

THE ALZHEIMER'S PROJECT, INC.
BYLAWS

Article I
Name

Section 1 – Name: The name of this organization shall be The Alzheimer's Project, Inc., a Florida non-profit corporation.

Article II
Purpose

Section 1 – Purpose: The Alzheimer's Project is organized exclusively for charitable purposes. More specifically the purpose of this corporation is to provide comfort, support and assistance to persons with Alzheimer's disease and related disorders and their caregivers.

Article III
Membership

Section 1 – Membership: Membership shall consist of the Board of Directors.

Article IV
Board of Directors

Section 1 – Board Role: The Board is responsible for overall policy and direction of the Corporation, and delegates responsibility of day-to-day operations to the staff.

Section 2 – Composition: There shall be up to 27 members, but not fewer than 18 members.

- (a) 21 shall be Directors at-large.
- (b) Five shall be the officers including President, President-Elect, Secretary, Treasurer, and Immediate Past President.
- (c) One may be a non-voting Youth Director, if one is selected for such membership by Youth Leadership Tallahassee and confirmed by the Board, for a one-year period from June 1 of the year selected to May 31 of the following year.

Section 3 – Terms: All Board members shall serve two-year terms. Directors may serve no more than three consecutive terms (total six years) before rotating off the Board for at least one year.

Section 4 – Meetings and Notice: The Board shall meet at least quarterly at a time and place established by the Executive Committee. An official Board meeting requires that each Board member have written notice at least one (1) week in advance.

Section 5 – Board Elections: During the last quarter of each fiscal year of the Corporation, the Board of Directors shall elect Directors to replace those whose terms will expire at the end of the fiscal year. This election shall take place during a regular meeting of the directors, called in accordance with the provisions of these Bylaws.

Section 6 – Election Procedures: New Directors shall be elected by a majority of Directors present at such a meeting, provided there is a quorum present. Directors so elected shall serve a term beginning on the first day of the next fiscal year.

Section 7 – Vacancies: Any vacancy on the Board may be filled by the Board of Directors at any point during the year. The new Director shall fill the vacated position only to the end of the vacated board member's term.

Section 8 – Committee Service: Every Director is required to serve on one standing committee, as appointed by the President

Section 9 – Resignation, Termination, and Absences: Resignation from the board must be in writing and received by the Secretary. Directors may be removed by the Executive Committee due to excess absences, more than two unexcused absences from board meetings in a year. A Board member may be removed by the Executive Committee for failure to actively participate on a committee, failure to actively participate in the fund development process, or for other reasons determined detrimental to the Corporation.

Section 10 – Quorum at Board Meetings: At all meetings of the Board of Directors, forty percent of the total number of voting members of the Board shall constitute a quorum for the transaction of business, two of which must be Officers of the Corporation.

Article V **Meetings**

Section 1 – Board Meetings: The Board of Directors shall meet monthly, if possible, but no less than four (4) times per year.

Section 2 – Executive Committee: The Executive Committee shall meet at least three (3) times per year.

Section 3 – Committee Meetings: Standing committees shall meet at least three (3) times per year.

Article VI
Officers and Duties

Section 1 – President: The President shall convene all meetings of the Board of Directors and the Executive Committee and shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: President-Elect, Secretary, Treasurer. The President serves as an ex-officio member of all committees. The President appoints committee chairs.

Section 2 – President-Elect: The President-Elect shall chair committees on special subjects as directed by the President. The President-Elect serves as an ex-officio member of all committees.

Section 3 – Secretary: The Secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.

Section 4 – Treasurer: The Treasurer shall make a report at each meeting of the Board of Directors. The Treasurer shall chair the Finance Committee, assist in the preparation of the budget, help create fund development plans, ensure the annual audit is conducted, and make financial information available to the Board of Directors and the public.

Section 5 – Immediate Past President: The Immediate Past President serves as a member of the Executive Committee.

Section 6 – Terms: All Officers, with the exception of the Immediate Past President, will be elected at the Board of Directors meeting during the last quarter of every other year and shall serve a term of two years beginning January 1 in accordance with the Corporation's fiscal year.

Section 7 – Vacancies: Any vacancy of an Officer position will be filled immediately by the Executive Committee until the remainder of the term of office.

Article VII
Committees

Section 1 – Executive Committee: The Executive Committee shall consist of the President, President-Elect, Treasurer, Secretary, and Immediate Past President.

- (a) At all Executive Committee meetings, three (3) Officers shall constitute a quorum for the transaction of business.
- (b) The President may vote in order to break a tie vote.

(c) The Executive Committee acts on behalf of the Board of Directors in all personnel matters or issues relating to the Executive Director, including contract negotiations, performance reviews, hiring and termination, etc.

(d) The Executive Committee serves as the Finance Committee.

(e) Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors.

Section 2 – Board Development Committee: The Board Development Committee is responsible for the preparation of priorities for Board composition, conducting orientation sessions for new Board members, preparing periodic Board retreats, preparing periodic Board evaluations, soliciting nominees for the Board of Directors, and being a mentor to the Youth Director.

Section 3 – Fundraising Committee: The Fundraising Committee is responsible for the planning, coordination, and implementation of the annual Leading the Way Gala and other fundraising activities.

Section 4 – Community Awareness/Public Relations Committee: The Community Awareness/Public Relations Committee is responsible for the planning, coordination, and implementation of the annual awareness walk, other activities that raise community awareness, and the design and implementation of a media outreach and public relations program.

Section 5 – Gifts and Endowments Committee: The Gifts and Endowment Committee is responsible for the planning, coordination, and implementation of a program to encourage philanthropy for the long-term financial stability of programs.

Section 6 – Caregiver and Volunteer Support Committee: The Caregiver and Volunteer Support Committee is responsible for assisting with caregiver support groups and retreats, volunteer in-service trainings, and the preparation of the annual volunteer appreciation dinner.

Section 7 – Ad-Hoc Committees: The President has the authority to establish Ad Hoc Committees as he/she deems appropriate.

Article VIII Practices and Procedures

Section 1 – Liability: The Directors of the Corporation are not personally liable for the debts, liabilities, and other obligations of the Corporation. Except in those circumstances where the court finds that the Board of Directors and/or Officers, collectively or individually, acted in bad faith or in violation of the law, Directors shall not be personally

liable for court awarded damages or legal costs against the Corporation. Such legal costs and damages shall be the responsibility of the Corporation.

Section 2 – Indemnification: Directors and Officers of the Corporation are indemnified to the fullest extent of the laws of the State of Florida.

Section 3 – Non-Discrimination: Directors and employees are prohibited from discriminating on the basis of race, religion, color, sex, ethnic origin, physical disability, or sexual orientation.

Section 4 – Conflict of Interest: The Corporation’s integrity status requires each Board member to identify and avoid any conflict or potential conflict of interest which could compromise the objectivity and effectiveness of such member or which is detrimental to the best interest of the Corporation. Further, the Corporation’s 501(c)(3) status prohibits benefit to any individuals associated with the Corporation. Any compensation made to individuals must be for specific services rendered, or to promote the tax-exempt activities of the group. Additionally, the Corporation desires to avoid even the appearance of a conflict of interest in all of its business, financial and otherwise. A financial conflict or interest is broadly defined to include a conflict by any Director, or member of a committee of the Board, with other Directors, professional employment and groups, funding sources, and vendors and members of their immediate family or significant others.

- (a) *Procedure:* The Director is obligated to report immediately any actual or potential conflict of interest to the President. Upon making such disclosure in any matter, whether financial or otherwise, the individuals will be absent from the Board meeting during the discussion of the matter and will not vote or otherwise use his/her influence in the matter. The minutes of the meeting will reflect the disclosure and that the member was absent during the discussion and voting required by these bylaws.

Section 5 – Rules and Procedures: *Roberts Rules of Order* shall be used to govern all organizational meetings.

Article IX Amendments

Section 1 – Authority to Amend: These by-laws may be amended by suggestion of the Board of Directors and by a majority vote of the Board of Directors at a meeting where a quorum exists.

Section 2 – Notice: Any proposed amendments or alterations shall be submitted to the Board of Directors in writing at least 10 days prior to the meeting taking place.

Article X
Dissolution

Section 1 – Dissolution/Disbursement of Funds: Upon dissolution and liquidation of the Corporation, the Board of Directors will, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all assets of the Corporation used exclusively for the purpose of the Corporation in such manner, and to such organization or organizations with a nonprofit human services purpose that assists the caregivers of persons with Alzheimer’s disease or a related disorder.

Original: June 1, 1992

Revised: June 18, 1992
June 24, 1992
August 19, 1992
July 11, 1996
September 19, 2002
November 20, 2003
May 19, 2005
August 17, 2006
October 19, 2006
January 1, 2007
May 15, 2008