

Bylaws of OUR CHARLOTTE ELDER AFFAIRS NETWORK

Adopted August 19, 1993
Amended and Restated March 27, 2024

Article I Definitions

The name of the organization shall be Our Charlotte Elder Affairs Network, or OCEAN

1. Board of Directors: The Board of Directors of this organization. (if applicable)
2. Directors: A member of this organization's Board of Directors. (if applicable)
3. Member: A member, other than an honorary member, of this organization or a board member
4. Year: The twelve-month period that begins on 1 January each year.

Article 2 Steering Committee

The governing body of this organization shall be the Board of Directors consisting of no less than eight (8) directors of this organization and no more than 12 members, namely, the president, vice president, secretary, treasurer, membership coordinator, breakfast sponsor coordinator, web master, legislative liaison, and welcoming committee. The Board of Directors may include members who volunteer as the meeting greeters, chair committees or as may be elected by the membership.

Article 3 Election of Directors

Section 1 – At a regular meeting one month prior to the meeting for election of directors, the nominating committee shall ask for nominations by members of the organization for the president, vice president, secretary, treasurer, membership coordinator, breakfast sponsor coordinator, web master, legislative liaison, and welcoming committee. The nominations may be presented by the nominating committee or by members from the floor, by either or by both as an organization may determine. If it is determined to use a nominating committee, such committee shall be appointed as the organization may determine. The nominations duly made shall be placed on a ballot in alphabetical order under each office and shall be voted for at the October membership meeting or via email to all current members. The candidates for the president, vice president, secretary, treasurer, membership coordinator, breakfast sponsor coordinator, web master, legislative liaison, and welcoming committee receiving a majority of the votes shall be declared elected to their respective offices.

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Section 2 – A vacancy in the Board of Directors or any office shall be filled by action of the remaining directors. This will be communicated with membership through monthly general membership meetings, emails and/or constant contact.

Section 3 – A vacancy in the position of any officer-elect shall be filled by action of the remaining directors.

Article 4 Duties of Directors

Section 1 – President. It shall be the duty of the President to preside at meetings of the organization and the Board of Directors and to perform other duties as ordinarily pertains to the office of President.

Section 2 – Vice-President. It shall be the duty of the Vice President to serve as a director and to perform such other duties as may be prescribed by the President or the Board of Directors . The Vice-President should support and fill in for the President if the President is absent or unavailable. The Vice- President oversees chairing the Annual Sunflower Luncheon and the Caregiver Event annually.

Section 3 – Secretary. It shall be the duty of the Secretary to record attendance at meetings; send out notices of organization when needed to the Board of Directors , and committee meetings; record and preserve the minutes of such meetings, provide the monthly attendance report, and perform other duties as usually pertain to the office of secretary.

Section 4 – Treasurer. It shall be the duty of the treasurer to have custody of all funds, accounting for it to the organization annually and at any other time upon demand by the Board of Directors , and to perform other duties as pertains to the office of treasurer. Upon resignation from office, the treasurer shall turn over to the incoming

treasurer or to the president all funds, books of accounts, passwords, or any other organization property within 30 days of retirement from position

Section 6 – Membership Coordinator. It shall be the duty of the membership to keep membership records, report changes in membership, and to perform such other duties as may be prescribed by the President or the Board of Directors for the benefit of membership. It is also the responsibility to keep the membership contact information accurate and updated.

Section 7 – Web-Master. It shall be the duty of the Web master to maintain all matters with regard to the organization’s web site and to perform such other duties as may be prescribed by the President or the Board of Directors .

Section 8 –Legislative Liaison. It shall be the duty of the community & legislative liaison to keep current with community, Medicare, and legislative news and to perform such other duties as may be prescribed by the President or the Board of Directors..

Section 9 – Welcome Committee. The duties of the welcome committee to meet and greet members and guests at all organization’s meetings and other duties as may be prescribed by the president or the Board of Directors. .

Article 5 Meetings

Section 1– The regular general membership meetings of this organization shall be held on the fourth Wednesday of every 1 month at 8:30 AM. Meetings will last 8:30am -9:30am, the doors will open at 8:00 am for networking. Due notice of any changes in or canceling of the regular meeting shall be given to all members of the organization. All members in good standing in this organization, on the day of the regular meeting, must be counted as present or absent, and attendance must be evidenced by the member’s being present for at least twenty-five (25) percent of the time devoted to the regular meeting.

Section 2 – One-third of the membership shall constitute a quorum at the regular board meetings of this organization for a vote or motion to be approved or denied.

Section 3 – Regular meetings of theBoard of Directors shall be held on the first Wednesday of each month unless cancelled by the President. Special meetings of theBoard of Directors shall be called by the president, whenever deemed necessary, or upon the request of two (2) directors, due notice having been given.

Section 4 – A majority of the directors shall constitute a quorum of the Board of Directors

Article 6 Fees and Dues

Section 1 The annual membership fee shall be \$100 to be paid before the applicant can qualify as a member. In addition. The renewal membership dues shall be due on January 1st of the new year.

Section 2 By a majority vote of the Board of Directors, the annual dues may be changed. If this happens, all current membership must be notified of this change.

Article 7 Method of Voting

The business of this organization shall be transacted by *viva voce** or electronic-vote except the election of officers and directors, which may be by ballot electronically or in person The Board of Directors may determine that a specific resolution be considered by ballot rather than by *viva voce* vote.

**(Note: Viva voce vote is defined as when organization voting is conducted by vocal assent.*

Article 8 Committees

Organization committees are charged with carrying out the annual and long-range goals of the organization. The President is responsible for appointing committee members to fill vacancies throughout the fiscal year. The President is responsible for conducting planning meetings. It is recommended that the chair have previous experience as a member of a committee or have been on the board in good standing and participation of the mission.

The following committees can be put together:

- - Nominating Committee-

Will elect a chairperson and prepare a list of Directors to be presented for a ballot via in meeting and/or by social media/email. They will also schedule an impromptu meeting in the event an office holds a vacancy. This committee will prepare and present to the general membership the process for voting
 - Membership Committee-

Shall be responsible for the recruitment and retention of members for the organization.
This committee should develop and implement a comprehensive plan for the recruitment and retention of members. This committee shall be chaired by the membership coordinator.
 - Event Committee:
This committee should develop and implement plans for the members including the Sunflower Luncheon, Caregiver Luncheon, and 'After Hours' events along side the Vice President and the Board of Directors. This committee should evaluate and make recommendations for events for members.
 - Resource Guide- (if applicable)
This committee should conduct activities associated with the effective biannual publication of the organizations signature community resource guide.
 - Education Committee
This committee shall involve itself with the programs and activities related to the education of professional colleagues as well as the public, including, but not limited to, establishing and maintaining a Speakers Bureau, distributing education materials, sponsoring/co-sponsoring educational conferences, seminars, and leadership training. They will work along side the Vice President in this matter.

Additional committees may be appointed as needed.

- (a) The President shall be ex officio a member of all committees and, as such, shall have all privileges of membership thereon.
- (b) Each Committee shall transact their business as is delegated to it in these bylaws and such additional business as may be referred to it by the President and/or the Board of Directors. Except where special authority is given by the Board of Directors, such committees shall not act until report has been made and approved by the Board of Directors.
- (c) Each chair shall be responsible for regular meetings and activities of the committee, shall supervise and coordinate the work of the committee and shall report to the Board of Directors on all committee activities.

Article 9 Duties of Committees

Each committee shall have a specific mandate, clearly defined goals, and action plans established by the beginning of each year for implementation during the year. It shall be the primary responsibility of the Board of Directors to provide the necessary leadership to prepare a recommendation for organization committees, mandates, goals, and plans for presentation to the Board of Directors in advance of the commencement of the year as noted above.

Article 10 Finances

Section 1 – Prior to the beginning of each fiscal year, the Board of Directors shall prepare a budget of estimated income and expenditures for the year, which shall stand as the limit of expenditures for these purposes, unless otherwise ordered by action of the Steering Committee/Board of Directors. The budget shall be broken into two separate parts: one in respect of organization operations and one in respect of charitable/service operations.

Section 2 – The treasurer shall deposit all organization funds in a bank, named by the Steering Committee/Board of Directors. Bank account at Charlotte State Bank

Section 3 – All bills shall be paid by the treasurer or other authorized officer only when approved by the President or by two other directors.

Section 4 – A thorough review of all financial transactions by a qualified person shall be made once each year.

Section 5 – The fiscal year of this organization shall extend from January 1st – December 31st, and for the collection of members' dues shall be collected by January 1st for the following calendar year.

Section 6- All transactions over \$500 shall be approved by the Board of Directors.

Article 11 Resolutions

The organization shall not consider any resolution or motion to commit the organization on any matter until the Board of Directors has considered it. Such resolutions or motions, if offered at a organization monthly meeting, shall be referred to the Board of Directors without discussion.

Article 12 Order of Business Meeting agenda:

Meeting called to order
 Welcome
 Pledge of allegiance
 Introduction of Board
 Breakfast Sponsor Intro
 Financial Report
 Introduction of visitors
 Membership Report
 Introduction of Members
 Main Speaker
 Legislative Report

Adjournment

Article 13 Amendments

The bi-laws can be updated and/or amended at any board meeting with a 2/3 vote of the Board of Directors and must be announced that the update was done at the next monthly membership meeting.

Article 14 Distribution of Assets Upon Dissolution

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making adequate provision for the payment of all of the liabilities of the corporation, distribute all of the remaining assets of the corporation to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable, religious, educational, and/or scientific purposes that benefits seniors in Charlotte County and which has established its exempt status under I. R. C. Section 501 (c)(3), or the corresponding provisions of any prior or future United States Internal Revenue Code. Any corporate assets not so disposed of shall be disposed of by the circuit court of the county in which the principal office of the corporation is then located, exclusively for said purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes as this corporation is organized.

Article 15- Harassment

Section 1. This corporation is committed to maintaining an environment that is free from any form of harassment. All members and individual's attending or participating in OCEAN general membership meetings and events should expect an environment free of harassment, including unwelcome physical contact, advances or comments. Members shall maintain an environment that promotes safety, courtesy, dignity and respect for all, reporting any suspected harassment, and ensuring non-retaliation.

Section 2. Harassment is broadly defined as any conduct, verbal or physical, that denigrates, insults or offends a person or group of persons, based on any specific characteristic, be it age, ethnicity, race, color, abilities, appearance, attire, religion, socioeconomic status, culture, sexual orientation or gender identity.

Section 3. Any allegations of harassment should be brought to them presiding president. If the allegation is made against the presiding president then the claim should be brought to the Vice President. The board of directors will be responsible for investigating any claim and make recommendations for recourse.

Article 16 Indemnification*Section 1. Officers and Trustees*

This Corporation shall indemnify to the fullest extent permitted by law any of its Officers who was or is a party to any proceeding, against liability incurred in connection with such proceeding as such Officer.

Expenses in connection with such proceeding, including appeal thereof, shall be advanced by the Corporation to the extent permitted by law. No indemnification shall be made pursuant to the provisions of this article in circumstances in which indemnification is prohibited by law.

Section 2. Other Agents

The Board of Trustees may authorize indemnification of other agents, employees, and volunteers upon such terms and conditions as the Board of Directors shall deem appropriate, and may enter into agreements therefore with any such persons. Such agreements may provide for the advance of expenses in connection with proceedings and the appeal thereof in which such persons are involved because of their connection with the Corporation.

Section 3. Liability Insurance

The Corporation shall have the power to purchase and maintain liability insurance on behalf of any person who is or was a Officer, Employee, Agent or Volunteer of the Corporation or who is or was acting on its behalf at its request, whether or not the Corporation would have the power to indemnify such person under the provisions of this article.

Section 4. Continuation

Indemnification and advancement of expenses as provided herein shall continue, unless otherwise provided when such indemnification was authorized or ratified, to persons who have ceased to be Officers, Employees, Agents, or Volunteers of the Corporation, and shall inure to the heirs and personal representatives of such persons.

Section 5. Subrogation

The provisions of this article shall not create any right of subrogation to any person, firm, or corporation against this Corporation, its Officers, Employees, Agents, or Volunteers.

Section 6. Extent of Indemnification

It is the intent of this article to provide the maximum indemnification possible under applicable law in order to help induce competent person(s) to serve on behalf of the Corporation. The rights of Officers, Employees, Agents, and Volunteers, herein specified shall be in addition to any other rights such persons may have under the Articles of Incorporation or under the laws of the United States and the State of Florida, subject only to the provisions of Section 2 hereof, it is specifically intended hereby to authorized and direct indemnification to the extent permitted or required by law, including but not limited to the applicable provision of Chapter 617 of the Florida Statutes, other statutes and case law of Florida and the United States, as all of the same now exist and as they may in the future be modified or amended.

AFFIRMATION OF AMENDMENT AND RESTATEMENT OF BY-LAWS

The review of these By-Laws was duly subscribed to and adopted this at a lawfully called and attended Board of Directors meeting of the Our Charlotte County Elder Affairs Network.

/S/ Darcy Woods
Darcy Woods, President

/S/ Jennifer Neuman
Jennifer Neuman, Secretary