

# **GERIATRIC ASSISTANCE & INFORMATION NETWORK, INC.**

## **BYLAWS**

### **ARTICLE I: NAME**

The name of this corporation shall be the Harford Geriatric Assistance & Information Network, Inc. or Harford G.A.I.N. (hereinafter referred to as the "Corporation"). The address of the Corporation shall be that of an acting Board Member, currently Courtney Brust, c/o Shaffer, McLauchlin & Stover, LLC 836 South Main Street, Suite 102, Bel Air, Maryland 21014.

### **ARTICLE II: PURPOSE**

The mission of the Corporation is to enrich the lives of Harford County seniors through communication, education and resources by:

1. Bringing service providers and professionals to cooperatively provide an environment improving the quality of life for seniors;
2. Fostering communication, cooperation, advocacy, networking, and marketing, thereby improving services available to seniors,
3. Facilitating access to resources,
4. Identifying and reducing gaps in services by attempting to resolve common problems unique to this population;
5. Educating seniors and service providers of the resources available to them including, but not limited to, health care, housing, financial management, conflict resolution, mental health issues, respite care, crisis intervention, companion services, home care, support services, disabilities, legal services, nutrition, recreation and leisure, transportation, day care, and other areas of need that may be applicable; and
6. Gathering information and expertise to facilitate education in understandable formats.

## **ARTICLE III: MEMBERSHIP**

### **Section I: *Qualifications and Classifications.***

Membership in the Corporation shall be open to all providers of services to senior residents of Harford County. Annual membership begins on September 1<sup>st</sup> and ends on August 31<sup>st</sup> of the following year.

There shall be two (2) classifications of membership:

Class A. An individual member, such as a retired person, who represents solely their own interests and not those of any business, agency, or other entity.

Class B. Individual(s) in attendance who are representatives of a business, agency, or other entity.

Active membership is defined as any member who has completed a membership application form and paid their annual dues in full.

A prospective member (or its designated representative), may attend no more than two (2) meetings without being an active member of the Corporation.

### **Section II: *Dues and Marketing Materials.***

Each fiscal year, the Board of Directors shall establish annual dues which shall be assessed on all members. Dues are payable upon receipt of the dues invoice which shall be e-mailed electronically during September of each year. Only members in good standing are allowed to place brochures, business cards or other marketing materials on the marketing table at the regular membership meetings. Marketing materials are confined to that table.

### **Section III: *Suspension & Expulsion from Membership.***

The Board shall have the full power and authority, by a majority vote of the Board present at a meeting, to determine the status of a member. The Board shall consider suspension of a member when that member fails pay dues or other indebtedness owed to the Corporation within 60 days after the same is due and payable.

Suspension status shall include, but is not limited to: loss of the privilege to attend member meetings, loss of voting privileges, removal from all committees, cessation of all other activities, suspension of all correspondence mailed electronically or otherwise, and as may also be determined by the Board.

The Board shall consider expulsion of a member when that member shall fail to pay dues or other indebtedness to the Corporation within (ninety) 90 days after same is due and payable, fails to abide by Harford GAIN's Code of Conduct and Ethics or is in substantial violation of other rules of the corporation.

A member suspended or expelled for non-payment of dues or may ONLY be reinstated upon application and payment of a reinstatement fee to be determined in each instance by the Board.

A member suspended or expelled for violation of the code of conduct or other rules of the corporation may ONLY be reinstated upon application and appearing before the Board to insure compliance with the Code of Conduct and Ethics, and other rules.

All applications for reinstatement shall be approved by a majority vote of the Board. A member suspended or expelled a second time for the same or similar reasons may not apply for reinstatement for a period of at least one year for the date of expulsion.

#### **Section IV: *Annual Meeting.***

The annual meeting of the members shall occur in May of each year. The purpose of that meeting is to conduct any necessary business of the Corporation and to elect Directors and Officers succeeding those whose terms are set to expire at the end of the current year.

#### **Section V: *Monthly Meetings.***

Except for July and August, monthly member meetings shall be held on the second Friday of each month and shall be to educate members on the availability of services and needs of senior residents in Harford County and to transact other corporate business as may come before the meeting.

#### **Section VI: *Special Meetings.***

Special meetings of the members may be called at any time for any purposes as designated by a Director of the Corporation, or upon written request of a majority of all the members entitled to vote on the business to be transacted at such meeting. Such request shall state the purpose(s) of the meeting. Business transacted at all special meetings of members shall be strictly confined to those stated purposes.

#### **Section VII: *Place of Holding Meetings.***

All meetings shall be held at such places in Bel Air, or elsewhere in Harford County as designated by the Board of Directors.

### **Section VIII: *Notice of Meetings.***

No notice is required for regular monthly meetings. The Secretary shall provide notice of each annual or special meeting which is sent to the email address of members in good standing as it appears upon the books of the Corporation. That shall occur at least ten (10) days before the meeting is scheduled to occur and shall state the place, day and hour at which the meeting is to be held, and in the case of any special meeting, shall briefly state the purpose(s) of the meeting.

### **Section IX: *Quorum.***

Except as otherwise provided by law, the Articles of Incorporation, or these By-Laws, twenty-five percent (25%) of the active members of the Corporation attending a meeting in person or by proxy shall constitute a quorum necessary to conduct business. If less than a quorum is in attendance at any meeting, it may be adjourned by a majority vote of those present or represented. Any business that was to be conducted shall be tabled until the next meeting when a quorum is present.

### **Section X: *Conduct of Meetings.***

Meetings of members shall be presided over by the President, or by another Director if the President is not in attendance. The Secretary of the Corporation shall act as secretary of such meetings; in the absence of the Secretary, the presiding officer may appoint a person to act as Secretary of the meeting.

### **Section XI: *Voting.***

All members in good standing may cast one (1) vote for each item of business brought before the membership. This vote may be in person or by a written proxy signed by the member or their duly authorized attorney, and dated not more than three (3) months prior to said meeting. All elections shall be held and all questions decided by a majority of the votes cast at a duly constituted meeting, except as otherwise provided by law, in the Articles of Incorporation, or these By-Laws.

If determined to be necessary, a vote by ballot may be taken upon any election or matter upon the request of ten percent (10%) or more of the members entitled to vote at that time. The proxies and ballots shall be tallied by two (2) such persons as requested to do so by the President or other Director.

## **ARTICLE IV: BOARD OF DIRECTORS**

### **Section I: *General Powers.***

The business and any property of the Corporation shall be managed by the Officers of the Board of Directors of the Corporation. The responsibilities of the Board are to call meetings,

plan agendas and speakers, send announcements/newsletters, form committees, call elections according to the By-Laws, and other tasks necessary for the proper functioning of the Corporation.

## **Section II: *Number and Term of Office.***

There shall be between four (4) and ten (10) Officers, including but not limited to a president, vice president, secretary, treasurer, any committee chairpersons and duly elected at-large representatives. The exact number of Officers shall be fixed by the sitting Directors. At each annual membership meeting, the successors to the Directors whose term is set to expire will be elected. Each elected Director shall hold office until his or her successor is elected.

The Board shall include no less than the four (4) elected Directors; President, Vice President, Secretary and Treasurer. The Board may include one (1) or more vice presidents. Board members should be representative of the membership as a whole. A senior representative of Harford County may also act in an advisory capacity to Board. Except for a member-at-large who serves a single (1) year term, all Directors shall serve for a two (2) year term. Terms may be extended on an individual basis at the request of and after a majority vote of the remaining members of the board.

## **Section III: *Nomination and Election of Directors.***

At least sixty (60) days prior to the annual meeting of the Corporation, the Nominating Committee shall submit a proposed slate of Directors to the sitting Board. If that slate is approved by the Board, at the next regularly scheduled membership meeting, the Secretary shall present the slate of nominees to members in good standing.

Three (3) or more members in good standing may give the Secretary written notice of another member in good standing they wish to nominate for election to the Board of Directors. This notice shall be given no less than thirty (30) days before the Annual Meeting.

Each active member may vote for or against each person nominated to the Board who shall be elected individually. A plurality of all votes cast at a meeting is sufficient to elect a Director.

## **Section IV: *Filling of Vacancies, Removal, Resignation.***

If a Director dies, resigns, is disqualified, or removed for other cause, the highest ranking remaining officer shall call the current or next scheduled meeting of the Board to order and immediately go into a closed special session. The name of a replacement Director shall be nominated and temporarily elected by a simple majority vote of the remaining Directors in attendance. The newly elected Director shall hold office until such time as his or her name can be brought before the membership and voted upon to fill the remainder of the vacated term (unless elected again).

Any Director may be removed from office with or without cause by the affirmative vote of a majority of the members entitled to vote at any special meeting of members called for the purpose.

A resigning Director or Officer of the Corporation shall provide written notice to all other Directors no less than seven (7) days prior to their resignation which shall occur at the beginning of that Board meeting. Prospectively, the former officer shall not vote on any matter before the Board and shall immediately leave any meeting currently in session.

#### **Section V: *Place of Meetings.***

The Board of Directors may hold their meetings, have one or more offices, and keep books of the Corporation within or outside the State of Maryland at such place or places as they decide. Resolution or written consent of all Directors is necessary before any of these locations can be changed. The Board of Directors may hold their meetings by conference call or other similar electronic communications in accordance the provisions of the Maryland Corporation law.

#### **Section VI: *Regular Meetings.***

Business may be transacted at any regular meeting of the Board. Regular meetings of the Board may be held at a time and place determined by the Board. Notice of any resolution fixing or changing the time or place of any meeting shall be e-mailed to all Board members at least three (3) days before the meeting is to be held. The Annual Meeting of the Board of Directors shall be held immediately following the Annual Meeting of the Corporation at which new Directors are elected.

#### **Section VII: *Special Meetings.***

Any member of the Board may call a special meeting of the Board of Directors. The Secretary shall give notice of each such special meeting by e-mail at least three (3) days prior to the meeting or telephoning at least two (2) days before the meeting. Such notice may be waived by any Director. Unless otherwise indicated in the notice thereof, any and all business may be transacted at any special meetings.

#### **Section VIII: *Quorums.***

Except as may be otherwise specifically provided by law, the Articles of Incorporation, or these By-Laws, a simple majority of Directors shall constitute a quorum for the transaction of business at all meetings of the Board of Directors. If less than a quorum is in attendance, the meeting may be adjourned until such time as a a quorum shall attend. Any business that was to be conducted at the adjourned meeting shall be tabled until the next meeting where a quorum is present.

**Section IX: *Required Vote.***

An affirmative vote of a majority of those present shall be necessary for the passage of any resolution.

**Section X: *Compensation of Directors.***

Directors shall not receive any stated salary or other compensation for their services.

**Section XI: *Attendance at Meetings.***

The duties of Directors include attendance at monthly meetings of the Board of Directors and the members. Directors are also expected to attend and participate in all events and join at least one (1) committee. Absence from meetings is permissible when illness or unforeseen circumstances relating to family or business obligations preclude attendance. Notification of an absence shall be provided to the President in a timely manner. Any Director failing to attend at least two thirds (2/3) of all regularly scheduled Board or member meetings may be removed pursuant to applicable provisions of the Articles of Incorporation, these By-laws, and Maryland Law.

**Section XII: *Committees.***

Every year there shall be the following committees: nominating committee, membership, and outreach. Each committee must consist of one (1) or more Board member(s) who acts as the Board's liaison to said committee and as many members in good standing who volunteer to serve thereon. Except as otherwise provided here, a chairperson shall be chosen by the members of any committee.

By resolution passed by a majority of the Board, one of more other committees with specific purposes shall be designated for a term of one or more years.

**Section XIII: *Nominating, Membership, and Outreach Committees.***

The Board of Directors shall elect a Nominating Committee consisting of at least one (1) Director and the immediate past president. The Chairperson of this committee shall be the immediate past president of the Board, unless he or she resigned or is no longer a member in good standing. In such an instance, the current President shall select a Chair of the nominating Committee. No later than December of each year, the Nominating Committee shall be selected by the Chair and approved by the Board at their next regularly scheduled meeting.

Among other responsibilities, the Membership Committee shall assist with sign in at all regularly scheduled member meetings, host guest at regular membership meetings, identify and communicate with new potential members, and assist in the retention of current members.

Among other responsibilities, the Outreach Committee shall assist with educating residents of Harford County about the resources available to seniors, their families and caregivers, develop a current list of members in good standing who are available to speak the residents of Harford County on topics of interest or concern, and other endeavors to help GAIN's outreach (branding in the community).

## **ARTICLE V: OFFICERS**

### ***Section I: Election, Tenure and Compensation.***

The officers of the Board of Directors of the Corporation shall be elected annually by the membership at the Annual Meeting of the members. Except for the office of President, any two or more offices, may be held by the same person.

In the event that any office other than an office required by law, becomes vacant, such office and all references thereto in these By-Laws shall be deemed inoperative until such office is filled in accordance with the provisions of these By-Laws.

Except where otherwise expressly provided in a contract duly authorized by the Board of Directors, all officers and agents of the Corporation shall be subject to removal at any time by the affirmative vote of a majority of the whole Board of Directors.

### ***Section II: Powers and Duties of the President.***

The President shall be the chief executive officer of the Corporation and shall have general charge and control of all of its business affairs and properties. The President shall preside at all meetings of the members and create the agendas for regular Board and membership meetings.

The President may sign and execute all authorized bonds, contracts, or other obligations in the name of the Corporation. The President shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation. The President shall be an ex-officio member of all the standing committees. The President shall do and perform such other duties as may, from time to time, be assigned by the Board of Directors. Except when there is a tie, the President does not vote on matters before the Board. In such cases the President shall cast the deciding vote.

### ***Section III: Powers and Duties of the Vice-President.***

The Board of Directors may appoint one or more Vice-Presidents. In the President's absence a vice-president (unless otherwise provided by resolution of the Board of Directors) may sign and execute all authorized bonds, contracts, or other obligations in the name of the Corporation. Each vice-president shall have such other powers and duties as may be assigned by the Board or the President. In case of a temporary absence or disability of the President, the duties of that office shall be performed by any vice-president.

#### **Section IV: *Secretary.***

The Secretary shall give notice of all meetings of members and directors, and all other notices required by Maryland Law or by these By-Laws, and in case of his or her absence, refusal or neglect to do so, such notice may be given by any person directed by the President, or by the Board to do so. The Secretary shall record the minutes of all Board and member meetings in the books of the corporation. The Secretary shall also perform such other duties as may be assigned by the Board or the President. If there is one, the Secretary shall have custody of the seal of the Corporation and shall affix the same to all instruments requiring it. The Secretary is responsible for responding to all emails and inquiries from active members of the Corporation and the public. In general, the Secretary shall perform all the duties generally incident to the office of secretary, subject to the control of the Board and the President.

#### **Section V: *Treasurer.***

The Treasurer shall have custody of all the funds and securities of the Corporation, and shall keep the records of all transactions of the Corporation. The Treasurer shall deposit all moneys of the Corporation in its bank account, which shall be maintained in an institution that has FDIC insurance, and shall remit payment of all appropriate expenses of the Corporation. At each regular meeting of the members, the Treasurer shall provide a report concerning the financial condition of the Corporation at all meetings of both the Board and members. The Secretary shall enter that report into the meeting minutes.

Any officer who has access to the funds of the Corporation shall give the Corporation a surety bond, in a sum satisfactory to the Board of Directors. That bond is to protect the Corporation from misdeeds and ensure the faithful performance of the duties of the office of Treasurer or anyone else that has access to the Corporate account(s).

The Treasurer is responsible for ensuring the Corporation remains in good standing with all Federal and State tax authorities and shall perform all the duties generally incident to the office of the Treasurer.

### **ARTICLE VI: CORPORATE SEAL**

#### **Section I: *Seal.***

In the event that the President shall direct the Secretary to obtain a corporate seal, the corporate seal shall be circular in form and shall have inscribed thereon the name of the Corporation, the year of its origination, and the word "Maryland". Duplicate copies of the corporate seal may be provided for use in the different offices of the Corporation, but each copy thereof shall be in the custody of the Secretary of the Corporation or of an Assistant Secretary of the Corporation nominated by the Secretary.

## **ARTICLE VII: BANK ACCOUNTS AND LOANS**

### **Section I: *Bank Accounts.***

Any officers of the Corporation that access to the corporate bank account(s) has full authority to deposit any funds of the Corporation into said bank accounts or trust companies and may withdraw funds of the Corporation, draw checks, drafts or other instruments to pay appropriate corporate debt. Any bank or trust company holding the corporate account(s) is authorized to accept and honor all business being conducted on Harford GAIN's account(s) by its authorized representatives, without limit. That authority shall remain in effect unless written notice of the revocation is received by the bank or trust company.

When there is a new president and treasurer, they shall sign new bank or trust companies account agreements for the corporate account(s).

### **Section II: *Loans.***

Such officers or agents of this Corporation may from time to time be designated by the Board to take loans in the corporate name.

## **ARTICLE VIII: REIMBURSEMENTS**

Any officer or member in good standing who remits payment of a corporate debt shall be reimbursed (without interest) as soon possible.

## **ARTICLE IX: MISCELLANEOUS PROVISIONS**

### **Section I: *Fiscal Year.***

The fiscal year of the Corporation shall end on the last day of August.

### **Section II: *Notices.***

Whenever these By-Laws require notice to be given to any Director, officer or member, it shall be in writing, by e-mail, or regular mail postage prepaid and sent to the members address of record.

## **ARTICLE X: AMENDMENTS**

### **Section I: *Amendment of By-Laws.***

The Board of Directors shall have the power and authority to amend, alter or replace or repeal these By-Laws or any provisions thereof, and may from time to time make additional By-Laws subject to a majority vote of the Board.

## ARTICLE XI: INDEMNIFICATION

### Section I: *Definitions.*

As used in this Article XII, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time, (The "Indemnification Section") shall have the same meaning as provided in the Indemnification Section.

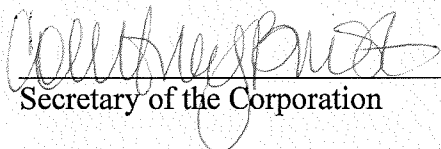
### Section II: *Indemnification of Directors and Officers.*

The Corporation shall indemnify and advance expenses to a Director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by an in accordance with the Indemnification Section.

### Section III: *Indemnification of Employees and Agents.*

With respect to an employee or agent, other than a Director or officer, of the Corporation, the Corporation may, as determined by the Board of Directors of the Corporation, indemnify and advance expenses to such employee or agent in connection with a proceeding to the extent permitted by and in accordance with the Indemnification Section.

The foregoing By-Laws of the Harford Geriatric Assistance & Information Network, Inc. were duly adopted by the Board of Directors at a duly called meeting on October 3, 2014.

  
Secretary of the Corporation

