

MAINE GERONTOLOGICAL SOCIETY, INC.

BY-LAWS

ARTICLE I NAME AND PURPOSE

The corporate name of this corporation shall be the Maine Gerontological Society, Inc.

The purpose of the Maine Gerontological Society, Inc. shall be to further by all proper and legitimate agencies and means the study, research, teaching and application of the principles of Gerontology. This shall include but not be limited to the provision of education programs in Gerontology; the dissemination of information on Gerontology programs and services; the writing and/or distribution of publications; the reception of gifts, legacies and donations in order to carry out the objects of the Society; the bequest of gifts and appropriations from the Society's resources to further the Society purpose; and the exercise of all such power and authority necessary to carry out the above specified objects. A special emphasis of the Society shall be the fostering of interdisciplinary contact and collaboration among Gerontology specialists.

It is expressly declared that this is a corporation not for gain or individual profit and that no dividend shall ever be declared or paid to any of its members or directors and that none of its property, real or personal, shall ever be used or expended except in carrying into effect the legitimate ends and aims of its being.

ARTICLES II OFFICERS

Section I Election Process

The officers shall be a President, a Vice President, a Treasurer, a Secretary, and such officers as a Board of Directors shall deem advisable. Officers shall be elected from within the Board of Directors by the Board of Directors.

Section II Term of Office

The term for each officer shall be two years and thereafter until the officer's successor shall be elected. No person shall serve more than three consecutive terms in any one office, except that the president, at the request and discretion of the Board of Directors, may be permitted to serve consecutive terms for an indefinite period.

Section III President

The President shall be the chief executive officer of the Maine Gerontological Society, Inc. The incoming President will prepare the agenda and preside at all meetings and shall perform the usual functions pertaining to the office of the President. He or she shall also be the Chairperson of the Board of Directors.

Section IV Vice President

In the absence or incapacity of the President, the Vice President shall assume the duties of President.

Section V Treasurer

The Treasurer shall be responsible for the collection and expenditure of all income of the Maine Gerontological Society, Inc. His/her signature shall be necessary for the withdrawal and expenditure of funds, except that for the expenditure of less than \$100 the signature of the Treasurer or his/her designee shall be valid. The Treasurer shall submit an annual financial report to the Board of Directors, which shall be available to the membership. The President shall be empowered to act as Treasurer pro tem during the absence of the Treasurer at any time with authorization to sign checks on the account of the Maine Gerontological Society, Inc. for any amount during such absence.

Section VI Secretary

The Secretary shall keep records of all the minutes of the Society, conduct and keep records of official correspondence, certify official documents, maintain a list of members and their addresses, and notify members of meetings and programs.

Section VII Vacancies

Vacancies in any of the offices shall be filled by appointment made by the Board of Directors for the duration of the term of office.

ARTICLE III BOARD OF DIRECTORS

Section I Composition

All members of the Board of Directors shall be active members of the Society. The Board shall consist of at least 9 members but not more than 15 members. The Board shall be distributed to be representative of geographic regions and professional disciplines, and shall include representation of older individuals. Board members shall serve two year terms and may be re-elected to consecutive terms for an indefinite period of time.

Section II Election Process

Nominations for the Board shall be made by members of the Society to the Nominating Committee. After deliberating, the Nominating Committee shall present the final nominations to members-at-large at the Annual Business Meeting for election by the members-at-large.

Section III Meetings

Regular meetings of the Board of Directors shall be held at least once a year. Special meetings may be called by the Chairperson at any time, and must be called when requested by four directors. The Chairperson shall fix the time and manner of giving notice of each of the meetings and may determine the form and content of the notice to be given except that the members shall have at least three days advance written notice of each meeting. Such notice may be waived with respect to any meeting if all of the members of the Board of Directors agree. Unless otherwise specified in the notice, any and all business may be transacted at any meeting of the Board of Directors provided a quorum of fifty-one percent is present.

Section IV Responsibilities

The Board of Directors shall administer the routine business activities of the Society not otherwise delegated and shall authorize expenditures for and in behalf of the Society. The Board of Directors shall have the control and management of the business and property of the corporation and also shall have and exercise all the powers conferred upon it as set forth in the charter of the corporation and in these general laws or these by-laws without in any manner limiting the general powers otherwise conferred. The Board of Directors shall have the following powers: to purchase, lease or otherwise acquire for the corporation real or personal property whenever they, in their judgment, deem it beneficial for the purpose of the corporation and to pay for the same on such terms and conditions and for such considerations as they may think fit. The Board of Directors shall be responsible for the legal affairs of the Society, its tangible property, and for its financial affairs. It shall be responsible for the appointment of salaried employees, their remuneration and supervision.

ARTICLE IV MEMERSHIP

Membership shall be open to physicians, social workers, gerontologists, nurses, occupational therapists, psychologists, social scientists, educators, and others working in the field of Gerontology, including students. The annual membership fee will be set by the Finance Committee.

ARTICLE V MEETINGS

Section I Annual Meeting

The Annual Scientific Meeting shall be considered the Annual Meeting of the Society.

Section II Special Meetings

The President may call a special meeting at any time and must do so within at least four weeks of receiving the written request of five active members. Members must

be duly notified in writing of the meeting by the Secretary at least one week before the meeting takes place. This notification is to include the purpose of the meeting.

Section III Quorum

Fifteen active members shall constitute a quorum and a concurrence of 51% of the active members present shall be required to transact business.

ARTICLE VI STANDING COMMITTEES

Section I Overview

The Standing Committees shall be responsible for the administration of those functions specifically delegated to them by the Board of Directors. The Standing Committees shall be the Membership Services/ Publicity Committee, the Education Committee, and the Finance/ Awards Committee. A Nominating Committee shall be appointed ad hoc, as needed.

The Board of Directors shall have the right to create other Standing Committees and the President shall appoint the members and chairperson of these various Standing Committees.

Section II Membership Services/Publicity Committee

The Membership Services/Publicity Committee and its chairperson, all of whom shall be appointed by the President, shall consist of a number of members of the Society as determined by the President to carry out the function of the Committee. The primary focus of the Membership Services/Publicity Committee shall be to carry out a program of public education about the work of the Society, to recruit and support members of the Society, and to publish the Society's newsletter.

Section III Education Committee

The Education Committee and its chairperson, all of whom shall be appointed by the President, shall consist of a number of members of the Society as determined by the President, to carry out the function of the Committee. The primary purpose of the Education Committee shall be the planning and implementation of the Annual Meeting/Conference. Other functions may include the preparation of training programs, workshops, curricula and publications for the teaching of Gerontology.

Section IV Finance/Awards committee

The Finance/ Awards Committee will be headed by the Treasurer and its members shall consist of a number of members of the Society as determined by the President to carry out the function of the committee. The Finance/ Awards Committee will be responsible for setting the annual dues, the fee for the Annual Meeting and other fees deemed appropriate, all with the approval of the Board of Directors. In addition, the Finance/ Awards Committee will receive and review such requests for grants from

the Society as may come in, after which they shall bring them, with their recommendations to the Board of Directors for final action.

ARTICLE VII AMENDMENTS

Amendments to the By-laws may be proposed in writing by the Board of Directors or by five active members at a regular or special meeting of the Society. No amendment shall be deemed approved by the Society unless there is a concurrence for the amendment by 2/3 of the vote of the members present.

Revised November, 1996