

*LeadingAge Florida*



# **BYLAWS**

1812 Riggins Road  
Tallahassee, FL 32308

July 2011

## **LeadingAge Florida**

### **ARTICLE I - NAME**

The name of this Association is Florida Association of Homes and Services for the Aging, Inc. The Association shall do business under the fictitious name LeadingAge Florida. The Association may hereinafter be referred to as the "Association" or "LeadingAge Florida."\*

### **ARTICLE II - PURPOSE**

The purpose of the Association shall be to coordinate and promote the activities and programs of Florida's not-for-profit retirement housing, assisted living facilities, nursing home communities, and home and community-based service providers; to act as a clearinghouse for information about their programs and services; and to develop progressive and effective methods of serving residents of LeadingAge Florida member communities through study, research, experiment and exchange of experiences, ideas and information. LeadingAge Florida shall provide programs and services that support and advance the interests of its members and enhance their ability to address the needs of the individuals they serve.

### **ARTICLE III - MEMBERSHIP**

#### **Section 1. Definitions**

##### **a. Housing Community Definition**

For the purpose of this Association, the term Housing Community shall be defined as a retirement housing community that provides living accommodations for the elderly and disabled adults, including but not limited to federally-subsidized housing, non-subsidized housing, and other congregate housing arrangements.

##### **b. Continuing Care Community Definition**

For the purpose of this Association, the term Continuing Care Community shall be defined as a community that is regulated under Chapter 651, F.S., or that provides housing plus supportive services for the elderly, such as a full-service retirement community.

##### **c. Assisted Living Facility Definition**

For the purpose of this Association, the term Assisted Living Facility shall be defined as a community licensed pursuant to Chapter 429, F.S.

##### **d. Nursing Home Definition**

For the purpose of this Association, the term Nursing Home shall be defined as a community licensed pursuant to Chapter 400, Part II, F.S.

##### **e. Community-Based Services Provider Definition**

For the purposes of this Association, the term Community-Based Services Provider shall be defined as a service provider that offers care and support to the elderly outside the home but that does not provide housing for the elderly and disabled adults.

##### **f. Home-Based Services Provider Definition**

For the purposes of this Association, the term Home-Based Services Provider shall be defined as a service provider that offers care and support to the elderly at their principal place of residence but that does not provide housing for the elderly and disabled adults.

## **g. Communities Definition**

For purposes of this Association, the term Communities shall mean, collectively: Housing Communities, Continuing Care Communities, Assisted Living Facilities, Nursing Homes, and Home or Community-Based Services Providers.

## **Section 2. Membership Classifications**

Membership classifications shall be Regular Members, Interim Members, Associate Members, Honorary Members, and Affiliate Members.

## **Section 3. Acceptance of Memberships**

Criteria for membership admission shall be as defined in Section 4 of this Article. All applications for membership shall be reviewed in a manner to be determined by resolution of the Board of Trustees (the "Board"). In the case of membership denial, an applicant shall be notified of the decision and shall have the right to appeal if so desired. If a hearing is requested, all pertinent information shall be presented to the Executive Committee of the Board whose decision shall be final. If the applicant is denied membership, the applicant shall be notified in writing, and all monies paid shall be refunded to the applicant.

## **Section 4. Membership Admission Criteria**

- a. The criteria governing Regular, Interim and Associate Member Communities are as follows:
  1. An applicant must commit to adhere to and be bound by LeadingAge Florida's Code of Ethics.
  2. An applicant must commit to upholding the purpose of the Association as described in the Bylaws.
  3. An applicant must agree to support the continuation of tax and capital formation public policies which enable communities and service providers to fulfill their mission and to work together as an Association to ensure affordable housing and care for all elderly Floridians in need of such services.
  4. An applicant must meet all state and federal licensure requirements applicable to the applicant's business and be in good standing with all applicable state and federal regulatory agencies. An applicant must submit evidence of meeting such licensure requirements to the Association upon request.
  5. An application shall not be approved if the community has a history of multiple and repeated violations which impair patient or resident care.
- b. The criteria governing individuals and agencies are as follows:
  1. An applicant must meet the definition of individual or agency as established by the Board.
  2. An applicant must commit to LeadingAge Florida's Code of Ethics.
  3. An applicant must commit to upholding the purpose of the Association as described in the Bylaws.

## **Section 5. Regular Members - Voting Privileges**

- a. Regular Members shall be those communities which are operated by governmental bodies or which qualify under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter, the "Code"). The governing body of a community is responsible for selecting its official representative to the Association to speak on behalf of the community according to LeadingAge

Florida Board policy and procedures. Other persons from a community may participate in activities of the Association as determined by LeadingAge Florida Board policy.

- b. Effective January 1, 1996, each Regular Member of LeadingAge Florida shall be a member of or have an application pending for membership to the LeadingAge Communities that would otherwise qualify to be Regular Members of LeadingAge Florida but that do not meet the requirement of this subsection shall become Associate Member Communities of LeadingAge Florida.
- c. Regular Members, through their representative, shall be entitled to the privilege of the floor in discussions and the right to one vote plus one additional vote for each one hundred units/beds, over the first fifty or major fraction thereof, upon which dues are paid, in the affairs of the Association.

#### **Section 6. Interim Members**

- a. Interim members shall be communities which are in the planning stages or under construction and which will be operated by governmental bodies or which qualify under Section 501 (c)(3) of the U.S. Internal Revenue Code. An Interim Member shall become a Regular Member when the Interim Member Community is open for occupancy and upon payment of Regular Member dues, as applicable.
- b. Interim Members, through their designated representative, shall be entitled to the privilege of the floor in discussions but not the right to vote in the affairs of the Association.

#### **Section 7. Associate Members**

- a. Associate Membership shall be open to for-profit communities and communities that would otherwise qualify to be Regular Members of LeadingAge Florida but that do not meet the requirements of Section 5.b. of this Article.
- b. Associate Member Communities (the "Voting Associate Membership") shall have the privilege of the floor at General Assembly meetings of the Association and shall have limited voting rights for the sole purpose of electing an Associate Member representative to the Board. Only representatives from the Voting Associate Membership shall be eligible to fill the Associate Member position on the Board. In the event of a vote among Associate Members, each Voting Associate Member shall have one vote. All other types of Associate Members are accorded all rights and privileges of the Association except that of the floor and voting at General Assembly meetings of the Association.

#### **Section 8. Honorary Members**

- a. Honorary members shall be such persons as this Association, through its Board, shall desire to honor by admission to membership.
- b. Honorary members shall have the privilege of the floor with voting rights withheld.

#### **Section 9. Affiliates**

- a. Affiliate status is open to all those interested in the Association but not qualifying for membership under Section 5., 6., or 7., of this Article, including (1) individuals, (2) retired/inactive administrators, (3) Code Section 501(c)(3) aging network organizations and agencies and (4) businesses and other entities.
- b. Affiliates are accorded all rights and privileges of the Association except that of the floor and voting at meetings of the Association.

#### **Section 10. Expulsion or Suspension**

- a. Upon a majority vote of the Board, after due process, a member may be expelled or suspended from the Association for any one of the following reasons, including but not limited to:
  - 1. Willful violation of the Bylaws of the Association.

2. Violation of the Code of Ethics of the Association.
  3. Illegal, unethical or improper conduct pertaining to the operations of the community.
  4. Serious violations of state licensure codes.
  5. Other acts injurious to the goals or reputation of the Association or its members.
- b. Upon expulsion or suspension, membership dues shall not be refunded.

## **ARTICLE IV - MEMBERSHIP DUES**

### **Section 1. Setting of Dues**

The Board shall approve all matters related to annual dues of members.

### **Section 2. Fiscal and Membership Year**

The fiscal and membership year of this Association shall begin on December 1 and end on November 30.

### **Section 3. Regular, Interim, Associate, Affiliate, and Honorary Members**

- a. Regular membership shall require full payment of the annual dues. Members paying on an installment system that are current and meet the requirements of Article III shall be considered Regular Members. Nonmembers joining LeadingAge Florida after the Association's first calendar quarter shall be charged dues on a prorated basis as provided by Board policy.
- b. Interim, Associate, and Affiliate membership shall require full payment of the annual dues. The method of payment shall be set by Board policy. Nonmembers joining LeadingAge Florida after the Association's first calendar quarter shall be eligible for prorated dues based upon Board policy.
- c. Honorary membership shall require no payment of annual dues.

## **ARTICLE V - STATE OFFICERS**

### **Section 1. State Officers**

The state officers of the Association shall be: a Chair, a Chair-Elect, a Housing Chair, a Continuing Care Chair, an Assisted Living and Home and Community-Based Services Chair, a Nursing Home Chair, a Secretary, a Treasurer, and the Immediate Past Chair of the Association.

### **Section 2. Related Party Limitation**

No more than two persons from the same or related corporation or management company may serve as elected officers of the Association at any one time.

## **ARTICLE VI - BOARD OF TRUSTEES**

### **Section 1. Composition and Authority**

The Board shall be comprised of the elected state officers, plus the Immediate Past Chair, the Region Chairs, two at-large members, one Associate Member, and the chair of any organization wholly-owned by the Association, if applicable. Any LeadingAge Florida member serving on the LeadingAge Board of Directors, or any LeadingAge Florida elected Representative to the LeadingAge Policy Congress, shall serve on LeadingAge Florida's Board for the duration of his or her term. Nominations for the at-large positions shall be made by the Governance Committee with the intent of achieving equitable representation on the Board of each type of community that qualifies for regular membership. Only representatives from the

Voting Associate Membership (as defined in Article III, Section 7.b herein) shall be eligible to fill the Associate Member position on the Board. Said Board shall be the policy-making authority of the Association.

## **Section 2. Employment of Staff**

The Board shall have the authority to employ the President/Chief Executive Officer to whom shall be delegated the authority to employ other staff as authorized and funded by the Board.

## **ARTICLE VII – REGIONS**

### **Section 1.**

Regions created by the Board shall be local chapters of LeadingAge Florida.

### **Section 2.**

Each Region shall have the authority to establish a Region organization composed of members of the state association located within its geographic boundaries. Each Region shall have a Region Chair and at least two Vice Chairs. Other officer positions may be created, and dues may be established, as deemed necessary by the members of the Region. Region officers shall be appointed or elected by a majority vote of the members of the applicable Region who are eligible to vote.

### **Section 3. Election of Region Chairs**

- a. Region Chairs shall be elected by the members of the applicable Region who are eligible to vote, pursuant to Section 2 of this Article VII. Elections for Region Chairs may be conducted in person, by U.S. mail, private mail carrier, hand delivery, or facsimile transmission; elections for Vice Chairs shall be conducted in a manner determined by the Board from time to time. Proxy voting is permitted.
- b. In order to qualify for election as Region Chair, a candidate shall be a member of the geographic Region for which the position is sought, and an appointed representative of a member community serving in an administrative capacity. At the time of election, a candidate shall have been affiliated with a member community or community belonging to an out-of-state association of homes for the aging for at least two years.
- c. Region Chairs shall be elected to the position of Region Chair for no more than three consecutive two-year terms. They shall be elected prior to the annual conference and shall take office at the close of the annual conference. A vacancy due to resignation may be filled by the Board.
- d. Officers and at-large members of the Board shall not serve as Region Chairs.

### **Section 4. Board Membership**

Region Chairs shall serve as members of the Board and shall be the primary liaison between the Regions and the Board. The Vice Chairs of a Region may attend LeadingAge Florida Board meetings in the place of the Region Chair, but may only do so in a non-voting capacity.

## **ARTICLE VIII - MEMBERSHIP DIVISIONS**

### **Section 1. Division Categories**

The interests of each membership category shall be represented through the following membership divisions: Housing, Continuing Care, Assisted Living /Home and Community-Based Services and Nursing Home. Member communities having multiple interests may participate in more than one division.

## **Section 2. Division Committees**

Each division shall be represented by a public policy committee—Housing, Continuing Care, Assisted Living and Home and Community-Based Services, and Nursing Home—which reviews pertinent regulations, legislation, and other policy matters which affect member communities. Each LeadingAge Florida Region shall appoint four representatives--one to serve on each committee. The Region representatives shall be the liaison between Region members and the policy committees. The Chair may appoint additional at-large members to the committees.

## **ARTICLE IX - ELECTIONS**

A governance committee shall be established and held responsible for the legal execution of all election procedures.

## **ARTICLE X - MEETINGS**

### **Section 1. Board of Trustees**

There shall be a meeting of the Board at least quarterly.

### **Section 2. General Assembly**

There shall be at least one meeting of the General Assembly held annually which shall be called the Annual Membership Meeting.

### **Section 3. Special Meetings**

- a. Special meetings of the Board and the General Assembly may be called by the Chair of the Association or at the request of three members of the Board, or seven members of the Association, provided such request is approved by the majority of the Board.
- b. Any topic of business for which a special meeting is called must be stated in the call. Any attempt to postpone discussion of previously announced business or discuss business not stated in the call shall require a two-thirds vote of members present and voting.

### **Section 4. Notices**

Written notices of all meetings of the Association stating the time, place, and the purpose thereof shall be given by the Secretary or President/Chief Executive Officer at least ten (10) days before the meeting. In emergency matters, a majority vote of the Board may waive the ten-day notice.

### **Section 5. Voting**

Each regular member shall be entitled to one vote, plus one additional vote for each one hundred units/beds, over the first fifty, or a major fraction thereof, upon which dues are paid, in the General Assembly of the Association. Unless otherwise provided in the Articles of Incorporation or these Bylaws, a two-thirds (2/3) majority of votes cast by the voting members present will be necessary to pass any motion.

## **ARTICLE XI - QUORUM**

### **Section 1. Board of Trustees**

A quorum for meetings of the Board shall be a majority of its members.

### **Section 2. General Assembly**

A quorum for all meetings of the General Assembly shall be 40 Regular Members of the Association.

## **ARTICLE XII - POWERS OF OFFICERS**

## **Section 1. Chair**

The Chair shall prepare the agenda for, and preside over, all meetings of the Board and General Assembly, and appoint for the Chair's term committees established by the General Assembly and Board and as provided by these Bylaws. The Chair shall be ex-officio member of all committees and represent the Association before the public, either personally or through delegates, and shall perform all other duties as are herein provided and incidental to the office. At the end of his/her term the Chair shall assume the Immediate Past Chair position.

## **Section 2. Chair-Elect**

The Chair-Elect shall assume the responsibilities of the office of Chair during the Chair's absence or inability to serve, or upon vacation of said office, shall serve as Chair of the Association for the remainder of the unexpired term; assist the Chair in public relations responsibilities and Association duties; and perform such other functions as are generally attributed to this office.

## **Section 3. Housing, Nursing Home, Continuing Care, and Assisted Living and Home and Community-Based Services Chairs**

The Housing, Continuing Care, Assisted Living and Home and Community-Based Services, and Nursing Home Chairs shall represent the members of their respective divisions. The Housing, Continuing Care, Assisted Living and Home and Community-Based Services, and Nursing Home Chairs shall assist the Chair and Chair-Elect in public relations responsibilities and Association duties, and perform such other functions as assigned by the Chair.

## **Section 4. Secretary**

The Secretary shall assume responsibility for the minutes of the meetings of the General Assembly and of the Board.

## **Section 5. Treasurer**

The Treasurer shall be responsible for all funds of this Association, shall keep regular accounts thereof, and report thereon as required by the Board. Funds of this Association shall upon receipt be deposited in a bank(s) selected by the Board and shall be withdrawn as directed by the Board by check and signed by the Chair or by the Treasurer or their designee.

## **Section 6.**

The Chair, Chair-Elect, Housing, Continuing Care Assisted Living and Home and Community-Based Services, and Nursing Home Chairs, Secretary, Treasurer, and the Immediate Past Chair shall have the privilege of the floor for discussion purposes at the meetings of the Board and General Assembly.

## **Section 7.**

In no event shall an individual representing an Associate Member qualify to serve as an Officer of the Association.

## **ARTICLE XIII - POWERS OF THE BOARD OF TRUSTEES**

### **Section 1. Specific Powers**

The Board shall be responsible for the adoption of policies for the management of the Association; the employment of the President/Chief Executive Officer; fiscal review; approval or disapproval of membership to this Association; and any other matters not specifically assigned to the General Assembly.

### **Section 2.**

The Board shall have the privilege of the floor for discussion purposes at the meetings of the General Assembly.

### **Section 3. Power to Create Regions**

The Board shall have the power to create Regions as deemed necessary to ensure effective member representation and participation.

## **ARTICLE XIV - POWERS OF THE GENERAL ASSEMBLY**

### **Section 1. Specific Powers**

The General Assembly shall receive the reports of the Board, the President/Chief Executive Officer and special assembly committees, and act on said reports, as necessary.

## **ARTICLE XV - COMMITTEES**

### **Section 1. Motions to Create Committees**

Motions to create Committees may be proposed at any meeting of the Board or the General Assembly.

### **Section 2. Executive Committee**

- a. There shall be an Executive Committee which shall consist of the Chair, Chair-Elect, the Housing, Continuing Care, Assisted Living and Home and Community-Based Services, and Nursing Home Chairs, Secretary, Treasurer, the Immediate Past Chair of the Association, and the Chair of any organization wholly-owned by the Association, if applicable. If the Immediate Past Chair is not able to serve, the Board may elect a Trustee to serve on the Executive Committee.
- b. The Chair of the Association shall preside as Chairperson of the Executive Committee. The Secretary of the Association shall serve as Secretary of the Executive Committee.
- c. The Executive Committee shall have the power, on behalf of the Association, to carry on all normal matters of business in the interim periods as delineated by the Board, and shall be empowered to act on such emergency matters the exigencies of the moment may require. It shall report to the Board at the next regular meeting.

### **Section 3. Governance Committee**

- a. The Chair shall appoint the Governance Committee, which will consist of the Immediate Past Chair, the current Chair, Chair-Elect, and three additional Board members. The Immediate Past Chair shall serve as Committee Chair. If the Immediate Past Chair is not available, the LeadingAge Florida Chair shall choose an alternate Committee Chair.
- b. The Governance Committee shall be responsible for the legal execution of all elections. The Governance Committee shall issue a call for nominations to the membership prior to the selection process listing the positions available and qualifications. The Governance Committee shall review the nominations and recommend a single slate of candidates for Board and state officer positions to be presented to the members at the annual membership meeting.
- c. No active candidate shall serve on the Governance Committee.

### **Section 4. Finance and Audit Committee**

There shall be a Finance and Audit Committee which shall consist of such members as may be appointed by the Board from time to time. The Finance and Audit Committee shall have such responsibilities as assigned to it by resolution of the Board.

## **Section 5. Committee Members**

Except as otherwise provided in these Bylaws, Regular, Interim, Affiliate and Associate Members are eligible to serve on Association committees.

## **ARTICLE XVI - QUALIFICATIONS, FILING FOR OFFICE, AND ELECTION OF TRUSTEES AND STATE OFFICERS**

### **Section 1. Qualifications and Term of Office for Officials**

- a. To qualify for office of this Association, a candidate must be a member of the Board of this Association, and be an appointed representative of a Regular Member community serving in an administrative capacity. At the time of election as Chair, Chair-Elect, or Housing, Continuing Care, Assisted Living and Home and Community-Based Services, or Nursing Home Chair, a candidate shall have been affiliated with a member community for at least four years, and for other offices, for at least three years. The Chair and Chair-Elect of this Association shall be elected to no more than a two-year term for the same office. All other officers may be elected for up to two consecutive two-year terms.
- b. To qualify as a candidate for one of the two at-large positions of the Board of this Association, one must be an appointed representative of a member community serving in an administrative capacity. At the time of election, a candidate shall have been affiliated with a member community for at least two years. No at-large trustee shall be elected to more than two consecutive three-year terms.
- c. Officers and Trustees shall be elected by the membership at the annual membership meeting in the manner prescribed and to the extent required by these Bylaws. No member shall serve on the Board for more than eight (8) consecutive years not including any time served as a Region Chair, Chair-Elect, or Immediate Past Chair, except Board members may complete their current terms of office. The Immediate Past Chair shall serve one two-year term.
- d. A voting Associate Member representative occupying the Associate Member Trustee position shall have been elected by the voting Associate membership. The Associate Member representative's term of office is two years, up to a maximum of two consecutive two-year terms.
- e. Only natural persons shall qualify to serve as trustees and officers of the Association.

### **Section 2. Filing for Office.**

- a. A member who otherwise meets the qualifications set forth in Section 1 of this Article who wishes to be considered by the Governance Committee for a position on the Board or for officer of the Board may do so no less than one month prior to the election as follows:
  1. File, on an official form, with the Governance Committee, or
  2. Be nominated by the Governance Committee, the chairperson of which shall be responsible for completing the official form.
- b. Nominations shall be accepted from the floor upon prior written permission of the floor nominee accompanied by ten (10) additional signatures of Regular Members of the Association except in the event of an individual being nominated from the floor to serve as Associate Member Trustee, in which case ten (10) signatures of Voting Associate Members shall be required. Only floor nominees who demonstrate to the satisfaction of the Governance Committee that they otherwise meet the qualifications set forth in Section 1 of this Article shall be considered.
- c. The Chair-Elect, once elected, shall become Chair of the Association at the conclusion of the final term of the current Chair.

### **Section 3. Election of Officials**

- a. The Governance Committee shall be responsible for legal execution of all election procedures.
- b. Election procedures shall be as follows:
  1. Ballots shall be prepared and presented at the annual membership meeting at the annual conference.
  2. Ballots shall be counted in a manner prescribed by the Governance Committee at the annual membership meeting in the presence of Trustees and candidates who wish to attend.
  3. If, on the first ballot, an insufficient number of candidates receive a majority vote necessary for election, the Governance Committee shall immediately prepare and present a second ballot which shall contain only the names of each candidate who received one-half or more of the minimum number of votes that would have been necessary for the candidate to be elected, beginning with the candidate having the highest number of votes.

### **Section 4. Installation of Officials**

Newly-elected trustees and officers shall be installed at the annual conference and shall assume their duties at the close of the conference.

### **Section 5. Vacancy**

When an office in this Association is vacated, other than that of the Chair-Elect, the Board shall immediately fill such vacancy for the remainder of the unexpired term.

## **ARTICLE XVII - STAFF**

### **Section 1. Employment of Staff**

The Board shall employ the President/Chief Executive Officer as the chief staff executive officer of this Association.

### **Section 2. Duties of Staff**

The duties of the President/Chief Executive Officer and other staff members shall be approved by the Board and included in the operating policies of the Association.

### **Section 3. Association Management**

The President/Chief Executive Officer shall be accountable to the Executive Committee for the management of the affairs of the Association within and in accordance to the policies established by the Board.

### **Section 4. President/Chief Executive Officer Vacancy**

In the event of a vacancy for the position of President/Chief Executive Officer, the Chair shall immediately appoint an Interim President, and shall establish a search committee.

## **ARTICLE XVIII - PARLIAMENTARY AUTHORITY**

Roberts Rules of Order Revised shall be the Parliamentary authority of the Association.

## **ARTICLE XIX - AMENDMENTS**

These Bylaws may be amended by a two-thirds majority vote cast at any regular meeting of the General Assembly, provided the proposed amendments have been given to each Member and the Board at least thirty (30) days in advance of said meeting.

#### **ARTICLE XX - ADOPTION**

These Bylaws as amended shall become effective at the close of the annual conference in the year in which they are adopted.

\*Pending approval of FAHSA membership.