Bylaws for the

LEHIGH VALLEY AGING IN PLACE COALITION

OUR MISSION STATEMENT

Lehigh Valley Aging in Place is a Coalition of professionals from private, public, non-profit and business sectors to inform, educate and help older adults age in place. We provide information and solutions dedicated to helping families help seniors.

OUR VISION STATEMENT

We seek to help families help seniors by: providing an annual comprehensive resource guide, educating the public on aging issues, and supporting business to business networking.

ARTICLE I Name

Section 1. The name of the organization shall be Lehigh Valley Aging in Place Coalition; hereafter referred to as LVAIP.

ARTICLE II Membership

Section 1. Definition

a. Professional Members are businesses or individuals who provide information and solutions to older adults and their families to be proactive in planning for their future needs.
b. LVAIP Advocates are individual members of the community who support LVAIP's mission.
c. Community Based Organization members are a public or private nonprofit organization of demonstrated effectiveness that:
   i. is representative of the Senior community or significant segments of the Senior community;
   ii. provides educational or related services to Seniors in the community; and
   iii. are subject to section 501(c)(3) of the Internal Revenue Code.

Section 2. Membership is subject to application approval and agreement to the Code of Ethics (Addendum I).

Application approval is determined by the Board by a majority vote. The Board may consider any of the following, but it is not limited to the following:

a. Applicant's identifiable service directly related to, or that which benefits the senior population;
b. Applicant's positive and professional reputation in the community;
c. Applicant's advanced professional designations or training directly related to the senior population; and
d. Applicant's ability and willingness to contribute to the goals set forth in the

The term of the membership is annual, starting on July 1 through June 30 of the following year. Membership renewal is due on or before August 15 for the next annual membership period.

Membership may change on an annual basis, and will be set by the Board after review of the following year's budget.

Any Member may be removed for cause by action of the Board based on quorum vote.

New membership applications may be accepted at any time throughout the year in the manner as follows:

a. a referral from a Professional Member, LVAIP Advocate, or Community Based Organization Member must be obtained;
b. properly complete, sign and submit to Membership Chairperson the New Member application form and Code of Ethics and membership dues;

New membership applicants accepted between July 1 through August 15.

New membership applicants, will have all rights and privileges of membership including listing in annual resource guide.

New membership applicants accepted after August 31, and before July 1 of the following year. will complete a new member application, and submit prorated membership dues, if applicable, as follows:

a. from the period of October through December dues will be 80% of the current yearly membership fee;
b. from the period of January through March dues will be 60% of the current yearly membership fee;
c. from the period of April through June dues will be 20% of the current yearly membership fee .

New membership applicants, will have all rights and privileges of membership, but will not be included in the annual printed resource guide, however, they will be added to the website as a new member.

Contingent on acceptance, the Membership Chairperson will submit new members' dues, if applicable, to the Treasurer.

Section 3. LVAIP Advocate membership is subject to application approval and agreement to the LVAIP Code of Ethics (Addendums I). The term of the membership is annual, running concurrently with the fiscal year starting on July 1 through June 30 of the following year.

New LVAIP Advocate membership applications may be accepted at any time throughout the year in the manner as follows:

a. a referral from a Professional Member, LVAIP Advocate, or Community Based Organization Member must be obtained;
b. properly complete, sign and submit to Membership Chairperson the new LVAIP Advocate Member application form and LVAIP Code of Ethics;

LVAIP Advocate new membership applications can be accepted at any time.

LVAIP Advocate membership will continue until such time that LVAIP Advocate informs the LVAIP Board in writing of their withdrawal.

Advocate Members will not pay any annual membership fee, however, they must renew on an annual basis in the same manner as any other member. Failure to renew will remove the Advocate Member from LVAIP membership.

Advocate Members shall not be allowed to promote any business, and should it be determined by the Board that such activity has occurred, the Advocate Member membership will be immediately withdrawn.

Section 4. Community Based Organization Members will not pay any annual membership fee, however, they must renew on an annual basis in the same manner as any other member. Failure to renew will remove the Community Based Organization Member from LVAIP membership.

Community Based Organization Members will be allowed a moderate listing, subject solely to the editor's discretion to size and content, in the "Community Based Organization/Governmental" section of the annual printed resource guide.

Community Based Organization membership is subject to application approval and agreement to the LVAIP Code of Ethics (Addendums I). The term of the membership is annual, running concurrently with the fiscal year starting on July 1 through June 30 of the following year.

Community Based Organization membership applications may be accepted at any time throughout the year in the manner as follows:

a. a referral from a Member, LVAIP Advocate, or Community Based Organization Member must be obtained;
b. properly complete, sign and submit to Membership Chairperson under the New LVAIP Community Based Organization Member application form and LVAIP Professional Code of Ethics;

Community Based Organization new membership applications can be accepted at any time.

Community Based Organization Members will not pay any annual membership fee, however, they must renew on an annual basis in the same manner as any other member. Failure to renew will remove the Member from LVAIP membership.

Community Based Organization Members shall not be allowed to promote any unrelated

business, and should it be determined by the Board that such activity has occurred, the membership will be immediately withdrawn.

ARTICLE III Objectives

Section 1. The LVAIP is an information and networking forum for businesses that provides products and services that support the older adult population in the Lehigh Valley and the surrounding areas. The goals of LVAIP are to provide: information exchange, networking opportunities, professional support and educational experiences as set forth in our mission statement.

ARTICLE IV Meetings

Section 1. The LVAIP shall meet as follows:

a. the Board shall meet monthly, or as scheduled by the President with a minimum of six (6) Board meeting(s) annually;
b. there shall be a minimum of six (6) events scheduled for membership throughout the year.
c. the annual meeting of the Membership of the LVAIP shall be held in May for the purpose of electing the Board of Directors.

ARTICLE V Board of Directors

Section 1. The Board of the LVAIP shall be comprised of not less than eight (8), but no more than fifteen (15) members who are responsible for the development and direction of LVAIP.

Section 2. New Board Members shall be elected at the May Annual Membership meeting by the Professional Membership. Board members will comprised be of both Professional Members, Community Based Organization Members, and no more than two (2) Advocate Members.

a. Members interested in Board positions, preferably those who have shown active participation for at least the current year, shall submit an application form to the Nominating Committee.
b. The Nominating Committee will be comprised of not fewer than two current Board members; the committee shall select candidates for Board vacancies for presentation to the General Membership to be voted on in May.
c. After election onto the Board, the term of office shall be two years beginning on July 1st.

Section 3. Vacancies in Board positions which result in fewer than fifteen (15) Board Members occurring between annual elections shall be filled by the Board from recommendations of the Nominating Committee drawn from new applicants and candidates from the prior election.

a. The Nominating Committee shall notify Board Members in writing ten (10) days prior to the election.
b. Recommendations will be reviewed at a regularly scheduled Board meeting with

the Board electing the new member(s).

c. The candidate filling a vacancy shall complete the current year of the person he/she is succeeding; when that term has been fulfilled, the board member may apply for re-election.

Section 4. A Professional or Community Based Organization Board Member who no longer represents an LVAIP member company shall be considered a temporary member.

a. If a Board Member becomes unemployed during their term, the Board member shall notify, in writing, both the President and Vice-President within seven (7) days of their change in employment status

b. The Board Member, upon notification, will be granted a mandatory leave of absence for a period not to exceed two (2) months, however, the Professional or Community Based Organization Member may change their status to Advocate Member, and remain on the Board, provided that there are not greater than two (2) Advocate Members currently serving.

c. During the leave of absence, once the Board Member has obtained employment with a company that serves the senior market, the Board Member shall be reinstated.

i. When a Board Member has obtained new employment, the company must be a member of LVAIP; if the employer is not a member, the company will need to join LVAIP within fourteen (14) business days, pursuant to the requirements of Article II, Section 2, in order for the Board Member to retain his or her Board position;

ii. If after two months, if the Board Member has not obtained employment in the senior market, and has not changed their status to Advocate Member, the Board Member will be required to resign their position, or be relieved of their duties as Board Member.

d. Pursuant to Article II, Section 3, the terminated Board Member may apply to fill vacated position, pursuant to Article V, Section 3.

Section 5. Board membership shall entail the following:

a. each Board Member shall Chair, Co-Chair, or serve on at least one LVAIP committee.

b. attendance at LVAIP board meetings is required and expected. A maximum of three (3) absences per year from Board meetings in total is excusable, pending notification to the LVAIP President;

c. attendance will be recorded and reviewed by the Secretary and frequent absences will be reviewed on a case-by-case basis for possible action or removal from the Board;

d. a Board Member that requests a temporary leave from the Board shall be granted a two (2) month leave of absence;

e. a Board Member may resign at any time by notifying the Board President in

writing;

f. any Board Member may be removed for cause by action of the Board based on a quorum vote; and

g. no salary shall be paid to Board Members as such for their services.

Section 6. All Board Members have voting rights.

a. A quorum is required for all votes; a quorum is defined as half of the board plus one (1).

b. Tied votes shall be decided by a random draw.

c. Board Members must be present at time of vote; once the vote has been taken, no further votes will be accepted.

ARTICLE VI Officers

Section 1. Officers shall consist of President, Vice President, Secretary, and Treasurer of the LVAIP.

a. President's duties and powers are as follows:

i. shall chair and set the agenda for LVAIP Board meetings;

ii. be ex-officio member of each committee;

iii. represent LVAIP at all meetings and events;

iv. officially welcome New Board members;

v. an Executive Board may be established by the President, consisting of the President, Vice President, Secretary and Treasurer;

vi. oversee and manage the Administrative Assistant; and

vii. may enter into agreements/contracts binding LVAIP in amounts no greater than Two Thousand Five Hundred dollars ($2,500.00), without Board approval;

viii. Any amounts greater than Two Thousand Five Hundred dollars ($2,500.00) must have Board approval.

b. Vice President's duties and powers are as follows:

i. shall stay in contact with the President;

ii. work closely with the Membership Committee;

iii. oversee the Administrative Assistant in communicating all correspondence for LVAIP Board Members and General Membership;

iv. maintain and coordinate the committee procedure guidelines and transfer to new committee Chairperson;

v. if the current President is temporarily unable to perform, the Vice President shall act in his/her stead; and

iv. in the event the President is unable to complete his/her tenure, the Vice President shall assume duties of the President until a replacement is voted upon by the Board.

c. Treasurer's duties and powers are as follows:

i. will Chair the Budget Committee;
ii. work closely with the Fundraising Committee;
ii. receive General Member dues;
iii. pay all accounts payable for LVAIP;
iv. shall present a written financial report at the monthly Board meeting; and
v. if the Treasurer is unable to attend the Board meeting a written report shall be submitted to the President;

d. Secretary's duties and powers are as follows:

i. the Secretary shall work in conjunction with the Administrative Assistant;
ii. shall be responsible for the recording and distribution of the Board meeting minutes; and
iii. shall work closely with the Bylaws and Resource Guide Committees.

Section 2. Terms of Office

a. President, Vice President, Secretary, and Treasurer shall each serve for a one (1) year term with the option of renewal by election of the Board.

Section 3. Election of Officers

a. Board Members interested in these positions shall submit an application to the Nominating Committee to be voted on at the July Board Meeting;
b. the LVAIP Board shall elect the President, Vice President, Secretary, and Treasurer from these candidates;
c. all voting is done anonymously;
d. Board Members unable to attend the Board meeting may submit an absentee vote in a sealed envelope;
e. no additional votes will be counted after the votes have been cast.

Section 4. Removal of Officers

a. if an Officer does not perform his/her duties as outlined in the Bylaws, the Board shall have the right to remove the officer from the office provided the officer is first notified and two-thirds of the entire Board agrees;
b. if the President is removed from office, the Vice President will take over the responsibilities of President until an election is held;
c. if any other Officer is removed from office, the LVAIP Board will elect a new officer according to Section 3.

ARTICLE VII Committees

Section 1. Committees shall be formed at the discretion of the Board to accomplish specific projects of the LVAIP.

a. committee involvement is open to all LVAIP General Membership with the exception of the Budget, Nominating, and Bylaws Committees;
b. each committee shall be chaired by a Board Member determined at the July Board meeting;
c. each committee may also have a co-chairperson from the Board;
d. each Board Member shall Chair or Co-Chair at least one committee;
e. each Chair or Co-Chair shall present a report at Board meetings; in the event neither can attend, a written summary report shall be submitted to the President
f. each Chair shall write a procedure guideline outlining the goal, time line and activities of their committee which shall be amended annually by the committee Chairperson and submitted to the Vice President by the July Board meeting.

ARTICLE VIII Protocol and Decorum

Section 1. At all public functions when specifically representing LVAIP, all Members in attendance shall not display any materials other than approved LVAIP information.

ARTICLE IX Amendments

Section 1. The Bylaws of the LVAIP shall be amended by a Quorum vote Board of Directors, who shall cast their votes in person at any meeting, provided the proposed amendment shall have been stated in writing and presented to the Board ten (10) days prior to the meeting.

ARTICLE X Indemnification

Section 1. Each person who was or is a party and each person who has been threatened to be or is a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was an officer or Board member of the LVAIP, may be indemnified by the LVAIP to the full extent permitted by the laws of Pennsylvania in effect at the time of such indemnification. The foregoing right of indemnification shall inure to the benefit of the heirs, executors, and administrators of each such person; shall not be exclusive of any other rights of indemnification to which any officer, or Board member may be entitled in any capacity as a matter of law or under any By-Law, agreement, vote of the Board or otherwise; and shall continue as to each person who has ceased to be an officer or Board member.

Each person who was or is a party and each person who has been threatened to be or is a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of their service the fact that he or she is or was a Professional Member, LVAIP Advocate officer or Board Member of the LVAIP, may be indemnified by the LVAIP provided as follows:

a. Party must have acted in good faith;
b. Party must have been acting as a representative of LVAIP; and
c. Indemnification will be limited to the limits of LVAIP's liability insurance.

Code of Ethics

A professional's success is greatly enhanced by high ethical standards.

 To conduct your business according to high standards of honesty and fairness and to render services to your clients that, in the same circumstances, you would apply or demand for yourself.
 To provide competent and consumer-focused sales and service
 To engage in active and fair competition.
 To provide fair and expeditious handling of client business, complaints and disputes.
 To make all advertising and sales promotion factually accurate with respect to product description, performance specifications and cost/benefit analysis, and by avoiding those practices which tend to mislead or deceive the customer.

Sign _____

Company/Organization_____

Date _____

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ADDENDUM II

New Membership Checklist

1. Requirements:
    a. Company must be in good standing and comply to LVAIP Code of Ethics (Addendum I);
    b. Referred by a professional member of LVAIP;
    c. Active participation of LVAIP events, i.e. networking, educational, resources, and community, as follows:
        i. In-kind contributions;
        ii. Volunteerism;
        iii. Financial support;
        iv. Attendance at events on behalf of LVAIP; and
        v. Committee sign-ups.
    d. Membership committee member will interview potential member;
    e. All members will be voted on at Board meetings, and approved by a quorum vote; and
    f. Tracking of membership standings will be done through the combined efforts of the membership, mixer, event, fundraising, and ambassador committees.
        i. Master attendance record will be kept by LVAIP administrative personnel to be reviewed annually by the Board.
2. If a member fails to meet membership requirements, the following shall take place:
    a. Meeting with Executive Board to assist in resolution;
    b. Board review;
    c. Member resignation or termination if in violation of the Code of Ethics; and
    d. Once a members is back in good standing, member will be eligible to renew.