

**Arkansas Healthy Aging Coalition
BY-LAWS**

Article I. NAME

The name of the body shall be the Arkansas Healthy Aging Coalition.

Article II. MISSION

The mission of the Arkansas Healthy Aging Coalition is to promote health, wellness and disease prevention in Arkansans age 50 and over.

Article III. MEMBERSHIP

Section A. Membership in the Coalition is open to any a) Individual or b) Organization or agency, private or governmental, profit or nonprofit, with an active commitment to fulfill the Coalition's mission throughout the state of Arkansas.

Section B. Members may be admitted to the Coalition upon completion of the Coalition's membership form and the Coalition's conflict of interest disclosure.

Section C. Members may withdraw at any time.

Section C.1. In the event a member wishes to withdraw from the Coalition, the member must submit written notification to the Executive Committee within 30 days.

Section C.2. The Coalition's membership roster will be updated on an annual basis.

Section D. There shall be no financial obligations on the part of the members as a condition of membership.

Article IV. GOVERNANCE

Section A: Membership

The governing body, or Executive Committee, shall be composed of at least 8 members but no more than 13 members. The composition of the Committee shall reflect the diversity of the state. The membership of the Executive Committee shall include:

- The Chair of the Executive Committee

Seven (7) standing members:

- A representative of the AARP
- A representative of the Area Agency on Aging (AAA)
- A representative of the Arkansas Department of Health (ADH)
- A representative of the Arkansas Department of Human Services, Division of Aging and Adult Services (DAAS)
- A representative of the Community Health Centers of Arkansas (CHCA)
- A representative of the Center on Aging/ University of Arkansas for Medical Sciences
- A representative of the University of Arkansas Cooperative Extension

Five (5) At-large members:

- The five (5) At-large members, shall be representatives of community coalitions, residents of the state, and various civic, social, religious organizations, and have demonstrated an active interest in achieving the mission and goals of the coalition, and have exhibited leadership initiative in addressing at least one goal of the coalition.
- The At-large members will serve for a period of two (2) years on the Executive Committee.
- The At-large members to the Executive Committee shall be nominated by a Nominating Committee appointed by the Chairperson of the Executive Committee and confirmed by a majority vote from the Coalition members present at the annual fourth quarter general coalition meeting.
- Nominations for At-large members will be held every year according to a 3/2 cycle. (3/2 cycle: three (3) At-large members will be elected in odd number years, and two (2) At-large members will be elected in even number years.)

Section B: Powers and Duties

Section B.1. Executive Committee

- The Executive Committee shall have and exercise general charge and supervision of the affairs of the Coalition.
- The Executive Committee shall establish and maintain policy and operating procedures for the Coalition.
- The Executive Committee shall be responsible for creating a strategic plan and accountable for its implementation.
- The Executive Committee shall have general fiduciary and legal responsibility for the conduct of the Coalition including budget approval and oversight, contracts and grants, and coalition policies.

- The Executive Committee shall conduct quarterly meetings and other special meetings as deemed necessary.
- A majority of the Committee's members shall constitute a quorum. The Chair of the Executive Committee shall abstain from voting, except in the event of a tie, in which case the Chair may cast the tie-breaking vote.

Section C: Officers

Section C.1. Election of Officers

Section C.1.a. Executive Committee

The election of officers shall be as follows:

- During the 4th quarter of the calendar year, the newly elected Executive Committee shall place nominations for the position of Chair and Vice-Chair.
- The nominee for Chair does not have to be a current member of the Executive Committee.
- The Vice-Chair must be a current member of the Executive Committee.
- Members of the Executive Committee shall, by majority vote, elect the Chair and the Vice-Chair to a two-year term.
- The Coalition Coordinator shall be chosen by the Executive Committee.

Section C.2. Executive Committee

- Officers in the Executive Committee will include a Chair, a Vice-Chair and a Coalition Coordinator.
- The term of office shall be for a two-year period.
- The Vice-Chair shall act in the absence of the Chair.

Section C.2.a Chair Responsibility

- The Chair shall act as spokesperson of the Coalition to advance the mission, goals and positions of the Coalition through every appropriate means possible.
- The Chair shall call and preside over scheduled meetings in collaboration with the Coalition Coordinator.
- The Chair shall assist the Coalition Coordinator in developing the Annual Strategic Plan.

- When the Chair is not available to act as spokesperson, the Chair's replacement shall be the Vice Chair, then the Coalition Coordinator, respectively.

Section C.2.b Vice-Chair Responsibility

- Serve in the absence of the Chair.
- Serve on the Nominating Committee and assist with planning and coordinating the committee meetings and activities.
- Perform other duties as requested by the Chair.

Section C.2.c Coalition Coordinator Responsibility

- Record all proceedings of scheduled meetings of the Coalition and disseminate them to Coalition members.
- Issue notices of meetings; handle correspondence
- Serve on the Nominating Committee as a non-voting member
- Perform other duties as requested by the Chair

Section C.3. Procedures for filling and vacating offices

Section C.3.a. Resignations

Any officer deciding to resign shall submit a resignation in writing to the Chair of the Executive Committee and the Coalition Coordinator within 30 days.

Section C.3.b. Vacating an office

If an officer is absent or unable to fulfill their duties, the Executive Committee may ask them to step down.

Section C.3.c. Filling a vacant office

The procedure for filling a vacant office will be the same as the procedure for electing a new officer as stated in Section C.1.

Article V. MEETINGS AND ATTENDANCE

Section A. General Coalition meetings shall be held at least three times a year for the entire membership as called by the Executive Committee.

Section B. A simple majority of members present constitutes a quorum.

- Section C. Meetings are open to the public in accordance with the Freedom of Information Act.
- Section D. Approval for special general coalition meetings can be made at the request of general coalition members with the approval of the Executive Committee.
- Section E. In the event that a vote will be taking place at a general coalition meeting, all coalition members must be notified of the vote thirty (30) days prior to the meeting date.

Article VI. WORKGROUPS AND SUB-WORKGROUPS

Section A. Workgroups

1. Workgroups shall be established as needed by the Executive Committee for the purpose of fulfilling the Coalition's goals and the strategic plan.
2. Each Workgroup shall conduct a minimum of four meetings a year.
3. A majority of the Workgroup's members shall constitute a quorum. The Chair of the Workgroup shall abstain from voting, except in the event of a tie, in which case the Chair may cast the tie-breaking vote.
4. Members of the Workgroup need to attend a majority of the meetings each calendar year to maintain voting privileges.
5. Officers in each Workgroup will include a Chair and a Vice-Chair.
6. The Chair of the Workgroup will report to the Executive Committee at the quarterly Executive Committee meetings. In the event the Chair of the Workgroup is unable to attend, the Vice-Chair shall act in the absence of the Chair. In the event that the Chair and the Vice-Chair are both unable to attend, a delegate from the Workgroup will be chosen to act in the absence of the Chair and Vice-Chair.
7. Records of all proceedings of Workgroup meetings must be kept and disseminated to all members of the Workgroup.

Section B. Sub-Workgroups

- Sub-Workgroups may be established as needed by the Executive Committee in collaboration with the Workgroup for the purpose of fulfilling the Coalition's goals and the strategic plan.

Section C. Officers

Section C.1. Election of Officers

The election of officers shall be as follows:

- When a new Workgroup is convened, the Executive Committee shall appoint a Chair and Vice-Chair for the first year of the Workgroup.
- For Workgroups that have been established for one year, a majority vote of the members of the Workgroup will decide the Chair and the Vice-Chair of the Workgroup.
- The term of office shall be for a one-year period.

Section C.2. Powers and Duties

Section C.2.a. Chair Responsibility

The Chair shall be responsible for the following duties:

- Act as spokesperson for the Workgroup.
- Call and preside over scheduled meetings.
- When the Chair is not available to act as spokesperson, the Chair's replacement shall be the Vice Chair, then a designated individual within the workgroup, respectively.

Section C.2.b. Vice-Chair Responsibility

The Vice-Chair shall be responsible for the following duties:

- Serve in the absence of the Chair.
- Assist with planning and coordinating the Workgroup meetings and activities.
- Ensure that records of all proceedings of the Workgroup meetings are kept.
- Perform other duties as requested by the Chair.

Section C.3. Procedures for filling and vacating an office

The procedures for filling and vacating an office shall be the same as those in Article IV Section C.3

Article VII. FUNDS

All funds received by the Coalition shall be under the auspices of a fiduciary agency as determined by the Executive Committee. Such funds will be disbursed only pursuant to the approved budget or by the Executive Committee.

Article VIII. AMENDMENTS

These by-laws may be amended, repealed or replaced by a simple majority vote of the Executive Committee at any regular meeting, or at a special called meeting for this purpose. Suggested by-law changes may be made by any member of the coalition. Suggested by-law changes shall be submitted in writing to all members of the Executive Committee fifteen (15) days in advance of the next regular or special meeting. The Executive Committee will review and vote on all amendments.

Article IX. RATIFICATION

These by-laws go into effect upon the passing vote as in Article VIII above.

Article X. REVIEW OF BY-LAWS

These by-laws shall be reviewed at least once every three years by the Executive Committee, and updated via the above stated means.

Article XI. PARLIAMENTARY AUTHORITY

Proceedings at meetings shall be conducted in such informal manner as is established by the Chair. However, in the event of a dispute or questions to the manner of proceeding, the meeting shall proceed in accordance with the parliamentary procedures as set forth in the current edition of "Robert's Rules of Order."

Adopted Monday, April 26, 2004 at the general Arkansas Healthy Aging Coalition meeting