the general membership for final approval.

2. Participation in the Oklahoma Alliance on Aging, Inc., shall not limit the independent activities of organizational members or individuals, nor shall it obligate members to work for all the priorities of the Alliance. It is the obligation of any member organization or individual to report in writing to the Board of the Alliance active opposition to specific issues advocated by the Alliance.

3. The amount of membership fees for individual and organizational members shall be recommended by the Board of Directors with the concurrence of the membership at the Annual Meeting.

4. Membership fees shall be due and payable each year during the anniversary month in which the member joined the Alliance. In the appropriate month, each member shall receive an invoice requesting dues be paid. If dues are not paid by the end of that month, a second notice shall be sent stating that the member will be dropped unless dues are received within a given number of days.

5. Contributions made by members to the Alliance may possibly be tax-deductible donations, since the Alliance is designated as a 501(c)(3) organization.

ARTICLE V. FISCAL YEAR

1. The fiscal year of the Alliance shall be January 1 through December 31.

ARTICLE VI. OFFICERS AND ELECTIONS

1. The officers of the Alliance shall be as follows:

President

1st Vice President - (Legislative Liaison)

2nd Vice President - (Organizational Liaison)

3rd Vice President - (Senior Day at the Capitol Liaison)

Treasurer

Assistant Treasurer

Secretary

Assistant Secretary

Past President

2. All officers shall be voting members in good standing or the representative of an organization in good standing. All officers shall be committed to improving conditions for the elderly. They shall be able and willing to give time to their responsibilities and shall be free from restraints that would unduly limit their educational and advocacy efforts.

3. Duties of Officers:

The President and Vice Presidents, under the general direction of the Board of Directors, shall be responsible for providing leadership in implementing the purposes and objectives of the Alliance.

The President shall be the official voice of OAoA and shall develop a proposed agenda for all annual, special, or Board meetings of the Alliance. The President and/or the Board of Directors may delegate another member to speak for the organization or represent the Alliance on designated occasions.

The three Vice Presidents shall assume responsibility for program areas as designated by the President and the Board of Directors. These duties shall generally fall into the following categories:

- a. **1st Vice President (Legislative Liaison)** - Shall coordinate the operation of the Strategy Committee and its legislation action programs. Shall perform the duties of the President when he/she is not available or is incapacitated.
- b. **2nd Vice President (Organizational Liaison)** - Shall serve as liaison to statewide public and private advocacy organizations for seniors and specifically with the Oklahoma Department of Human Services' Aging Services Division with regard to State conferences and meetings related to Alliance objectives and programs.
- c. **3rd Vice President (Senior Day at the Capitol Liaison)** - Shall coordinate an annual Senior Day at the Capitol.
- d. Any Vice President may be requested to assist the President in the affairs of the Alliance and conduct meetings in the absence of the President, generally in the following order: 1st Vice President, 2nd Vice President, 3rd Vice President.

- e. All Vice Presidents may provide orientation on OAoA goals, objectives, and structure; provide education and advocacy training related to aging issues and concerns; and encourage and recommend articles for the Newsletter, relating to local and regional programs and problems with particular reference to their respective areas of responsibility.

The Treasurer shall prepare an annual budget to be approved by the Board of Directors. The Treasurer shall receive and deposit membership fees And other monies, write checks (two signatures required), maintain records of dues paid, and maintain a current paid membership roster. The Treasurer shall advise the officers, the Board of Directors, and the general membership meeting of the financial standing of the organization.

The Assistant Treasurer shall assist the Treasurer and shall fulfill the duties of the Treasurer in his/her absence.

The Secretary shall arrange to take, report, and maintain minutes of all general, special, and Board meetings of the Alliance, and to maintain an up-to-date mailing list.

The Assistant Secretary shall assist the Secretary and shall fulfill the duties of the Secretary in his/her absence.

4. Executive Committee:

The Executive Committee shall consist of the elected officers and the immediate Past President (total of nine), and shall act during periods between Board meetings as needed, with the full power of the Board. If action is taken, it must be presented to the Board at its next meeting for information and ratification. The Executive Committee cannot modify any action taken by the Board, just as the Board cannot modify any action taken by vote of the general membership.

5. Elections shall be held at the Annual Meeting each year. Officers and Board members shall be elected by written ballot by a majority of the members present and voting provided a quorum is present.

6. Officers and Board members shall take office on July 1, following their election to their respective offices at the Annual Meeting.

7. All officers shall be elected for terms of two year and may serve a limit of two consecutive terms in the same office. An individual having served two consecutive terms may, after a lapse of one year, be elected again as a new candidate.

8. In the event of a vacancy among the elected officers, the Board shall fill the vacancy at its next regular meeting or at a special meeting called for that purpose. Such appointment shall be to complete the unexpired term of the officer. The recommendations of the Executive Committee for the vacancy shall be transmitted to the Board for its approval or disapproval at the next Board meeting.

ARTICLE VII. MEETINGS

1. The Oklahoma Alliance on Aging's Annual Meeting shall be held at a date, time, and place as determined by the Board of Directors. A quorum shall consist of a majority of members who attend the Alliance meetings in good standing. The Annual Meeting, all Board of Directors meetings, and all committee meetings listed in ARTICLE IX of the Bylaws will be open to the general public. A schedule for the Annual Meeting and all Board of Directors meetings will be determined by the Board of Directors and published not later than sixty days after the last Annual Meeting.

2. Special meetings of the OAOA may be called by the President or the Board of Directors, or upon written request of thirty members of the voting membership. Notice of a special meeting shall be given not less than ten days prior to the meeting and shall specify the reason for the special meeting.

3. For special OAOA meetings, and all Board Meetings a majority of the Alliance present shall constitute a quorum for the transaction of business. For the general conduct of business, a majority vote will carry. Business to be conducted is limited to the reason for the special meeting.

4. Votes shall be cast by the regular (voting) membership according to the following categories:

Category A. Organizational Members - 1 vote

Category B. Individual Members - 1 vote

ARTICLE VIII. BOARD OF DIRECTORS

1. The Board of Directors shall consist of not less than twenty-nine voting members and shall be composed of the elected officers, the elected directors, the immediate Past President, and representatives from advocacy organizations (e.g. Areawide Aging Agencies), individual members, governmental organizations (e.g. Department of Human Services), and chairs of standing committees.

2. A quorum for transaction of the business of the Board of Directors shall consist of a simple majority of the voting members of the Board.

3. The Board of Directors shall manage the business and affairs of the Alliance and exercise all powers that are not provided by the Articles of Incorporation or by these Bylaws, or directed, or required to be done by the members. The Board shall determine official positions and priorities of action on Alliance issues that may arise between general meetings.

4. Members of the Board of Directors may serve a three-year term and may be re-elected for another three-year term for a maximum of six consecutive years. An individual having served one term may, after a lapse of one year, be elected again as a new candidate for that particular office or Board.

5. If a vacancy occurs on the Board, it shall be filled in the same manner as described in ARTICLE VI.8.

6. A director who fails to attend three consecutive Board meetings shall be considered to have resigned, unless he/she presents a valid reason.

7. The Board of Directors shall meet at least quarterly.

8. Special meetings of the Board of Directors may be called by the President or upon written request of at least five Board members. Notice of the purpose of a meeting and the date shall be provided at least fifteen days in advance, unless an emergency exists.
9. Board Member Emeritus: Vivian Smith

ARTICLE IX. COMMITTEES

1. The following committees shall be considered standing committees:
Education, Financial/Fund Raising, Long-range Planning, Membership, Publicity/Public Relations, Senior Day at the Capitol, and Strategy.
2. All committee chairmen shall be appointed by the President and confirmed by the Board.
3. Ad hoc committees may be established as determined to be needed by the Board of Directors. Chairs of these committees shall be appointed by the President in consultation with the Board. Committee membership may include non-Alliance persons. An ad hoc committee is dissolved when its assignment has been accomplished.
4. The Alliance shall elect a Nominating Committee of seven people. The Nominating Committee shall submit to the Alliance membership, not less than fifteen days prior to the Annual Meeting, a slate of officers, directors, and a slate of nominees for the Nominating Committee for the ensuing year as specified above. Nominations may be made from the floor provided the consent of the nominee has been obtained. The slate of officers, elected directors, and Nominating Committee should reflect a statewide distribution insofar as possible.
 - a. Organizational entities are not subject to term limits.
5. The Alliance President shall be ex officio a voting member of all committees except the Nominating Committee.

ARTICLE X. PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order, Newly Revised, 9th ed. 1998, shall govern the Alliance in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or any special rules of order the Alliance may adopt.

ARTICLE XI. AMENDMENTS

These Bylaws may be amended at any Alliance general meeting or at any special meeting designated as an emergency meeting by the Board. The amendment must be submitted in writing to the membership not less than fifteen days prior to the proposed vote. Any item on the agenda may be voted on and approved by a majority vote of members present and voting.

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AMENDED SEPTEMBER 3, 2009