

## **CONSTITUTION & BY-LAWS**

### **CAPITAL AREA CONSORTIUM ON AGING AND DISABILITY, INC.**

As amended -- June, 2006

#### **Article I -- Name and Area**

##### **Section 1.1:**

The name of the organization shall be the Capital Area Consortium on Aging and Disability, Inc., hereinafter referred to in these by-laws as "CACAD."

##### **Section 1.2:**

CACAD will focus its activities on the needs of the elderly and persons with disabilities in the area in and around the Capital of New York State.

#### **Article II -- Purposes and Objectives**

##### **Section 2.1:**

The purposes from which the corporation is to be formed are to promote, in the wider New York State capital area, healthy, independent, dignified, and satisfying living for individuals who are elderly or disabled, to encourage and facilitate their empowerment, to enable them to remain comfortable in their homes, neighborhoods and communities, and, when institutionalization is appropriate, to help them attain the highest possible quality of life. The corporation will promote a philosophy of death with dignity, at the suitable time, in the most desirable situation.

##### **Section 2.2:**

The purposes of the corporation shall specifically include, but not be limited to:

- a.** To stimulate and assist with comprehensive, strategic, regional planning and integration of the broad spectrum of health and health-related services and professions;
- b.** To advocate for adequate, affordable, and accessible housing, recreation, transportation, facilities, programs, employment, income, safe environment, health, family and caregiver supports, and psycho-social and human services, all focused on consumer needs.
- c.** To serve as a common affiliation of business, government, consumers, providers, and educators for grants, fundraising, and demonstration projects, innovative programs, applied research, and field studies on topics including, but

not limited to, healthy living, social services, housing, recreation, preventive health, mental health, developmental disabilities, cost-effective, accessible, quality health care, educational technology, special needs of high risk and underserved populations of the minority community, and other public policy issues;

**d.** To sponsor and promote teaching, community education, health education, discussion groups, lectures, and conferences in the fields of gerontology and disability, stressing an interdisciplinary and multicultural approach;

**e.** To share information on research findings and on local plans, programs, and needs;

**f.** To facilitate intergenerational cooperation, communication and understanding;

**g.** To foster the positive effects of competition while discouraging duplication and excessive regulation; and

**h.** To develop and maintain a list of proposed applied research projects to be implemented by the academic research community, which will be helpful to the caregivers in the Capital Region.

### **Section 2.3:**

The corporation has not been formed for the purpose of competing with area providers, and the provision of services by CACAD shall be incidental to fulfilling the objectives stated in Article II above. In no event shall the corporation provide direct services that shall require licensure by Federal, State, or other governmental authorities.

## **Article III -- Membership**

**Section 3.1:** The membership of the Corporation shall consist of organizations and individuals concerned or involved with the delivery of services to the elderly and/or persons with disabilities, and consumers of these services, and shall include, but not be limited to, government agencies and organizations, providers of services, consumers of services and their advocates, and educators with an interest in the provision of services to the elderly and/or persons with disabilities.

**Section 3.2:** All members are encouraged to attend CACAD meetings regularly and to serve actively on at least one CACAD committee.

**Section 3.3:** Agencies, organizations, and individuals desirous of membership in CACAD, and supportive of the goals and philosophies of the organization, shall submit an application to the Board of Directors for determination of membership category.

**Section 3.4:** Members shall be responsible for payment of dues as determined by the Board of Directors.

**Section 3.5:** Members shall be admitted into one the following categories:

- a. Consumers -- Members who are:
  - (1) over 55 years of age or have a disability; or
  - (2) persons recognized as employed or volunteering as their advocate, including family members.

Consumer members shall not be from a recognized health profession.

- b. Providers -- Members shall be broadly representative of providers of health, social, or other relevant services (other than advocacy).

- c. Government -- Members who work for a federal, state, or local government agency or organization involved in the provision of health, social, or other relevant services and who are broadly representative of the multiple services offered by government agencies.

- d. Educators -- Members will be primarily involved in teaching or research in areas beneficial to issues of the elderly and of persons with disabilities.

- e. At Large -- Members who are in any way interested in issues pertaining to the care of the elderly and persons with disabilities, and who are not members of the preceding four categories.

**Section 3.6:** An exception to the categories set forth in Section 3.5 shall be made by unanimous vote of the Board of Directors.

**Section 3.7:** The above provisions of Article III notwithstanding, CACAD will continually and actively seek to solicit the input of consumers, consumer advocates, and other interested parties to the Consortium. Non-members will be encouraged to serve on CACAD committees and attend membership meeting, but will not maintain formal voting privileges.

**Section 3.8:** The full membership shall meet periodically at periodic General Membership Meetings, which will include at least an annual Spring General Membership Meeting and additional General Membership Meetings as deemed appropriate by the Board of Director and as specified in Article VII, Section 1.

#### **Article IV -- Voting**

**Section 4.1:** A quorum for voting purposes for full membership votes shall consist of 25% of the membership, or 10 members, whichever is greater.

**Section 4.2:** Election of the Board of Directors and changes to the By-Laws that directly affect the authority or election of Directors shall be by a full membership vote, and shall be decided by a majority of those members voting.

**Section 4.3:** Each individual member and member organization shall be entitled to vote at CACAD general membership meetings, and shall be allotted one (1) vote per individual member and one (1) to three (3) votes per member organization, as determined by the board.

**Section 4.4:** Voting for general membership elections shall be allowed by Proxy. The Board of Directors shall promulgated rules and regulations that shall govern the administration of voting by proxy.

### **Article V -- Board of Directors**

**Section 5.1:** The general management of the affairs of the Corporation shall be vested in a Board of Directors, which shall have control of the Corporation's property and fix its policies.

The Board of Directors shall be responsible for the election of the corporation's Officers, selection of a membership Committee and a Nominating Committee, amendments to its by-laws, and for filling Board vacancies through the process contained in Sections 6.2 through 6.4.

**Section 5.2:** The Board of Directors shall be comprised of not less than 12 and not more than 16 voting members. All members of the board shall be residents of, or have their principal place of business within, the Greater Capital District Area.

**Section 5.3:** The Board shall, from time to time, designate what issues must be determined by the Board, what issues may be determined by the Executive Committee (ref.:§ 7.7), acting without Board approval, and what issues may be determined by the President.

**Section 5.4:** At least once every two years, the Board must review, amend, re-approve, or otherwise consider procedures for

- a.** amounts that may be expended without officers approval and without Board approval;
- b.** Board or other authorization for submission of grants or contracts in the name of CACAD;
- c.** Board or other authorization for release of press releases, letters, or other communications in the name of the Board and CACAD.

**Section 5.5:** Members of the board shall have fixed terms of one year.

**Section 5.6:** Any Director may be removed for good cause by vote of the Directors at any regular or special meeting.

Good cause shall be deemed to include absence from three consecutive meetings or the Board. This rule governing absences may be waived by the Board in cases of extreme hardship.

The above provisions shall not be interpreted to preclude removal for cause where failure to attend fewer than three meetings of the Board is all or part of cause for removal.

**Section 5.7:** At all meetings of the Board of Directors the quorum necessary for the transaction of business shall consist of at least a majority of the number of Directors in office at the time of the meeting. The vote of a majority of the Directors present constituting such a quorum shall be the act of the Board. No Director shall be considered present by virtue of a proxy given by such Director to another person to act in his behalf, and no Director shall vote by proxy.

**Section 5.8:** All regular meetings of the Corporation shall be held at such time and place as designated by the Board, and shall be open to the members of the general public. Regular meetings of the Board shall be held at least three times a year, in the Fall, Winter, and Spring.

**Section 5.9:** Special meetings of the Board may be called at the discretion of the President when the President deems it advisable, and must be called by the President whenever so requested, in writing, by at least one-fifth of the directors.

**Section 5.10:** Notice of all regular meetings of the Board shall be given to all Directors at least ten days prior to the proposed meeting. Such notice shall set forth the time, place, and date of the meeting, and if it is a special meeting, the nature of all business to be conducted thereat.

Public notice of all meetings of the Board shall be made prior to the date set forth for the meeting, in a manner prescribed by the Board sufficient to provide adequate notice to the public.

**Section 5.11:** No member of the governing body or any committee, subcommittee, or advisory group may vote on any matter with which the member has (or within the twelve months preceding the vote, had) any substantial ownership, employment, medical staff, fiduciary, contractual, creditor, or consultative relationship.

Any member of the governing body or any committee, subcommittee or advisory group who has or has had such relationship shall make a written disclosure of the relationship before any action is taken by the body, committee, or entity with respect to the matter and

shall make the relationship public at any meeting in which action is to be taken with respect to the matter.

The minutes of each meeting of the body shall reflect all disclosures regarding conflicts of interest as well as the abstention from voting of the interested member.

**Section 5.13:** Directors shall serve without compensation, except that the Board may authorize reimbursement (or when appropriate make monetary advances) to members of the Board or other duly established committee advisory groups for reasonable costs incurred in attending meetings or the governing body and performing any other duties and functions of the Corporation.

**Section 5.14:** The Nominating Committee shall consider for membership on the Board of Directors only those individuals who have provided all information required.

## **Article VI -- Election of Directors**

**Section 6.1:** The Board of Directors shall be elected by the general membership at the annual Spring General Membership Meeting. Directors shall be elected for a term of one year. Members of the Board of Directors shall be nominated utilizing the process outlined in Sections 6.2 through 6.4.

**Section 6.2:** The names of persons duly nominated by the Nominating Committee for the office of Director shall be filed with the Secretary at least 30 days prior to the date of the meeting at which such Directors are to be elected. Nominations for the office of Director may also be made by petition by at least two-thirds of the sitting Directors, which petition shall be filed with the Secretary at least 15 days prior to the date of the meeting at which such Directors are to be elected. Nominations from the floor shall be allowed, and the Board of Directors shall promulgate such rules and regulations as are deemed necessary to provide the procedure for such nominations.

**Section 6.3:** Vacancies in the Board of Directors caused by the expiration of a term shall be filled at the annual meeting in accordance with procedures set forth in this Article.

**Section 6.4:** Any vacancy in the Board of Directors caused the death, resignation, or removal of any Director may be filled by election, at the next general membership meeting, in accordance with procedures adopted by the Board. If it is determined by the Board that an interim director is required, the Board may, by majority vote, appoint an interim director who shall serve until the next meeting of the membership.

## **Article VI -- Officers**

**Section 7.1:** The Officers of CCAD shall be the President, Past President, First Vice President, Second Vice President, Third Vice President, Treasurer, and Secretary. At the

discretion of the Board, the position of Secretary may be divided between a Corresponding Secretary and a Recording Secretary.

**Section 7.2:** All officers shall be elected for terms of one year, with elections held at the annual meeting of the Board of Directors.

**Section 7.3:** All officers shall be elected by a majority vote of the CACAD membership at the annual Spring General Membership Meeting.

**Section 7.4:** [deleted]

**Section 7.5:** If a position of an officer becomes vacant during the term, such vacancy shall be filled by a special election at the next Board Meeting. Persons so elected shall serve for the duration of the term

**Section 7.6:** The Duties of the respective officers of the Consortium shall be as follows:

**§ 7.6.1: President:** The duties of the President shall be as follows:

- a. Responsible for overseeing all activities of CACAD and informing the membership of same.
- b. Responsible for chairing all meetings of CACAD and its Board of Directors, and overseeing all committees of the Consortium.
- c. Responsible for designation of special committees, study groups, and CACAD liaisons to other bodies or groups, as determined necessary.
- d. The president is the chief executive officer and has full executive authority.

**§ 7.6.2: First Vice-President:** The duties of the First Vice-President shall be as follows:

- a. Responsible for serving as a member of the CACAD Board of Directors.
- b. Responsible for chairing all meetings of CACAD and its Board of Directors, in the absence of the President.
- c. Responsible for assisting the President in overseeing activities and committees of CACAD, as determined necessary and appropriate.
- d. Responsible for ensuring that CACAD business is conducted in accordance with the By-Laws, and for drafting and distributing any proposed amendments to the By-Laws as required in Article XIV.
- e. Will have the executive authority of the President in the absence of the President.

**§ 7.6.3: Second Vice-President:** The duties of the Second Vice-President shall be as follows:

- a.** Responsible for serving as a member of the CACAD Board of Directors.
- b.** Responsible for chairing all meetings of CACAD and its Board of Directors, in the absence of the President and First Vice-President.
- c.** Responsible for assisting the President in overseeing activities and committees of CACAD, as determined necessary and appropriate.
- d.** Generally responsible for CACAD activities related to public awareness and education on the issue of service delivery to the elderly and people with disabilities, and CACAD involvements, as well as for special events sponsored by the Consortium.

**§ 7.6.4: Third Vice-President:** The duties of the Third Vice-President shall be as follows:

- a.** Responsible for serving as a member of the CACAD Board of Directors.
- b.** Responsible for chairing all meetings of CACAD and its Board of Directors, in the absence of the President, First Vice-President, and Second Vice-President.
- c.** Responsible for assisting the President in overseeing activities and committees of CACAD, as determined necessary and appropriate.
- d.** Generally responsible for CACAD activities related to public relations and other efforts to have CACAD's work more widely known.

**§ 7.6.5: Treasurer:** The duties of the Treasurer shall be as follows:-

- a.** Responsible for serving as a member of the CACAD Board of Directors.
- b.** Responsible for maintaining a bookkeeping system which is accurate, up-to-date, and reflects sources and any specifications regarding purposes for which funds can be utilized. In addition, a detailed accounting of expenditures will be maintained.
- c.** Responsible for maintaining copies of receipts for all CACAD expenditures.
- d.** Responsible for submitting regular financial reports to the Board and financial summaries at the annual meeting of the membership.
- e.** Responsible for observing all delineated tasks and functions of Fiscal Operations as specified in Article 11.

**§ 7.6.6: Secretary:** The Board may, at its discretion, appoint a single Secretary or a Recording Secretary and a Corresponding Secretary. If only a single Secretary is appointed, or if, at any given time, only one Secretary position is filled, the remaining position will be the "Secretary" and will hold duties as specified for both a Recording Secretary and a Corresponding Secretary.

**§ 7.6.6(A): Recording Secretary:** The duties of the Recording Secretary shall be as follows:

- a.** Responsible for submitting the minutes of each meeting, at least ten days prior to the next meeting.
- b.** In the absence of the Recording Secretary, it shall remain his/her responsibility to arrange for a substitute.

**§ 7.6.6(B): Corresponding Secretary:** The duties of the Corresponding Secretary shall be as follows: follows:

- a.** Shall maintain records of all official correspondence to the Consortium.
- b.** Responsible for working with the 1<sup>st</sup> Vice President on the annual review and revision of the By-Laws.
- c.** Responsible for all other administrative tasks noted in this Article and in other Articles not otherwise specifically assigned.

**§ 7.6.7: Past-President:** The Past-President will serve as advisor to the President at the discretion of the President.

**Section 7.6A Executive Director:**

- a.** At the discretion of the Board of Directors, the President may appoint, and provide compensation for, an executive director, who will perform executive functions as designated and authorized by the Board.
- b.** The Executive Director will report to, and take direction from, the President and the First Vice-President.

**Section 7.7: Executive Committee:** The executive committee for the Board shall consist of the officers of CACAD as indicated in Section 7.1, the Executive Director (if so appointed), and any additional members as designated and appointed at the discretion of the President.

- a.** Except as specifically indicated in these by-laws, or actions taken by the Board in accordance with these by-laws, the Executive Committee, by majority vote,

shall have full management authority for the Board. Any decisions made by the Executive Committee shall be included in minutes to be circulated to the Board. The Board, at its first regular Board meeting following circulation to the Board, may overrule any decision of the Executive Committee by a vote of a majority of those present.

**b.** The Board of Directors shall, from time to time, prescribe what actions may not be taken by the Executive Committee without Board concurrence.

### **Article VIII -- Meetings**

**Section 8.1:** General membership meetings for education and coordination of activities of CACAD shall be held at least two times a year. One meeting, to be held in the Spring quarter shall be the annual meeting (also referred to as the Spring General Membership Meeting).

**Section 8.2:** At the annual meeting, written reports shall be distributed and summarized orally by the President and committee chairs, or their designees, as to the activities of the year and any changes or suggestions for the upcoming year.

**Section 8.3:** The President, in consultation with the Board of Directors, may cancel a membership meeting at his/her discretion; however, this provision notwithstanding, compliance with the provisions of all other sections of this Article and of Section 3.8 is still required.

**Section 8.4:** Special meetings of the membership may be held at the discretion of the President, or at the written request of 10% of the membership, submitted to the President of Board of Directors.

**Section 8.5:** All standing and ad hoc committees of the CACAD shall meet as determined necessary and appropriate in order to fulfill their specified responsibilities.

### **Article IX -- Committees**

**Section 9.1:** CACAD shall maintain such committees as are determined necessary to effectuate the purposes of the organization. Such committees shall be created by the Board.

**Section 9.2:** The President shall, except as provided in Section 9.3, appoint the chair and members of committees, after consultation with the other officers of the Board.

**Section 9.3:** The President may create working groups to consider plans and programs and policies for the Consortium and may appoint the chair and members at his/her discretion.

**Section 9.4:** Except for standing committees described in these by-laws, now or as subsequently amended, appointments to committees and working groups shall be for no longer than two years. Such appointments may be renewed.

**Section 9.5:** Working groups shall not have the authority to act in behalf of the Board or the Consortium and may continue to operate for only two years, unless established as a committee by the Board.

**Section 9.6:** The standing committees of the CACAD shall be as follows:

**§ 9.6.1: Nominating Committee:**

- a.** The Nominating Committee shall be appointed by the President, comprised of members of CACAD and approved annually by the Board.
- b.** The Nominating Committee shall be responsible for the following:
  - (1)** Presenting a proposed slate of candidates for election to the Board for a vote at the Annual Meeting of CACAD.
  - (2)** For presenting to the Board a slate of Officers for vote by the Board.

**§ 9.6.2: Membership Committee:**

- a.** The Membership Committee shall be appointed by the President and comprised of members of CACAD.
- b.** The Membership Committee shall be responsible for recruiting and retaining membership involvement to ensure strong ongoing representation to all member categories.

**§ 9.6.3: Annual Benefit Committee:**

- a.** The Annual Benefit Committee shall be appointed by the President.
- b.** The Committee shall be responsible for the planning and conduct of the Annual Honorary Benefit.
- c.** The Committee will have full authority to conduct business related to the benefit.

**§ 9.6.4: Executive Committee:**

- a.** The Executive Committee will be comprised as and function as designated in Section 7.7.

**Article X -- Advisory Board**

**Section 10.1:** The CACAD Board may establish an Advisory Board to guide the organization with regard to its operation and policies. The Advisory Board shall be comprised of members duly elected by the Board of Directors.

### **Article XI -- Fiscal Operation**

**Section 11.1:** The fiscal year of the CACAD shall be the calendar year.

**Section 11.2:** No part of the net earnings of the Consortium shall inure to the benefit of any individual.

**Section 11.3:** At no time shall the Board of the General Membership be empowered to authorize expenditures for which there are insufficient funds at the time.

**Section 11.4:** CACAD shall be responsible for raising and allocating its funds, including through charging annual membership dues, which shall be administered by the Board of Directors.

**Section 11.5:** Subject to Board procedures in accordance with Sections 5.3 and 5.4 of these by-laws, all expenditures must be authorized by the appropriate entity, based on a budget approved by the Board of Directors. Fiscal reports will be presented by the Treasurers at each Board meeting.

### **Article XII -- Use of Name**

**Section 12.1:** No member or group of members shall subject CACAD to any liability, represent CACAD to the media, nor conduct any other activity in the name of CACAD, unless specifically authorized to do so by the Board of Directors. In the event there is insufficient time for Board's authorization, the President shall be empowered to provide such approval.

### **Article XIII -- Dissolution**

**Section 13.1:** This organization may be dissolved at a special meeting by majority vote of the general membership. Upon dissolution of the organization, any residual assets shall be donated to one or more not-for-profit organization with purposes related to service deliver to the elderly or people with disabilities.

### **Article XIV -- By-Laws and Amendments**

**Section 14.1:** Review: These By-Laws will be reviewed at least annually by the Board of Directors under the advice of the First Vice-President.

**Section 14.2:** Ratification:

**a. General:** These By-Laws may be amended by a two-thirds vote of those Board members present at any meeting in which there is a quorum, provided the proposed changes and appropriate notice of the meeting are sent to each member at least ten days prior to the meeting at which the amendment is to be considered.

**b. Special:** The above procedure is granted only for these by-laws which do not related to the powers and term of office of the Board, for which approval is reserved for majority vote by the membership.

**Section 14.3:** Temporary Authorization: The Board may authorize the temporary authorization that would otherwise require ratification by majority vote of the membership as specified in §14.2(b) under the following conditions:

**a.** The temporary authorization is deemed necessary for the efficient conduct of the Organization by vote of the Board as specified in §14.2(a).

**b.** The authorization expires at the next meeting of the membership, and may not be re-granted if the membership fails to approve of the by-law change at that time.

As approved, 8 June 2006  
Steve Sconfienza, Ph.D.  
First Vice-President