

BY-LAWS
OF THE
ELDER MONTANA ADVOCACY
INCORPORATED
EMA
A NON-PROFIT CORPORATION

Approved June 17, 2004

Amended: September 20, 2007

Amended: September 16, 2011

BY-LAWS
ELDER MONTANA ADVOCACY, INC.
(A NON-PROFIT CORPORATION)
SEPTEMBER, 2011

ARTICLE I: NAME AND OFFICES

The corporation shall be known as the Elder Montana Advocacy, Inc. (EMA) Formally Montana Silver Haired Legislature, Inc. (MSHL). The Corporation may have offices in the State of Montana as the Board of Directors may determine from time to time.

ARTICLE II: MISSION AND GOALS

Section 1. Mission

Elder Montana Advocacy (EMA) is a non-profit, non-partisan, non-denominational, non-discrimination membership organization for people age 55 and older. Elder Montana Advocacy is dedicated to a better quality of life for all as we get older.

Section 2. Goals

- A. Encourage older Montana citizens to participate in the Elder Montana Advocacy to be convened every year.
- B. Provide education and consultation to legislators and public and private agencies on the perceived needs of Montanans in respect to the development and implementation of legislation affecting Montanans.
- C. Encourage, strengthen, and support the rural "aging network" on improving the quality of life for older Montanans.
- D. Provide educational opportunities for the further development of leadership skills, qualities, and perspectives among older adults.
- E. Promote an increased awareness on the issues affecting older Montanans by conducting an annual meeting.

This corporation is organized exclusively for charitable and educational purposes as a not-for profit organization. It shall be so conducted that no part of its income or property and earnings shall inure to the financial benefit of any member, officer, or other individual, institution, or association. Upon dissolution, any

assets of this corporation shall be distributed to an organization with similar goals enjoying an exempt status under the Section 501C (3) of the Internal Revenue Code or successor statutory authority.

ARTICLE III: BOARD OF DIRECTORS

Section 1. Composition of the Board of Directors

The Board of Directors shall be comprised of 9 Montanans 55 years of age or older. These Montanans must be actively involved in and aware of "aging" issues in their community.

Section 2. Power and Duties

- A. The Board of Directors shall have the responsibility and authority to perform all lawful acts and things not prohibited by statute, Article of Incorporation, or these BY-LAWS, including but not limited to the authority to delegate all or a portion of the powers of the Board from time to time to the Executive Committee or to other standing or special committees.
- B. Formulation of the general objectives, policies, and programs.
- C. Monitoring the expenditures of the funds generated by dues, donations, grants, contracts, or other awards as may be defined in contractual agreements.
- D. Developing statewide confidence in the Elder Montana Advocacy (EMA) and its programs.
- E. Developing plans to provide adequate financial support for Montana's Elder Montana Advocacy (EMA).
- F. Supporting the acquisition of adequate facilities and staff in accord with potential contractual agreements.
- G. Serving as an advocate for the needs of older Montanans in their communities.
- H. Elder Montana Advocacy (EMA) to meet every year and determine the timelines, strategy, organization, structure, and operation thereof.
- I. Evaluating the progress of Elder Montana Advocacy (EMA) in relation to its mission and goals.
- J. Other functions as deemed necessary by the Board.

The Board will conduct a self-evaluation at the end of each legislative session with regard to the achievement of that sessions goals and the preparedness of the Elder Montana Advocacy (EMA) to achieve the goals of the oncoming session year. This will be a formal written report.

New Board members will have an opportunity to participate in an orientation program.

Section 3. Election/Appointment

All members of the Board of Directors shall serve three-year terms but shall hold office until their successor shall be duly elected and shall take office. Any Director may succeed him/herself. A member of the Board may be removed by a vote of two-thirds of the entire membership of the Board as then constituted. Should a vacancy occur on the Board, that position should be filled by election of a majority vote of the Board of Directors to serve for the duration of the term.

Section 4. Officers, Terms, and Duties

The Chairman shall be elected by the Board and shall serve for a term of two years. Consecutive terms are permissible. The Chairman shall also chair the Executive Committee. The Chairman shall also preside over all Board of Directors meetings. The Chairman is an ex-officio member of all committees. The Chairman shall appoint all standing and ad hoc committees with the exception of the Nominating Committee, which shall be appointed by the Board of Directors as in Article V. The Vice Chairman shall be elected by the Board and preside in the absence of the Chairman.

The Vice Chairman shall assist the Chairman as directed by the Chairman in fulfilling all the duties and responsibilities of the Chairman's position. If the office of the Vice Chairman shall become vacant, that position shall be filled by election of a majority vote of the Board of Directors to serve for the duration of the term. The Secretary shall be elected by the Board of Directors and shall preside in the absence of the Chairman and Vice Chairman. The Secretary shall perform other acts or duties as the Board of Directors and /or the Chairman may designate. Should the Secretary's office become vacant it shall be filled by appointment from the Board of Directors for the duration of the term. The Treasurer will be elected

by the Board and must be a full member of Elder Montana Advocacy (EMA) Board. The Treasurer shall make quarterly written reports to the Board of Directors showing the financial condition of Elder Montana Advocacy, Inc. (EMA). The Treasurer shall perform other duties as the Board designates. The Board of Directors shall vest many of the powers in the Treasurer so that the day-to-day business transactions may be performed. In the absence of the Treasurer, the duties of the Treasurer will be the responsibility of the interim Treasurer as appointed by the Board.

Section 5. Quorum

A Quorum for any meeting of the Board of Directors shall consist of the majority of entire membership of the Board as then constituted.

Section 6. Meetings

The election of new members of the Board of Directors shall take place at the annual meeting and after the election of the Board has been completed, election for the members of the Executive Committee shall occur. The Board may convene quarterly. Special meeting of the Board may be called at any time by the Chairman or by a majority of members of the Board. Notice of the time and place of meetings of the Board shall be given to each Board member 10 days prior as so allow them a reasonable time to be present at the meeting. All committee meetings, Executive Committee meetings or Board of Directors meetings are public meeting, however, only members of the Board and appropriate committees need to be notified. All minutes of the meetings of the Board of Directors and committees shall be written and circulated to the members thereof. Committees shall make regular written reports to the Board of Directors.

Section 7. Meetings Location and Mode

The Chairman may elect to hold any meeting by conference telephone call except the annual meeting.

Section 8. Adjournment

If a quorum of Directors shall not be present at the time and place designated for a meeting of the Directors, any Director present may, by declaration, adjourn that meeting until such time that a quorum is present.

Section 9. Compensation

The Board shall authorize travel compensation for the Board members and Elder Montana Advocacies'.

ARTICLE IV. MEMBERSHIP

Section 1. Eligibility

- A. Full member is an individual 55 years of age or older and has paid full dues.
- B. Associate member is an individual under 55 years of age or organization who/which has paid the Associate Membership dues qualify as an Associate Member. Such members receive the newsletter, identification card, and other privileges including work on committees, but shall not vote or hold office.
- C. Honorary members are persons designated an Honorary Member by the Board of Directors. Honorary Members will be non-voting and pay no dues.

Section 2. Voting

Each full member shall be allowed to cast one vote on issues brought before the general membership.

Section 3, Membership Year

Membership year shall be from January 1 to December 31.

ARTICLE V.COMMITTEES.

Section 1. Nomination Committee

There shall be a Nominating Committee consisting of three members appointed by the Board of Directors serving a term of three years: terms of those three members shall not run concurrently. A Nominating committee member shall be appointed every year. The Nominating Committee has the responsibility of finding persons interested in becoming Board Members and willing to serve in any capacity on the Board.

Section 2. Executive Committee

The Executive Committee is comprised of the Chairman, the Vice Chairman, and the Secretary and Treasurer. The Executive Committee is charged with performing some of the functions of the Board. The Executive Committee may designate and appoint other committees as needed. The Executive Committee shall maintain a record book of the ongoing business performed by the Executive Committee. The Executive Committee shall review recommendations of the ad hoc and standing committees and act on those recommendations.

Section 3. Working Committees

The Board of Directors or The Executive Committee acting upon the authority of the Board of Directors may establish a variety of different working or ad hoc committees as necessary. These committees shall have functions such as: legislative and annual meeting planning: dues, donations, grants, contracts, and awards: newsletter: community and State relations: and establish guidelines and local forums. The Chairman may form advisory committees constituting "aging network" groups as needed for program development and evaluation.

ARTICLE VI. AMENDMENTS

The Board of Directors by the affirmative vote of two-thirds majority of its total membership present may alter, amend, or revoke these bylaws at the annual meeting.

ARTICLE VII. AUDITS

The Board of Directors shall appoint an internal auditing committee consisting of the Treasurer and two or more members of the Board. It shall be the duty of the auditing committee to audit the accounts of Elder Montana Advocacy, Inc. (EMA) and submit a signed statement of the condition of the accounts of the Board. Written reports of the audit shall be made annually, within two months following the end of the end of the fiscal year.

ARTICLE VIII. FUNDS

Section 1. Contracts and Agents

The Board of Directors may authorize any officer or officers, agent or agents of Montana Elder Montana Advocacy to enter into any contract of execute and deliver any instrument in the name of or on behalf of Elder Montana Advocacy (EMA). Such authority may be general or may be confined to specific instance or transaction. All checks, drafts, or orders for payment of money, notes, or other evidences of indebtedness issued in the name of Elder Montana Advocacy (EMA) shall be signed by such authorized officers or agents, and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 2. Deposit

All funds of Elder Montana Advocacy (EMA) shall be deposited from time to time to the credit of the Elder Montana Advocacy (EMA) in such banks, trust companies or other depositories as the Board of Directors may designate.

Section 3. Revenues/Funds

The Board of Directors may accept in the name of and on behalf of Elder Montana Advocacy (EMA) any contribution, gift, grant, contract, bequest, or device for any purpose of Elder Montana Advocacy (EMA). Any revenue generated by Elder Montana Advocacy (EMA) shall become the property of said organization.

Elder Montana Advocacy (EMA) shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board of Directors, and others committee meetings. The Board of Directors shall have the responsibility of assuring the accuracy of those records.

ARTICLE X. FISCAL YEAR

The fiscal year of Elder Montana Advocacy (EMA) shall be January 1 through December 31.

ARTICLE XI. SEAL

The Board of Directors shall provide a corporate seal.

Approved by the General Membership September 15, 2011