

The Ohio Association of Gerontology and Education, Inc.

Code of Regulations as amended April 29, 2016

Article I. Name, Purposes and Mission

Section 1. Name

The name of this organization shall be The Ohio Association of Gerontology and Education Inc. (OAGE).

Section 2. Purpose

The Ohio Association of Gerontology and Education, Inc. (OAGE) is a membership organization with the purpose of enhancing education, research and practice in Ohio. OAGE is committed to maintaining close working relationships with the Ohio Department of Aging, the Ohio Area Agencies on Aging, the Ohio Department of Higher Education, Ohio's post-secondary institutions, and all professional organizations and individuals in the aging network. This involves the following activities:

- Facilitating education, mentoring and training to students in the field of gerontology;
- Providing a forum for the dissemination of aging-related research;
- Providing information and resources to interested individuals and professionals working in the field of gerontology.

Section 3. Mission

OAGE is an association of educators, researchers, practitioners, and students in Ohio who are dedicated to gerontological education, research and practice.

Article II. Membership of Organization

Section 1. Membership Eligibility

Membership in the Association shall be open to persons who hold an interest in furthering the purposes of the Association and who meet the qualifications for membership of these code of regulations. Our Association is committed to the full utilization of all human resources and to a policy of equal opportunity. Our Association will not discriminate against anyone on any legally-recognized basis including, but not limited to, race, age, color, religion, gender, sexual orientation, pregnancy or other related medical conditions arising from pregnancy or childbirth, marital status, veteran status, ancestry, national origin, or physical or mental disability.

Section 2. Classes of Membership

There shall be two classes of members: General Member and Student Member. The designation of "member" in these code of regulations shall be deemed to include all categories, except where there is an express provision to the contrary.

a. General Members

Members shall be persons who hold interest in furthering the purpose of the Association and who have completed the membership application and have paid the annual dues designated for a General Member by the Board of Trustees. Members are provided with the privileges of voting, holding office, and running for an elected position within the organization.

b. Student Members

A student who is registered for undergraduate, graduate or professional studies at an academic institution in Ohio may become a student member of OAGE. When students apply for membership they must indicate that they are members of an academic program. Students may continue as Student Members as long as they are registered for undergraduate, graduate, or professional studies at an academic institution in Ohio. Otherwise, students may not continue beyond the membership year in which they cease to qualify for this

category of membership. Student members of OAGE will pay a reduced membership fee as determined by the Board of Trustees. Members are provided with the privileges of voting, holding office, and running for an elected position within the organization.

Section 3. Removal from Membership

A member may be dropped from membership by a majority vote of the Board of Trustees for conduct that injures the Association or is contrary to or destructive of its purposes. Allegations must be stated in writing to the member, and the member must be given full opportunity for a hearing in order to respond to those allegations before the Board of Trustees or a body designated by it.

Section 4. Electorate of the Association

The Electorate of the Association shall consist of General Members and Student Members.

Article III. Officers

Section 1. Officers

The elected officers of the Association shall be a President, Vice President, Secretary, and Treasurer. The President Elect and Treasurer Elect shall serve only during the last year of the current President and Treasurer's term.

Section 2. Terms

All officers shall assume their duties at the close of the Annual Meeting.

1. The President shall serve one term of two years without the possibility of renewal.
2. The President-Elect shall assume the office of President at the close of the Annual Meeting, which is held the year following his/her election.
3. The Vice President shall serve one term of two years with the possibility of 1 renewal.
4. The Secretary shall serve one term of two years with the possibility of 1 renewal.
5. The Treasurer shall serve one term of two years with the possibility of 1 renewal.
6. The Treasurer-Elect shall assume the office of Treasurer at the close of the Annual Meeting, which is held the year following his/her election.

Section 3. Vacancies

If the office of the President becomes vacant, the Vice President shall assume the office and serve for the remainder of the unexpired term of President. If for any reason the succession of the Vice President is not possible, a successor to the office of President shall be appointed by the Board of Trustees for the remainder of the unexpired term of President. If the office of the President-Elect becomes vacant, the Nominating Committee shall nominate a successor with approval of the Board of Trustees.

If the office of the Vice President, Secretary, or Treasurer becomes vacant, the Nominating Committee shall nominate a successor with approval of the Board of Trustees to serve until the next regular election.

Section 4. Duties

The President shall perform such duties usually associated with the office of president of an association and not specifically delegated in these code of regulations to other persons. He/she shall preside at the annual and special meetings of the Association, and at meetings of the Board of Trustees and its Executive Committee. He/she shall be responsible for the overall administration of the business of the Association, and shall be an ex-officio member of all committees except the Nominating Committee. With the approval of the Executive Committee, he/she may call special meetings of the Association.

The Vice President shall perform the duties of the President in the absence or disability of the President and he/she shall oversee all committees, chair the conference committee, as well as perform other duties as specified in this code of regulations.

The Secretary shall serve as secretary of all meetings of the Association, of the Board of Trustees, and of its Executive Committee. He/she shall keep the membership rolls of the Association provided by the Membership Committee, shall issue notices of elections and of special meetings, and perform such other duties as are specified by these code of regulations. In addition, the Secretary will oversee all elections and announce the results to the Board of Trustees and the Electorate.

The Treasurer shall receive, disburse, and account for all funds belonging to the Association. She/he shall serve as chair of the Finance Committee and perform such other duties as are specified by this code of regulations.

The President-Elect shall assist the President and perform other duties as specified by the President or Board of Trustees.

The Treasurer-Elect shall perform the duties of the Treasurer in the absence or disability of the Treasurer, shall serve as a member of the Finance Committee, and perform other duties as specified by the Treasurer or Board of Trustees.

Article IV. Board of Trustees

Section 1. General Powers

All of the authority of this Association shall be exercised by the Board of Trustees, except as otherwise provided in the Articles of Incorporation or by Chapter 1702, Ohio Revised Code. For the government of its actions, the Board of Trustees may adopt code of regulations consistent with the Articles of incorporation.

Section 2. Standard of Conduct

A Trustee shall comply with the code of regulations and policies established by the Association. A Trustee shall perform his/her duties as a Trustee in good faith, in a manner he/she reasonably believes to be in the best interest of the Association, and with the care that an ordinarily prudent person in a like position would use under similar circumstances. In performing her/his duties, a Trustee, when acting in good faith, is entitled to rely on information, opinions, reports or statements, including financial statements or other financial data that are prepared or presented by: (a) one or more Trustees, Officers or employees of the Association who the Trustee reasonably believes are reliable and competent in the matters prepared or presented; (b) counsel, public accountants or other persons as to matters that the Trustee reasonably believes are within the person's professional or expert competency; or (c) a committee of the Trustees upon which he/she does not serve, duly established in accordance with the code of regulations, as to matters within its designated authority, which committee the Trustee reasonably believes to merit confidence.

A trustee shall not be considered to be acting in good faith if he/she has knowledge concerning the matter in question that would cause reliance on information, opinions, reports, or statements that are prepared or presented by persons described in (a), (b), or (c) in the first paragraph above, to be unwarranted.

Section 3. Composition of the Board of Trustees

The Board of Trustees will consist of 21 individuals who adequately represent our broadly defined constituencies (educators, researchers, practitioners, and students). The board will include three students. The President of the organization has discretion to fill two of the 21 seats based on the needs of the organization. In addition, three non-voting ex officio members including one representative each from the Ohio Department of Aging, the Ohio Department of Higher Education, and the Ohio Area Agencies on Aging, as well as any emeritus Trustees will serve on the board and participate in discussion and activities of the association. Known disabilities will be reasonably accommodated provided the Trustee can perform the essential functions of the Trustee role.

Section 4. Functions of the Board of Trustees

The Board of Trustees shall function as the policy body of the Association. The Board shall formulate policy to be recommended to the Electorate, and shall appoint members to committees. It shall have responsibility for all activities undertaken in the name of the Association and shall perform such other duties as are specified by code of regulations. The Board of Trustees shall have responsibility and authority over the funds of the Association within the limitations set forth by the Code of regulations. It may review or examine, upon its own initiative or upon bona fide request of a member, the actions of any officer, committee, or other instrumentality of the Association.

Section 5. Functions of the Student Members of the Board of Trustees

The Student Members of the Board of Trustees shall have the same responsibilities as the non-student Members of the Board of Trustees. Student Members of the Board shall be engaged in organizing at least one student-focused event at the annual conference, participating in the recruitment of student members throughout the year, actively participate in a standing committee, and be in contact with the colleges and universities that have gerontology programs and honor societies throughout Ohio.

Section 6. Meetings of the Board of Trustees

The Board of Trustees shall meet a minimum of two times a year, one of which is the Annual Meeting. The President may call special meetings. Notice of meetings, in writing, for every Annual Meeting and for special meetings shall be prepared and distributed to each member no less than thirty days before the meeting. The Board of Trustees shall publish its minutes and proceedings. All meetings of the Board of Trustees shall be open to all members of the Association, except when two-thirds of the members of the Board of Trustees vote for a closed meeting.

Section 7. Rules of the Board of Trustees

A majority of the members of the Board of Trustees shall constitute a quorum, unless otherwise stated in code of regulations. And, except as otherwise specified in these code of regulations, decisions shall be by a majority of those present in voting.

Section 8. Terms for Board of Trustee Members

Members of the Board of Trustees shall assume their duties at the close of the Annual Meeting. The term of office for Trustees shall be three (3) years. A Trustee may be asked to serve a second consecutive three (3) year term. No Trustee shall serve more than two (2) consecutive terms except when filling an unexpired term: then it may be the remainder of the unexpired term in addition to the two (2) consecutive terms. A lapse of one (1) year after the second consecutive term must occur before further services as a Trustee may be considered. Beginning with the election for Board of Trustee Members for 2009, non-student Trustees are eligible to be elected to serve two consecutive terms and then must leave the board for one year before running for re-election to the board. The term for students shall be for one (1) year and students may be asked to serve a second one (1) year term at the time that new Board members assume their duties.

Article V. The Executive Committee

A committee of the Board of Trustees, consisting of the President, the immediate Past-President, Vice President, Secretary, Treasurer, and one student on the Board of Trustees shall be designated as the Executive Committee of the Board of Trustees. A quorum for the Executive Committee shall be a majority. In the intervals between the meetings of the Board of Trustees, the Executive Committee shall have the authority to take such actions as are necessary to conduct the business of the Association in accordance with this code of regulations and the policies of the Board of Trustees. The Executive Committee shall report its transactions to the Board of Trustees at each meeting of the Board. In addition, the Executive Committee shall be responsible for the development, approval, and periodic review of the Association's policies and code of regulations.

Article VI. Committees and Sections

Section 1. Committees

The Committees in the Association will consist of Internal Board committees, Standing committees and Ad Hoc Committees.

Section 2. Internal Board Committees

The Internal Board Committees will consist of the Nominating Committee, Finance Committee, and the Executive Committee.

- a. The Nominating Committee will be chaired by the immediate Past President with a minimum of two members from the Board of Trustees appointed by the President. The duties of the Nominating Committee are to propose names of candidates for office and to propose names for unfilled positions.
- b. The Finance Committee will consist of the Treasurer who serves as chair, and two board members appointed by the President in consultation with the Treasurer. In those years that are appropriate, the Treasurer-elect will serve as an ex officio member of the Finance Committee. The Finance Committee will approve all budgets and contracts. The committee will meet as needed and provide a report to the Board of Trustees at Trustee meetings and a report at the Annual Meeting.
- c. The Executive Committee is designated as the Committee responsible for Long Range Planning, Governance. The duties of these components are as follows:
 1. The Executive Committee will engage in Long-range Planning as needed. It is responsible for the initiation and implementation of a strategic plan every five years. In addition, it will review and evaluate the accomplishments of the Association goals and objectives on an annual basis.
 2. The Executive Committee will implement the goals and objectives of the Association. In addition, it will review and evaluate the functioning of the governance structure, and make recommendations to the Board of Trustees.
 3. The Executive Committee will maintain an ongoing history of the Association.
 4. The Executive Committee will maintain a current Code of regulations and update the Code of regulations and policies at least every 3 years.

Section 3. Standing Committees

The standing committees of the Association shall consist of the Membership Committee, Conference Committee, Policy Committee, Electronic Communications Committee and the Awards Committee. All categories of members shall be eligible to serve on committees for terms specified in the code of regulations pertaining to these committees. The president shall be an ex officio member of all committees, except the Nominating Committee, but may designate the vice president to serve in his/her place.

- a. The Membership Committee is comprised of a chair and a minimum of two members from the Electorate appointed by the President. The Committee will recruit new members from educators, researchers, practitioners, and students. Also, this committee will be responsible for public relations and the development of publicity materials.
- b. The Conference Committee consists of the Vice President, or other Board member appointed by the President, as the chair, a local arrangements chair, and a minimum of four members from the Electorate appointed by the President. The conference chair serves for 2 years and is responsible for oversight of long-range conference planning, as well as assistance with each annual meeting during his/her term. The local arrangements chair serves for 1 year and is the Board member who represents the conference location, being responsible for hosting, organizing, and overseeing the annual conference that will take place at the end of his/her term. The specific responsibilities of the Conference Committee vis a vis the Local Arrangements Committee are outlined in the Conference Committees'

Responsibilities document. The document will be updated as needed and available via the OAGE web site.

- c. The Policy Committee is comprised of chair and a minimum of two members from the Electorate appointed by the President. The duties include discussing issues related to policy in the field of aging. The committee will recommend to the Board of Trustees positions with regard to these policies. The chair of the committee and designated members, with Board approval (or, between meetings, approval of the Executive Committee), will testify, when appropriate, to legislative bodies regarding these issues.
- d. The Electronic Communications Committee consists of a chair and a minimum of two members from the Electorate appointed by the President. The duties of the Electronic Communications Committee consist of advising the Board of Trustees on ways in which the Association's objectives may be implemented through the Association's website and e-mail list-serve. Committee members will solicit updates from members in the Association, review and evaluate the updates, edit those that are accepted, and publish where appropriate.
- e. The Awards Committee consists of a chair and a minimum of two members from the Electorate appointed by the President. The committee will oversee the awards for the Educator of the Year, Researcher of the Year, Practitioner of the Year, the Lifetime Achievement Award, the Dr. Jerome Kaplan Best Graduate Paper of the Year, and the Arnedia Smith Best Undergraduate Paper of the Year. Committee members solicit nominations for awards and will present the awards at the annual conference.

Section 4. Ad Hoc Committees

The president may create Ad Hoc Committees for a specific task or purpose. Such committees will have a limited period of time specified at the time of creation. When appropriate, membership on Ad Hoc committees should be representative. The Association president makes appointments to such committees.

Section 5. Reports

Chairs of internal board committees, standing committees and the student interest group shall give a report of their activities during each meeting.

Article VII. Nominations and Elections

Section 1. Nominations

- a. The Nominating Committee shall propose one candidate to fill each office of the Association for the ensuing year and shall make recommendations to the Board of Trustees for filling vacancies that may occur. The committee shall determine the eligibility of nominees and ascertain their willingness to stand for office and board positions.
- b. When circumstances warrant, the Nominating Committee may propose to the Board of Trustees a candidate for the position of Emeritus Trustee. The committee shall determine the eligibility of nominees for this position, such that he/she has performed his/her duties as a Trustee in good faith, with care and honor, in the best interests of the Association. The committee shall ascertain the willingness of this Trustee to stand for the position of Emeritus Trustee. An Emeritus Trustee shall retain all the rights, obligations and responsibilities of a Trustee in good standing, with the exception of requirements of attendance. The position of Emeritus Trustee shall be for life.

Section 2. Elections

- a. Members of the Association will nominate representatives to serve on the Board of Trustees. Nominations will be solicited by November of each year. The Nominations Committee will verify that nominees are members in good standing (e.g., dues paying member of the organization) and will approve a ballot with no more than two candidates for every opening. Ballots will be sent to the

membership no less than four weeks prior to the annual meeting. The total number of seats on the board is 21, but the number of seats open during any given year will be limited by the number of members who are rotating off the board, and by the specification made in Article IV, Section 3.

- b. New Board members officially take office at the conclusion of the Annual Meeting.
- c. A nominee for Emeritus Trustee shall be elected by a vote of two-thirds of the members of the Board of Trustees. The election of an Emeritus Trustee to the Board shall have no bearing on the composition of the Board of Trustees as described in Article IV, Section 3 of this code of regulations.

Section 3. Nominations and Elections of Officers

- a. The Nominating Committee will propose to the Board of Trustees a single slate of candidates, selected from the incumbent Board members, or Officers of the Board (President, Vice-President, Secretary, and Treasurer). The board will vote on the slate of candidates no less than four weeks before the annual meeting, using email and/or conference calls as needed to approve the candidates. The newly elected officers will take office at the conclusion of the Annual meeting and will preside over the Summer meeting of the Board.

Article VIII. Meetings, Business, and Organizational Structure

Section 1. Annual Meeting, Annual Business Meeting, and Special Meetings

- a. There shall be an Annual Meeting of the Association at a time and place to be determined by the Board of Trustees. Times and dates of joint meetings of the Association with related organizations shall be subject to the approval of the Board of Trustees. The Annual Meeting of the Association will include the Annual Conference and the Annual Business Meeting.
- b. There shall be a session at the Annual Meeting for the Annual Business Meeting of the Association, such session not to conflict with other major program interests. At this session, reports of the preceding year shall be presented to the membership by the President, Chairs of the Internal Board Committees, the Standing Committees, the Interest Group, and the chairs of the Ad Hoc Committees of the Association. Each shall report to the Association regarding Committee's responsibilities and activities. In addition, the Association shall conduct such other business as specified by this code of regulations and as members may wish to bring before it in accordance with this code of regulations. The Annual Business Meeting of the Association shall have an agenda set by the President and approved by the Board of Trustees.
- c. At any meeting of the Association, the members present shall constitute a quorum.

Section 2. Dues

The Board of Trustees shall determine dues for the members. Dues shall be payable at the time of the annual meeting of the Association. Nonpayment of dues shall be considered equivalent to resignation from the Association.

Section 3. Organizational Office

The Association has established an office for the promotion of the objectives of the Association. The office is housed at the Ohio Association of Area Agencies on Aging, at 88 E Broad St # 870, Columbus, OH 43215.

Section 4. Publications

Notices, records, reports, proceedings, journals and other documents shall be published as are authorized by these code of regulations or by a vote of the Board of Trustees. All documents shall be kept on file in the central office or office designated by Executive Committee.

Article IX. Amendments

Section 1. Initiation

The Board of Trustees of the Association may propose amendments.

Section 2. Adoption

The Association, by vote of two-thirds of the members of the Board of Trustees, may adopt amendments to this code of regulations. The Secretary shall be responsible for counting the votes and for reporting the results to the Association within one month of the vote.

Article X. Rules of Procedure

The rules of procedure in the meetings of the Association, including the Board of Trustees and the Executive Committee, shall be those of Robert's Rules of Order (latest edition) except as may be otherwise specified in these code of regulations. All motions, except as otherwise specified in this code of regulations, shall be determined by a majority of the votes cast.

Article XI. Dissolution of the Association

In the event of the dissolution of The Ohio Association of Gerontology and Education Inc., the Executive Committee shall determine the manner of disposition and liquidation of the assets of the Association. The distribution of all assets shall follow the same regulations as the Internal Revenue Service regulations regarding dissolution of scientific and educational non-profit 501(c)(3) corporations.

Article XII. Conflicts of Interest and Disclosure of Related Activities

The Conflict of Interest Policy is designed to make sure that Trustees, volunteers and key employees do not participate in decision making on behalf of OAGE that can benefit them or their family. The questions set forth in the Annual Conflicts of Interest and Disclosure of Related Activities Statement have been prepared for the purpose of helping the OAGE identify matters which might create, or be thought to create, conflicts of interest for Trustees in carrying out their fiduciary responsibilities to the OAGE. (The complete Statement is posted on the OAGE web site and available upon request.)

Article XIII. Statement of the Responsibilities of Members of the Board of Trustees

The purpose of the Statement of the Responsibilities of Members of the Board of Trustees is to assist individuals serving on the Board of Trustees of OAGE by clarifying and setting forth the scope of their duties. As per this policy, the following are responsibilities of members of the Board of Trustees:

1. Commit to the mission of OAGE, which is that OAGE is an association of educators, researchers, practitioners, and students in Ohio who are dedicated to gerontological education, research and practice.
2. Attend meetings of the Board of Trustees. *[The minimum attendance required is 50%. If a member does not meet the minimum attendance requirement, she/he may be asked or required to resign].*
3. Serve on at least one committee, and actively participate in committee activities by attending meetings and providing timely communication around committee activities. *[The minimum attendance required is 50%. If a member does not meet the minimum attendance requirement, she/he may be asked or required to resign].*
4. Contribute expertise and participate in the strategic development of the OAGE.
5. Attend, and volunteer at special events.
6. Assist in the development efforts of the OAGE.

7. Serve as the OAGE's ambassadors and speak in support of the OAGE as well as allowing your name to be used in support of the OAGE.
8. Disclose any potential conflict of interest with the OAGE to the Board of Trustees.
9. Respect Trustees codes of conduct, including confidentiality of board meeting and information for representation of the OAGE.
10. An Emeritus Trustee shall retain all the rights, obligations and responsibilities of a Trustee in good standing, with the exception of requirements of attendance.

(The complete Statement is posted on the OAGE web site and available upon request.)

Article XIV. Indemnification

Section 1.

The Association shall indemnify each member of its Board of Trustees, Executive Committee, Officers, and Staff for the defense of civil or criminal actions or proceedings as hereinafter provided and, notwithstanding any provision in this code of regulations, in a manner and to the extent permitted by applicable law.

Section 2.

The Association shall indemnify each of member of the Board of Trustees, the Executive Committee, officers, and staff as aforesaid, from and against any and all judgments, fines, amounts paid in settlement, and reasonable expenses, including attorney's fees, actually and necessarily incurred or imposed as a result of such action or proceeding, or any appeal therein, imposed upon or asserted against him/her by reason of being or having been such a member or officer and acting within the scope of his or her official duties, but only when the determination shall have been made judicially or in the manner hereinafter provided that he/she acted in good faith for a purpose which he/she reasonably believed to be in the best interests of the Association, and, in the case of a criminal action or proceeding, in addition, had no reasonable cause to believe that his/her conduct was unlawful. This indemnification shall be made only if the Association shall be advised by its Board of Trustees acting (1) by a quorum consisting of Board of Trustee members who are not parties to such action or proceeding upon a finding that, or (2) if a quorum under (1) is not obtainable with due diligence, upon the opinion in writing of independent legal counsel that the member or officer has met he foregoing applicable standard of conduct. If the foregoing determination is to be made by the Board of Trustees, it may rely, as to all questions of law, on the advice of independent legal counsel.

Section 3.

Every reference herein to a member of the Board of Trustees, or Executive Committee or to an office of the Association, or to a staff member shall include every member and officer thereof or former member and officer thereof. This indemnification shall apply to all the judgments, fines, amounts in settlement, and reasonable expenses described above whenever arising, allowable as above-stated. The right of indemnification herein provided shall be in addition to any and all rights to which any member of the Board of Trustees or Executive Committee member or officer, or staff member of the Association might otherwise be entitled and the provisions hereof shall neither impair nor adversely affect such rights.