

BY-LAWS OF ANNE ARUNDEL SENIOR SERVICES PROVIDER GROUP, INC.

Revised 4.23.2019

ARTICLE I NAME AND LOCATION

SECTION 1. The name of the Corporation is Anne Arundel Senior Services Provider Group, Inc., (hereinafter referred to as the "Corporation"). The Corporation's mailing address is P.O. Box 130, Severna Park, MD 21146.

SECTION 2. The Corporation may be known under the trade name of "SPG".

ARTICLE II PURPOSE

SECTION 1. The Corporation is a non-profit membership organization of individuals and entities providing services to older adults and their families. Our mission is to provide a network that supports excellence in services to seniors through education, advocacy, leadership and accessibility.

ARTICLE III MEMBERSHIP

SECTION 1. The membership year shall be January first (1st) through December thirty-first (31st).

SECTION 2. *Membership Qualification:* Membership in the Corporation shall be open to all providers of products and services to seniors in Anne Arundel County, Maryland. Members of the Corporation shall be composed of providers who have been approved as members of the Corporation by an affirmative vote of a majority of the Board of Directors, shall have completed a mandatory application form and paid and continue to pay the annual membership dues in full, the amount of which shall be established by an affirmative vote of a majority of the Board of Directors.

A non-member of the Corporation may attend one (1) monthly meeting free, then may attend future meetings by paying an admission fee which shall be established by and at the discretion of the Board of Directors. (Fee as of September 1, 2017 shall be \$15.00)

SECTION 3. *Membership Dues:* The Board of Directors shall establish for each fiscal year, annual dues for members of the Corporation. Dues invoices will be sent by the Corporation to members in the fall of each year and shall be due and payable within thirty (30) days from the date of being sent. Individuals and entities, which do not remit their membership dues on or before the thirty-first (31st) day of December of the year, shall not be listed in the Senior Provider Directory that is published the following year.

SECTION 4. *Suspension and Expulsion from Membership:* The Board of Directors shall have the full power and authority, by a majority vote of the Board present at such a meeting, to determine the status of a member. The Board shall consider suspension of a member when that member fails to pay dues or other indebtedness to the Corporation within 60 days after the same is due and payable. Suspension status shall include, but not be limited to, loss of voting privileges, cessation of involvement with all committees and other activities, suspension of all mailings, as determined by the Board.

A member suspended for non-payment of dues or other indebtedness may be reinstated upon application therefore and by the payment of a reinstatement fee to be determined in each instance by the Board. All applications for reinstatement shall be approved by a majority vote of the Board.

SECTION 5. *Annual Meeting*: The annual meeting of the members of the Corporation shall be held on a date duly designed by the Board of Directors in November of each year, if not a legal holiday, and if a legal holiday, then the next succeeding day not a legal holiday, for the purpose of electing directors to succeed those whose terms shall have expired as of the date of such annual meeting, and for the transaction of such other corporate business as may come before the meeting.

SECTION 6. *Monthly Meetings*: Regular meetings of the members shall be held on the second Tuesday of each month. Regular meetings shall be for the purpose of the Corporation to educate its members on the availability and needs for services for senior residents in Anne Arundel County, Maryland, and for such other corporate business as the Directors may authorize.

SECTION 7. *Special Meetings*: Special meetings of the members may be called at any time for any purpose or purposes by the President, by a Vice-President, or by a majority of the Board of Directors, and shall be called forthwith by the President, by a Vice-President, the Secretary or any Director of the Corporation upon request in writing of a majority of all the members entitled to vote on the business to be transacted at such a meeting. Such request shall state the purpose or purposes of the meeting. Business transacted at all special meetings of members shall be confined to the purpose or purposes stated in the notice of such meeting.

SECTION 8. *Place of Holding Meetings*: All meeting of members shall be held at such place or places in Maryland or elsewhere in the United States as designed by the Board of Directors.

SECTION 9. *Notice of Meetings*: Members of record entitled to vote shall be notified of each annual or special meeting of the members at least ten (10) days before the meeting. Notification may be by regular or electronic mail. Each such written notice shall state the place, day, and hour at which the meeting is to be held, and in the case of any special meeting, shall state briefly the purpose or purposes thereof. No notice is required for regular monthly meetings.

SECTION 10. *Quorum*: The presence in person or by proxy of twenty-five percent (25%) of the members of the Corporation shall constitute a quorum at all meetings of the members for the conduct of Corporate business, except as otherwise provided by law, by the Corporation's Articles of Incorporation or by these By-Laws. If less than a quorum shall be in attendance at the time at which the meeting shall have been called, the meeting may be adjourned from time to time by a majority vote of the members present or represented, without any notice other than by announcement at the meeting, until a quorum shall attend. At any adjourned meeting at which a quorum shall attend, any business may be transacted which might have been transacted if the meeting had been held as originally called.

SECTION 11. *Conduct of Meetings*: Meetings of the members shall be presided over by the President, or, if he/she is not present, by the Vice President of the Corporation, or, if neither of said officers are present, by any member of the Board of Directors who is present at the meeting. The Secretary of the Corporation, or if he/she is not present, an Assistant Secretary, and if neither of said officers is present, a member of the Board of Directors appointed at the meeting, may act as Secretary of the meeting.

SECTION 12. *Voting*: At all meetings of members, every member who is entitled to vote thereat shall have one (1) vote. Such vote may be either in person or by proxy appointed by an instrument in writing subscribed by such member or his/her duly authorized attorney, bearing a date not more than three (3) months prior to said meeting, unless said instrument provides for a longer period. Such proxy shall be dated, but need not be sealed, witnessed or acknowledged. All elections shall be had and all questions shall be decided by a majority of the votes cast at a duly constituted meeting, except as otherwise provided by law, in the Articles of Incorporation, or by these By-Laws. If the chairman of the meeting shall so determine, a vote by ballot may be taken upon any election or matter, and the vote shall be so taken upon the request of ten percent (10%) or more of the members entitled to vote on such election or matter. In either of such events, the proxies and ballots shall be received and taken in charge and all questions touching the qualification of voters and the validity of proxies and the acceptance or rejection of votes, shall be decided by the tellers. Such tellers shall be appointed by the chairman of said meeting.

ARTICLE IV BOARD OR DIRECTORS

SECTION 1. *General Powers*: The property and business of the Corporation shall be managed under the direction of the Board of Directors of the Corporation. The duties and responsibilities of the Board of Directors are to call meetings, plan agendas and speakers, send out announcements/newsletters, form special committees, and call elections according to these By-Laws, and other tasks appropriate to the proper functioning of the Corporation.

SECTION 2. *Number and Term of Office*:

- A. **Number of Directors**: The number of Directors shall be four (4) or such other number, but not less than three (3) or more than fifteen (15) members. The exact number of Directors shall be fixed from time to time by the Board of Directors pursuant to a resolution adopted by an affirmative vote of a majority of the Board of Directors.
- B. **Term of Directors**:
 - (i) Each Director may be elected by the membership to a term of up to four (4) consecutive years and may not be elected to serve a second consecutive four (4) year term.
 - (ii) All Directors shall have the same rights and responsibilities.
 - (iii) The four (4) year term specified in (i) above shall include any time which a Director is serving for another Director who has vacated that position on the Board. No Director shall serve longer than four (4) consecutive years, regardless of appointment or election.
 - (iv) The positions of President shall be held by Directors who are serving in their second year or more on the Board. The President and other officers of the Corporation, shall be elected by an affirmative vote of a majority of the Board of Directors at the annual meeting of the Board of Directors, which shall be held in November following the annual meeting of the members.
 - (v) A Director who changes employers during his/her term on the Board may remain an active Director of the Board provided his/her annual membership dues are paid. The Director position does not automatically vacate upon a member's transfer to new employment.
 - (vi) The Board shall include four (4) elected officers: President, Vice-President, Secretary, and Treasurer; and committee chairpersons; and may include Board

approved at-large representatives. Efforts will be made to elect Directors who work in a variety of businesses so that the Board of Directors has a diverse representation of its members. In addition, a senior representative of the Department of Aging and Disabilities can act as a liaison to the Board of Directors.

(vii) The Secretary shall maintain term and members records.

SECTION 3. *Nomination and Election of Directors:* At least thirty (30) days prior to the Annual Meeting of the members of the Corporation, the Nominating Committee shall decide upon a slate of Directors, and shall present such slate to the Board of Directors of the Corporation. In the notice of the Annual Meeting required by these By-Laws, the Secretary of the Corporation shall present the said slate of nominees to the members of the Corporation for election at the Annual Meeting. Upon the request of not less than three (3) members in good standing of the Corporation, given in writing at least thirty (30) days prior to any Annual Meeting and designating one or more other nominees for election as Director, the Board of Directors may authorize the Secretary to notify the members of the Corporation in the notice of Annual Meeting of the person or persons so nominated by those members. Each member may vote for as many individuals as there Directors to be elected. A plurality of all votes cast at a meeting is sufficient to elect a Director.

SECTION 4. *Filling of Vacancies:* In the case of any vacancy in the Board of Directors, the remaining, by affirmative vote of the majority thereof, may elect a successor to hold office for the unexpired portion of the term of the director whose place shall be vacant, and until the election of his/her affirmative vote of a majority of members. Similarly and in the event of the number of directors being increased as provided in these By-Laws, the additional directors so provided for shall be elected by a majority of the entire Board of Directors already in office, and shall hold office until the next annual meeting of members. Any member of the Board of Directors may be removed with or without cause by an affirmative vote of two-thirds (2/3) of the Board of Directors present at a meeting at which a quorum is present.

SECTION 5. *Place of Meeting:* The Board of Directors may hold their meeting and have one or more offices, and keep the books of the Corporation, within or outside the State of Maryland, at such place or places as they may from time to time determine by resolution or by written consent of all the directors. The Board of Directors may hold their meetings by conference telephone or other similar electronic communications equipment in accordance with the provisions of the Maryland Corporate law.

SECTION 6. *Regular Meetings:* Regular meetings of the Board of Directors may be held without notice at such time and place as shall from time to time be determined by resolution of the Board, provided that notice of every resolution of the Board fixing or changing the time or place for the holding of regular meetings of the Board shall be sent to each director at least three (3) days before the first meeting held pursuant thereto. The annual meeting of the Board of Directors shall be held immediately following the annual meeting of members at which a Board of Directors is elected. Any business may be transacted at any regular meeting of the Board.

SECTION 7. *Special Meetings:* Special meetings of the Board of Directors shall be held whenever called by any member of the Board of Directors. Notice shall be given of each special meeting at least three (3) days prior to the meeting. Unless otherwise indicated in the notice thereof, any and all business may be transacted at any special meetings. At any meeting at which every director shall be present,

even though without notice, any business may be transacted and any director may in writing waive notice of the time, place and objectives of any special meeting.

SECTION 8. *Quorum*: A majority of whole number of Directors shall constitute a quorum for the transaction of business at all meetings of the Board of Directors, but if at any meeting less than a quorum shall be present, a majority of those present may adjourn the meeting from time to time, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by law or by the articles of Incorporation or by these By-Laws.

SECTION 9. *Required Vote*: Except as otherwise provided herein, the required vote of the Board of Directors is an affirmative vote of a majority of the Board of Directors present at any meeting at which a quorum is present.

SECTION 10. *Compensation of Directors*: Directors shall not receive any stated salary for their services as such, but each director shall be entitled to receive from the Corporation reimbursement of the expenses incurred by him or her in attending any regular or special meeting of the Board, and, by resolution of the Board of Directors, a fixed sum may also be allowed for attendance at each regular or special meeting of the Board and such reimbursement and compensation shall be payable whether or not a meeting is adjourned because of the absence of a quorum. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefore.

SECTION 11. *Nominating Committee*: The Board of Directors shall elect a Nominating Committee consisting of the President and at least two (2) Directors. The Nominating Committee shall be selected by the Board of Directors at the regular meeting of the Board of Directors following the annual meeting.

SECTION 12. *Committees*: The Board of Directors may, by resolution passed by a majority of the whole Board, designate one or more committees, each committee to consist of one or more of the directors of the Corporation, which, to the extent provided in the resolution, shall have and may exercise the powers of the Board of Directors, and may authorize the seal of the Corporation to be affixed to all papers which may require it. Such committee or committees shall have such names as may be determined from time to time by resolution adopted by the Board of Directors.

SECTION 13. *Attendance at Meetings*: The duties of Directors include regular attendance at monthly meetings of members and the Board of Directors. Absence shall be permissible only upon rare occasions when illness or unforeseen and extenuating circumstances relating to family or business obligations preclude attendance. Three (3) or more absences from meetings of the Board of Directors by a Director during any annual term, may constitute cause for removal, whereupon any such Director may be removed as a Director, by an affirmative vote of a majority of the Board of Directors present at a meeting at which a quorum is present.

ARTICLE V OFFICERS

SECTION 1. *Nomination, Election, and Tenure of Officers*:

- A. The officers of the Corporation shall number four (4). They include the President, Vice-President, Secretary, and Treasurer, and such other officers as the Board may consider necessary from time to time for the proper conduct of the Corporation. The officers shall be elected annually by the Board of Directors, at its first meeting following the annual meeting of the members except where a longer term is expressly provided in an employment contract fully authorized and approved by the Board of Directors. All officers of the Corporation shall be serving terms as members of the Board of Directors of the Corporation. Any two or more of the above offices, except those of President, Vice-President, and Secretary, may be held by the same person; any such person may execute, acknowledge or verify any instrument in more than one capacity if such instrument is required by law or by these By-Laws to be executed, acknowledged or verified by any two or more officers. The compensation, if any, shall be fixed by resolutions adopted by the Board of Directors. Except where otherwise expressly provided in a contract duly authorized by the Board of Directors, all officers and agents of the Corporation shall be subject to removal at any time by the affirmative vote of a majority of the whole Board of Directors, and all officers, agents, and employees, shall hold office at the discretion of the Board of Directors, or of the offices appointing them.
- B. At least seven (7) days prior to the Annual Meeting, the Nominating Committee shall select a slate of Directors. This slate will be presented to the Board for affirmative vote prior to the Annual Meeting, which is held in November.
- C. At the Annual Meeting the slate of nominees will be presented to the membership by the Secretary who will, by affirmative vote, elect the number of new Directors necessary to fill vacancies.
- D. Subsequently, the four (4) Officers of the Corporation shall be elected by affirmative vote of the majority of the Board of Directors at the meeting of the Directors which follows the Annual Meeting of the members.
- E. No officer shall service in the same capacity for more than three (3) years.
- F. No person shall serve as President during the first year of his or her term on the Board of Directors unless he/she has served as a Director within the past three (3) years.

SECTION 2. *Powers and Duties of the President of the Board:* Has authority to call a Special Meeting; Run the General Membership meetings; Prepare agenda for the General Membership meetings; Confer with the other Board members and Officers for content of the agenda for announcements they might need to make, so the meeting flows smoothly; President must serve on the Nominating Committee; Shall preside at all meetings of the Board of Directors (see By-Laws for exceptions); May sign and execute all authorized bonds, contracts or other obligations in the name of the Corporation, and be ex-officio member of all standing committees; Run BOD meetings (create agenda and distribute prior to BOD meeting); Update description of Senior Provider Group and column in Services for Senior directory, Confirm Director's and Officer's Liability Insurance and any other insurance deemed necessary and appropriate; Review all correspondence as necessary; Vote to dispense grant money in May/June, if it is determined that the treasury is sufficient for regular annual expenses; Keep job descriptions updated; Keep By Laws updated and practiced; Make up and distribute notebooks to each member of the board (calendar of general meeting dates, board meeting dates, fundraisers, happy hour dates, pocket card holders, by laws, etc.); Must have held a position on the board for at least one year prior.

SECTION 3. *Powers and Duties of the Vice President:* Authority to preside over members meeting if the President is unavailable; Represent the SPG at other Organization's meetings and events as needed;

Given the President's duties it is recommended that the President not chair another committee; Secure Woods Memorial or another agreed upon location for general meetings; Must have held a position on the board for at least one year prior; Be present to proof read membership listings with publisher of Services for Seniors directory; Support the Officers of the board and any committee chairs as necessary.

SECTION 4. *Powers and Duties of the Secretary:* Custodian of the corporate records (all original copies to be kept on site) and shall duly authorize all certificates and documents on behalf of the Corporation; Keep written minutes for the general membership, Annual Meeting and each Board of Directors meeting; The minutes shall include a record of all motions, resolutions, the vote taken and any other decisions reached. Shall provide each member of the Board with a copy of the minutes of the prior meeting before the next scheduled Board of Directors Meeting so they can be reviewed and voted on; Perform other duties as needed such as drafting letters at the direction of the Board; Announces slate of nominees for election at Annual Meeting.

SECTION 5. *Powers and Duties of the Treasurer:* Keeps invoices current (paying bills); Renews Director's and Officer's Liability Insurance and any other insurance deemed necessary and appropriate; Issues invoices and membership application for membership dues (using Quickbooks) in September for due date of December 31; Record payments in QuickBooks as received; Balance accounts in QuickBooks monthly from bank statements; Report account balance at general membership meetings; Prepare monthly report for the Board of Directors outlining monthly cash flow (in and out) as well as prepare monthly P&L. Deliver report to monthly board meeting; File annual federal/state tax returns; Maintain membership list in QuickBooks; Pick up mail; Attend monthly board meetings; Prepare budget for the upcoming year, in December for incoming board; Prepare grant checks.

SECTION 6. *Powers and Duties of the Membership Chairperson:* Maintain member list; Supply complete and updated membership list for Directory Chairperson to pass on to publisher for free listings; Prepare list of paid members for each monthly general membership meeting; Sit at greeting table at general membership meetings; Keep all original membership applications (at end of year, turn over to the secretary).

SECTION 7. *Powers and Duties of the Public Relations Chairperson:* Write press releases prior to each monthly general membership meeting announcing speaker and any other important information to be shared; Keep Corporate email up to date (answering and forwarding incoming emails as needed); Keep Facebook page current; Liaison with website manager (if not the website manager); Issue press release for Grant applications.

SECTION 8. *Powers and Duties of the Educational/Speaker Chairperson:* Schedule programs for general membership meetings by securing speakers; Secure a breakfast sponsor for each general membership meeting; Schedule dates for two happy hours and secure sponsors for appetizers; Determine what if any props are needed for the speaker and make the necessary arrangements with Woods.

SECTION 9. *Powers and Duties of the Grants Chairperson:* Update grants application. Distribute to PR Chairperson so it can get on the website and on Facebook page; Make announcement at three or more general meetings during the year to announce dates/deadlines of application; Criteria for selection: grantees awarded SPG funds must be 501(c)3 non-profits and must serve the senior population of Anne Arundel County; Notify winning non-profits and invite them to join the general membership at the May or June Meeting; Present checks and take pictures; Also notify those that were not selected (notification can be done by phone, email or letter); Preside over a special

meeting in April to review applications submitted. This meeting will determine grantees; Normally three grants of \$1,500 each are given each year, but the Grants Committee can change this based on the available funds; Announce grantees at the April Board of Directors Meeting; Record notes of all applicants and grantees. Turn over to secretary at end of year.

SECTION 10. *Powers and Duties of the Directory Chairperson:* Liaison between the publisher of the Services for Seniors directory, the Senior Provider Group, and the Department of Aging and Disabilities; Introduce yourself to the contact at DOAD; Provide the publisher with the most current general membership list when requested; Coordinate proof date with publisher; (Services for Seniors directories, 50,000 total, are delivered to Von Paris Moving or other designated resource); Organize distribution of directories, including to communities and SPG membership meetings; Designate and publish 3-5 locations for convenient pickup of directories for the general membership. SPG is responsible to distribute approximately 5000 directories distribution.

SECTION 11. *Powers and Duties of the Fundraising Chairperson:* Form a committee to coordinate at least two fundraising opportunities per year; Plan and organize the fundraising opportunities; Make necessary announcements at the general membership meetings based on the timing of the events; Determine if there will be a 50/50 or a gift card option for raffles. If the gift card option is chosen, purchase the gift card and submit the receipt to the treasurer.

ARTICLE VI

CORPORATE SEAL

SECTION 1. *Seal:* In the event that the President shall direct the Secretary to obtain a corporate seal, the corporate seal shall be circular in form and shall have inscribed thereon the name of the Corporation, the year of its organization and the word "Maryland." Duplicate copies of the corporate seal may be provided for use in the different offices of the Corporation but each copy thereof shall be in the custody of the Secretary of the Corporation or of an Assistant Secretary of the Corporation nominated by the Secretary.

ARTICLE VII

BANK ACCOUNTS

SECTION 1. *Bank Accounts:* Such officers or agents of the Corporation as from time to time shall be designated by the Board of Directors shall have the authority to deposit any funds of the Corporation in such banks or trust companies as shall from time to time be designated by the Board of Directors and such officers or agents as from time to time shall be authorized by the Board of Directors may withdraw any or all of the funds of the Corporation so deposited in any bank or trust company, upon checks, drafts or other instruments or orders for the payment of money, drawn against the account or in the name or behalf of this Corporation, and made or signed by such officers or agents: and each bank or trust company with which funds of the Corporation are so deposited is authorized to accept, honor, cash and pay, without limit as to amount, all checks, drafts or other instruments or orders for the payment of money, when drawn made or signed by officers or agents so designated by the Board of Directors until written notice of the revocation of the authority of such officers or agents by the Board of Directors shall have been received by such bank or trust company. There shall from time to time be certified to the banks or trust companies in which funds of the Corporation are deposited, the signature(s) of the officers or agents of the Corporation so authorized to draw against the same. In the event that the Board of Directors shall fail to designate the person by whom checks, drafts and other instruments or orders for the payment of money shall be signed, as herein above provided in

this Section, all of such checks, drafts and other instruments or orders for the payment of money shall be signed by the President or a Vice-President and countersigned by the Secretary or Treasurer or an Assistant Secretary or an Assistant Treasurer of the Corporation.

ARTICLE VIII

REIMBURSEMENTS

SECTION 1. Any payments made to an officer or other employee of the Corporation, such as salary, commission, interest or rent, or entertainment expense incurred by him/her, which shall be disallowed in whole or in part as a deductible expense by the Internal Revenue Service, shall be reimbursed by such officer or other employee of the Corporation to the full extent of such disallowance. It shall be the duty of the Directors, as a Board, to enforce payment of each such amount disallowed. In lieu of payment by the officer or other employee, subject to the determination of the Board of Directors, proportionate amount may be withheld from his/her future compensation payments until the amount owed to the Corporation has been recovered.

ARTICLE IX

MISCELLANEOUS PROVISIONS

SECTION 1. *Fiscal Year:* The fiscal year of the Corporation shall end on the last day in December.

SECTION 2. *Notices:* Whenever, under the provisions of these By-Laws, notice is required to be given to any director, officer or member, it shall not be construed to mean personal notice, but such notice shall be given in writing, by email at such address as appears on the books of the Corporation, or in default of any other address, to such director, officer or member, by traditional mail at the general post office in Severna Park, Maryland, and such notice shall be deemed to be given at the time the same shall be thus emailed. Any member, director or officer may waive any notice required to be given under these By-Laws.

ARTICLE X

AMENDMENTS

SECTION 1. *Amendment of By-Laws:* The Board of Directors shall have the power and authority to amend, alter or repeal these By-Laws or any provision thereof, and may from time to time make additional By-Laws.

ARTICLE XI

INDEMNIFICATION

SECTION 1. *Definitions:* As used in this Article XI, any words or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time, (the "Indemnification Section") shall have the same meaning as provided in the Indemnification Section.

SECTION 2. *Indemnification of Directors and Officers:* The Board of Directors will be indemnified. The Corporation shall indemnify and advance expenses to a director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

SECTION 3. *Indemnification of Employees and Agents:* With respect to an employee or agent, other than a director or officer, of the Corporation, the Corporation may, as determined by the Board of Directors of the Corporation, indemnify and advance expenses to such employee or agent in connection with a proceeding to the extent permitted by and in accordance with the Indemnification Section.

The foregoing By-Laws of Anne Arundel Senior Services Provider Group, Inc., were amended upon the affirmative vote of a majority of the Board of Directors of the Corporation at duly called meetings on February 25, 1997; March 25, 1997; March 24, 1998; December 26, 2006; June 3, 2008; June, 23, 2015, October 25, 2016, March 28, 2017 and March 27, 2018.

Date April 23, 2019

Secretary _____

Printed Name Donna Butman

President _____

Printed Name Ellen Christian

Vice-President _____

Printed Name Leslie Albertson