

ST. TAMMANY COUNCIL ON THE AGING, INC.

BYLAWS

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ST. TAMMANY COUNCIL ON THE AGING, INC.

ARTICLE 1 – NAME

The name of the organization shall be the St. Tammany Council on the Aging, Inc., authorized by Act 456 of 1964. The council shall operate under the provisions of the charter issued by the Governor on April 4, 1967, upon recommendation of the Louisiana Commission on the Aging, and the Articles of Incorporation recorded in Charter book 13, page 1, on August 15, 1968. The Council shall be known and recognized by its registered trade name COAST, as recorded with the State of Louisiana on July 30, 2001, with the added notation always included that this stands for the “Council on Aging St. Tammany.”

ARTICLE II – PURPOSE

The purpose of the Council shall be to collect facts and statistics and make special studies pertaining to the employment, financial status, recreation, social adjustment, mental and physical health, or other conditions affecting the welfare of the aging people of the parish; to keep abreast of the latest development in those fields of activity throughout the state and nation, to interpret its findings to the citizens of the parish and state; to

conduct public meetings, to make recommendations for needed improvements and additional resources to promote the welfare of the aging people; to coordinate the services of other local agencies serving the aging people, and to assist and cooperate with GOEA, (Governor's Office of Elderly Affairs), and other departments of the state government serving the aging people.

ARTICLE III – MEMBERSHIP OF THE CORPORATION

Section 3.01 Membership – The membership of the Corporation shall initially consist of those persons who have associated themselves together, made application for, and been awarded a Charter under Act 456 of 1964. The Board of Directors, in accordance with the rules adopted by the Corporation, may add additional members to the Corporation from time to time. A membership drive will be held every year prior to the annual meeting. No new prospective members will be allowed to join within two weeks of the Annual Meeting. The Board Secretary shall have and maintain a current list of members of the corporation. Membership in COAST shall be open to all residents of St. Tammany Parish who have reached 18 years of age. Membership rolls shall be closed two weeks prior to the Annual Meeting. A membership fee shall not be charged.

Section 3.02 Voting Rights – Voting rights of the members of the Corporation are defined in Article V, Section 3 of the Articles of Incorporation and these Bylaws. Proxies shall not be allowed.

Section 3.03 Termination and Resignation – Membership of a general corporate member will be terminated if a member moves out of parish or dies. Any member may resign or withdraw by filing a written resignation with the Secretary of the Board of Directors. After a period of three meetings of the members where any member has not voted in any such election of directors, the Board of Directors may proceed to remove that member from the membership rolls, subject to the right of said member to be reinstated by appropriate application for same.

Section 3.04 Reinstatement – Upon written request signed by a former member (terminated for acceptable reasons) and filed with the Secretary, the Board of Directors of COAST may reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

Section 3.05 Liability of Membership – Registered members shall not be liable for any debts or obligations of the Corporation and are not subject to any dues, fees or assessments.

Section 3.06 Residence of Members -The Corporation will make all reasonable efforts to maintain a broad parish-wide membership.

ARTICLE IV – MEETINGS OF THE CORPORATION

Section 4.01 Annual Meeting – The annual meeting of the Corporation general members shall be in June on the regular scheduled meeting date of the COAST Board of Directors. The purpose of the Annual Meeting will be to review the Annual Report of the Corporation and elect new Board members for the upcoming year. The annual meeting shall be advertised in the official parish journal twenty-one (21) days in advance. Notices shall be posted at all Council on Aging activity sites for at least seven (7) days immediately prior to the meeting. The Annual Report is to be prepared at least two (2) weeks prior to the Annual Meeting.

Section 4.02 Special Meeting – Special Meetings of the Corporation may be called as required and as provided in Section 5.04. Announcements will be posted in all COAST facilities. Meetings shall be held as specified by the President of the Board of Directors in the meeting announcements.

Section 4.03 Quorum – The active members of the corporation, who are present and who have been credentialed by the Secretary, shall constitute a quorum.

Section 4.04 Manner of Acting – The act of a majority of the corporation members present at a meeting at which a quorum is present shall be the act of the Corporation. Voting may be by a show of hands or written ballot as required herein. Council membership does not vote on actions; they only vote for the election of Board Members at the annual meeting.

Section 4.05 Open Meeting – Meetings of the Council shall be conducted in accordance with R.S. 42:1 et seq., the Open Meeting Law.

ARTICLE V – BOARD OF DIRECTORS

Section 5.01 General Powers of Election – The Board of Directors is elected at the annual meeting in June each year by a simple majority of the general membership present (as set forth in Article 4.03 and 4.04) and shall take office immediately. The Board shall provide policy for the Council to fulfill the purpose of COAST as set forth in Article II of the Bylaws and act as governing body of the Area Agency on Aging as prescribed in the Governor’s Office of Elderly Affairs Manual subsection §1131. Corporation members, (which include Board Members) may submit the name of any corporation member to the Board Development Committee at its regular April committee meeting for nominations to the board. These names will be added for consideration to the list of Board and Executive Committee members reviewed by the Board Development Committee. The Board Development Committee, after due consideration and screening, shall nominate members for election to the Board of Directors. The nominees for election to the Board of Directors should have the knowledge and expertise in the areas of business, financial management, and other fields of expertise needed to manage the affairs of COAST. All reasonable efforts will be made to maintain a Board whose membership will be parish-wide. All members of the Board must be residents of the parish throughout their term. A member of

the Board Development Committee shall conduct the election. Additionally, nominations may be made from the floor by a motion of a member and a second by a member, during the Annual Meeting, before declaring nominations closed. Written ballots shall be prepared from the list of nominees submitted by the Board Development Committee and nominations from the floor will be added to the ballot. Voting shall be by written ballot.

Section 5.02 Director Requirements – All members of the Board of Directors must be residents of St. Tammany Parish throughout their term. Directors are required to fill out the Louisiana Board of Ethics Tier 2.1 Financial Disclosure annually prior to May 15. Directors must complete the Louisiana Board of Ethics online Ethics Training and Sexual Harassment Training annually and provide copies of their certificates to the St. Tammany Council on Aging. Directors will complete a COAST Board of Directors Ethics Policy Statement and a Business Disclosure Form within 30 days of their election to the Board of Directors. Non-compliance or intentional omission to any of the above requirements can result in removal from Board of Directors.

Section 5.03 Number and Term – The number of directors shall be 15. All members of the Board of Directors shall be elected for one three-(3) year term. Terms will be staggered with 1/3 of the terms being elected each year. Each director may serve no more than two (2) consecutive terms. Members of the Board, after serving two consecutive terms, are ineligible to serve on the Board for a period of one year.

Section 5.04 Regular Meetings – The Board of Directors will hold regular monthly meetings in accordance with the Open Meeting Law on the fourth Thursday of every month, with exceptions in November and December as necessitated by national holidays. Agendas will be set by the Executive Director with the approval of the Board President. Any Board member may request an item to be placed on the agenda. Requested agenda items shall include with reasonable specificity the subject matter and the purpose for adding the item to the agenda. Such request must be made prior to the agenda closing, which is one week prior to the meeting date. Members of the public will be afforded a public commenting period, for items on the agenda, not to exceed three minutes per individual or as extended by President for good cause, prior to action being taken on agenda items that require a vote. Members of the public may request that an item be added to an upcoming agenda. Such request must be in writing, addressed to the Executive Director, and received no less than two weeks prior to the meeting date at which time **it** is to be addressed. The public will be afforded a commenting period, not to exceed three minutes per individual or as extended by President for good cause. Open meeting law states: Upon unanimous approval of the members present at a meeting of a public body, the public body may take up a matter not on the agenda. Any such matter shall be identified in the motion to take up the matter not on the agenda with reasonable specificity, including the purpose for the addition to the agenda, and entered into the minutes of the meeting. Prior to any vote on the motion to take up a matter not on the agenda by the public body, there shall be an opportunity for public comment on any such motion in accordance with R.S. 42:14 or 15. The public body shall not use its authority to take up a matter not on the agenda as a subterfuge to defeat the purposes of this chapter.

Section 5.05 Special Meetings –Special meetings may be called by the President of the Board, a Committee Chairperson, the Executive Committee; one third of the board of members; or twenty-five credentialed members of the Council on Aging. All meetings will comply with the Louisiana Open Meetings Law for public notice with date/time/place and agenda for the meeting posted at all COAST locations, sites, and at the meeting site front door and meeting room door. Except in cases of emergency, a twenty-four (24) hour notice shall be given.

Section 5.06 Notice of Meetings – Written and Public Notice of any and all meetings must be given at least 24 hours in advance. Notice of board meetings shall be given by regular mail to each member at least five (5) days before the date designated for such meetings. The notice shall specify the place, time, date, and business to be brought before the Board. Members are required to keep the office informed of changes in address. All meetings will comply with the Louisiana Open Meetings Law for public notice with date/time/place and agenda for the meeting posted at all COAST locations, sites, and at the meeting site front door and meeting room door.

Section 5.07 Quorum - The current membership of the Board of Directors is 15; eight (8) members, or 51% or simple majority of the then actual current membership of the Board of Directors in attendance, shall constitute a quorum for the transaction of business at any business meeting of the Board of Directors. No proxies are allowed.

Section 5.08 Manner of Acting – The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board. Voting may be by a ~~show of hands~~ viva voce or roll call vote.

Section 5.09 Vacancies – Vacancies occurring on the Board below the minimum of 15 will be filled by majority vote of the Board from Corporation membership within 30 days of vacancy and will serve until a successor has been elected by the members of the Corporation at the next annual meeting. A director elected at the annual meeting to fill a vacancy shall be elected for the un-expired term of his predecessor in office. A person elected to fill an un-expired term lasting at least eighteen (18) months shall be considered to have occupied the position for a full term.

Section 5.10 Reimbursements – Directors shall not receive reimbursement for their services as directors. They may receive reimbursement for current travel allowance upon request.

Section 5.11 Compensation - The members of the Board shall receive no per diem or other compensation for their services.

Section 5.12 Removal from Office of Director - Effective February 22, 2018, a director may be removed from office for cause which includes, but is not limited to, three (3) absences from any Board meetings in a fiscal year without valid reason, or absences from two (2) consecutive regular meetings of the Board without a valid reason in a fiscal

year, failure to perform duties, conduct which is injurious to the Council on Aging or its purpose, or conviction of a felony, a crime of violence or elder abuse. Removal shall be by the vote of not less than two thirds of the members present at a meeting provided that notice of said action has been given in the written meeting notice and written notice is given the director with charges preferred against him/her. Said notices must be at least ~~15~~ 20-days before the date of the meeting. This notice shall be mailed either electronically and via certified mail to the address supplied by the director to COAST for notice or hand delivered to the director. The notice shall be considered timely if transmitted twenty (20) days prior to the meeting and actually received by the Director prior to the meeting. Any director so involved must be given opportunity to be heard at such a meeting.

Section 5.13 Prohibitions – Except for the Executive Director, who may be an ex-officio member with a voice in discussions but with no vote, paid staff members are prohibited from serving on the Board of Directors. Former COAST staff members may not, without exception, serve on the Board of Directors for a period of two (2) years immediately following separation from employment nor may former Board Members serve as paid staff of COAST for a period of two years immediately following separation from the Board, without exception.

ARTICLE VI – OFFICERS

Section 6.01 Officers – At the monthly meeting in March, nominations will be made from Board Members for the Executive Committee, President, Vice President Secretary and Treasurer. Each April, the Board Development Committee will screen and consider nominations for directorship that will be voted on at the June meeting. Election of officers will be by a simple majority of the Board Members present. The election of officers shall be the first order of business at the June meeting and those elected will take office immediately at this meeting. The newly elected President shall appoint the committees and committee members for the coming year as per Section 8.01 of the Bylaws.

Section 6.02 Election and Term of office for President, Vice President, Secretary and Treasurer shall be one year. Officers may not serve more than two consecutive terms in the same office. Election of officers shall be in accordance with Article VI, Section 6.01 of the bylaws. A majority of votes cast shall elect.

Section 6.03 Removal – Any officer elected or appointed by the Board may be removed by two-thirds vote of the remaining directors, whenever in its judgment the best interests of the Corporation would be served by removal as provided for in Section 5.10. Such removal shall be without prejudice to the rights, if any, of the officer so removed.

Section 6.04 Vacancies – A vacancy in any office because of death, resignation, removal disqualification, or otherwise, may be filled by majority vote of the Board for the un-expired portion of the term. Any vacancy will be filled within 30 days. An unexpired term so filled shall not be considered a term of office as provided in Section 6.02.

Section 6.05 Duties of Officers – (a) President. The President shall be the principal executive officer of the Corporation. He/she shall preside at all meetings of the members and of the Board. He/she may sign, with a Board resolution, which specifically states what will be signed, and by whom, any deeds, mortgages, bonds, contracts, or other instruments.

(b) Vice President. In the absence of the President or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him/her by the President of the Board. The duties of the Vice President shall include substituting for the President in his/her absence from meetings.

(c) Secretary. The Secretary shall perform all duties usually assigned to such office, as well as any secretarial duties mentioned in these Bylaws. As Secretary, the officer shall maintain a list of members of the Corporation and credential members of the corporation at the annual meeting. The Secretary shall be provided with a staff member of the corporation for the taking of actual minutes of the meeting of the Board of Directors or any committee meetings. These minutes shall be properly recorded and distributed to the Board of Directors ten (10) days in advance of the meeting at which the minutes are to be considered for approval. The Secretary will be responsible for conducting the annual review of the Bylaws with the Executive Committee.

d) Treasurer. The Treasurer shall perform the duties usually assigned to such office, as well as any treasurer duties mentioned in these Bylaws. As Treasurer, this officer shall oversee the maintenance of financial records and condition of the Corporation.

ARTICLE VII – ORDER OF BUSINESS

Section 7.01 Order of Business – The order at any regular or special meeting of the Board shall be:

- (a) Roll Call, Pledge, Prayer
- (b) Approval of any unapproved minutes. Unapproved minutes shall be provided to each Board member ten (10) days prior to the meeting.
- (c) Reports of officers, executive director and committees. Reports shall be mailed/e-mailed to each Board member along with the meeting notice prior to the meeting.
- (d) Old Business
- (e) New Business
- (f) Adjournment

Section 7.02 Parliamentary Procedure – On questions of parliamentary procedure not covered in these Bylaws, Robert’s Rules of Order shall prevail.

ARTICLE VIII – COMMITTEES

Section 8.01 Standing Committees – The Board shall establish the following standing committees: Executive, Board Development, Personnel, Finance, Title III Services, and Resource Development. Appointments shall be made annually by the newly elected President on the first meeting in June, with the exception of the Executive and Board Development Committees (see Sections 8.02 & 8.03). All members of the Board shall be appointed to at least one standing committee.

Section 8.02 Executive Committee – The Board of Directors shall establish an Executive Committee composed of the officers of the Board (President, Vice President, Secretary and Treasurer) during their current term of office. The Executive Committee will meet as often as necessary and recommend to the full Board of Directors actions needed to handle all corporation affairs. The committee shall conduct an annual review of the Bylaws of the Board of Directors.

Section 8.03 Board Development Committee – This committee shall nominate temporary replacements to be elected by the Board to fill vacancies on the Board; present a slate of nominees for the Board to be voted upon by the general membership at the annual meeting. This committee will also be responsible for conducting the annual membership drive each April. This committee is to be elected by majority vote of the board at the first Board meeting in June. The Secretary should serve on this committee as the Secretary maintains a list of members of the Corporation via the Corporate List.

Section 8.04 Personnel Committee – This committee shall establish and oversee the personnel polices, recommend salaries and adjustments for the executive director only and interview and recommend candidates for the director’s position. It shall hear grievances and settle disputes, subject to final appeal/oversight by the Board of Directors, and insure the council’s compliance with labor standards including employee rights and compensations. The committee shall conduct an annual review of the personnel manual(s).

Section 8.05 Finance Committee – This committee shall consist of at minimum the four members of the Executive Committee. The Board President may appoint other members. The Treasurer shall serve as chairman. This committee shall review and submit to the full board financial reports and amendments to the budget for the current fiscal year. This committee shall review, evaluate, and make recommendations to the Board and the Executive Director for approval of unbudgeted contracts in excess of \$5,000.00 prior to the contracts being executed. Amendments to reoccurring contracts will be reviewed if amendments result in an increased cost of more than \$5,000 per year. Amended cost will then go before the full board for approval via resolution. ~~This committee shall determine if an attorney shall review a contract prior to presentation to the Board.~~ The committee shall conduct an annual review of the financial manual(s).

Section 8.06 Title III Services Committee – This committee shall review Transportation, Nutrition, and In Home Services program reports and issues and make

recommendations to the Board regarding these issues. The committee shall conduct an annual review of the Title III Services manuals.

Section 8.07 Resource Development Committee – This committee shall make recommendations to the Board for fundraising projects. Once projects are approved, this committee will plan, organize, and be responsible for overseeing all of the activities associated with the fundraiser. The Resource Development Committee and the Board will follow the guidelines established in COAST’s Fundraising Policy, if applicable. The Board President may appoint up to three (3) non-Board members to the committee.

Section 8.08 Special Committees – Special committees or ad hoc committees of members or non-members may be established to undertake any studies, which the Board has authorized. The members of such committees shall be appointed by the President to serve until such time as the work to which the committee was assigned has been completed.

Section 8.09 Committee Members – Each committee shall be composed of persons qualified in any field of activity relating to the welfare of aging people. Each committee shall be fully authorized to seek assistance in planning programs in its particular field. It shall invite help from any state departments or any available source and shall present plans to the board of Directors for approval.

Section 8.10 Committee Meetings – All standing, special or ad hoc committees will meet at the **Covington Activity Center** bimonthly or as often as needed as determined by Chairperson of each committee or the President of the Board ~~at the COAST Administrative Office~~. The Board, at the June Board meeting, shall develop a tentative yearly schedule of committee meetings for the upcoming year. Committee members must attend committee meetings in order to maintain their position on the Board of Directors. Three absences from the same committee in a fiscal year may result in removal from the Board.

ARTICLE IX – CONTRACTS, CHECKS, DEPOSITS, INSURANCE AND FUNDS

Section 9.01 Contracts – The Board may authorize an officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver an instrument in the name of and on behalf of the Corporation; and such authority shall be confined to a specific instance. No one other than the Executive Director, Operations Director and any Board Member duly authorized by specific resolution may be authorized to enter into any contract or agreement on behalf of COAST. An execution of a contract or instrument by a person other than a duly authorized Board Member, ~~or~~ the Executive Director **or Operations Director** is invalid.

Section 9.02 Conflict of Interest – Wherein conflict of interest and nepotism are concerned, the following rules shall apply: (a) no person shall hold a COAST position while he/she or a member of his/her immediate family serves on the Board of Directors,

(b) no Board Member shall vote on any matter in which they have a financial interest, and
(c) no contracts shall be made with any organization in which a member of the Board or his/her immediate family has an interest. For purposes of this rule immediate family shall include any of the following: husband, wife, father, mother, brother, sister, son, daughter, father-in-law, mother-in-law, brother-in-law, sister-in-law, son-in-law or daughter-in-law.

Section 9.03 Checks, Drafts, etc. – All checks, drafts or other forms of payment shall read, “All payments issued by COAST shall have two signatures.” One of the signatures shall be that of a duly authorized board member. The person preparing the check shall not be authorized to sign it.

Section 9.04 Gifts – The Board may accept on behalf of the Corporation any contribution, gift, bequest, or device for the general purpose or for any special purpose of the Corporation.

Section 9.05 Fiscal Year – The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June each year.

Section 9.06 Bonding – All Board Members who sign checks and staff who handle money or the accounting records shall be bonded.

Section 9.07 Insurance – The following minimum insurance coverage must be maintained: (a) FICA on all employees; (b) workman’s compensation; (c) comprehensive general liability and (d) property.

ARTICLE X – BOOKS AND RECORDS

Section 10.01 Records – The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, the Board and committees having any of the authority of the Board of Directors, and shall keep at the registered or principle office a record giving the names and addresses of the members. The Secretary of the Board of Directors shall also maintain a current list of all members. Any member, or his/her agent or attorney may inspect all books and records of the Corporation. An audit of all financial records shall be made every year by an independent certified auditor.

Section 10.02 Annual Report – An annual report shall be prepared prior to the annual meeting. It shall include a list of Board members; a comprehensive financial statement that identifies all revenues, expenses, sources of funding and ending balances; a summary of activities conducted pursuant to R.S. 46:1604, including findings and recommendations of subcommittees appointed by the Council during the most recently completed State fiscal audit. Copies shall be made available, to GOEA and the general public and may be provided at cost. The Annual Report shall be presented to the general membership of the Corporation at the Annual Meeting, as set forth in Art. 4.01

ARTICLE XI – REPEAL OR AMENDMENT OF BYLAWS

Section 11.01 Notice of any amendment to be offered at any meeting shall be given to board members and the public not less than 14 days, no more than 30 days before such meeting and shall set forth such amendment. Voting shall not take place at the meeting at which the amendment is presented but must be laid over until the next regular scheduled Board meeting. These Bylaws may be repealed or amended by a majority vote of the Board of Directors.

ARTICLE XII – OWNERSHIP OF PROPERTY

Section 12.01 Acquisitions. Assets derived from funds administered by the Council are the assets of the Council.

Section 12.02 Dispositions. In the event of the dissolution of the Council, no assets shall be used to benefit any private person, corporation, or group. GOEA shall ensure that such assets are transferred to a unit of government or to another private non-profit agency holding a 501(c)(3) Certificate.

ARTICLE XIII – ETHICS

Section 13.01 Conflict of Interest – All Board members shall avoid conflicts between their personal interests and the interests of the Council.

- a. Conflicts of interest include situations wherein a Board member:
 - i. Is involved in a Council decision or action regarding another entity in which the member or a member of his/her immediate family has a financial interest, is an employee, is a director or is a consultant; or
 - ii. Discloses information relating to the business of the Council, which can be used by another entity to the detriment of the Council.
- b. Other entities include any organization or individual that does business or seeks to do business with the Council or competes with the council.
- c. Immediate family is defined as follows: Husband, wife, father, mother, sister, brother, son, daughter, grandmother, grandfather, father-in-law, mother-in-law, sister-in-law, brother-in-law, son-in-law, daughter-in-law.

Section 13.02 Disclosure – If a board member is aware of any personal interest related to an issue that exists or is under consideration by the Council, the individual shall immediately and prior to the discussion about or action on the issue:

- a. Disclose the existence of all personal interests; and
- b. Abstain from voting and/or attempting to influence the decision.
- c. The President, after reviewing the matter with the Executive Committee, shall have the authority to determine whether a conflict of interest exists.

Section 13.03 Coercion – Neither the Board nor the Executive Director shall impose upon any employee or prospective employee of the Council any conditions of employment, either expressed or implied, which are not job related in terms of qualifications, duties and responsibilities.

ARTICLE XIV – LACUNAS

Section 14.01 Lacunas – Any matter of procedure not covered herein or by the Articles of Incorporation shall be governed by current Robert’s Rules of Order, Revised. The Board shall determine any matters, other than procedural, not covered by these bylaws herein.

These amended By-Laws were duly adopted by a unanimous vote of the Board of Directors present at its regular monthly meeting on ~~May 26, 2022~~ **May 25, 2023** after having been introduced at its regular monthly meeting on ~~April 28, 2022~~ **April 27, 2023**.

Secretary