

HOUSTON GERONTOLOGICAL SOCIETY
ARTICLES OF INCORPORATION AND BY-LAWS
UPDATED FEBRUARY 20, 2017

Article I. Name and Purpose

Section 1. The name of the organization shall be the Houston Gerontological Society. It shall be a nonprofit organization incorporated under the laws of the State of Texas. The location of the principal office of the Society, where its records will be maintained, shall be the office of the current President. The current books of account, however, shall be maintained at the office of the current Treasurer. A list of the names and addresses of current members who are entitled to vote on Society matters shall be maintained at the office of the Society's registered agent, which shall be the presiding president.

Section 2. The Houston Gerontological Society is a perpetual non-profit 501c3 organization designed to educate and improve services to the aged. Its specific objectives include the following: 1) provide programs of continuing professional education to those working or interested in any of the various practice and research areas of gerontology; 2) share and disseminate knowledge and information among the membership related to practice and research issues in gerontology; 3) provide information and educational materials to the general public on behalf of the aging population; and 4) reward educational growth through scholarships in order to strengthen and enhance current and future services for the geriatric population.

Article II. Membership

Section 1. Membership shall be open to all members of the community, including students, who have a professional interest in the practice of gerontology, and, further, to all members of the community who are interested in working with the elderly or for the general benefit of the elderly. No person shall be denied membership by reason of his/her age, race, gender, creed, religion, national origin, or disability.

Section 2. All members in good standing shall be eligible to vote for officers of the Society and to vote on major issues of policy. The year for purposes of membership and dues payment shall be the calendar year. Membership shall be maintained by payment of annual dues. Membership may, however, be revoked by a majority vote of the Board of Directors, if a member is convicted of a felony or found guilty of unethical professional conduct. Student membership shall be available for full-time students on a reduced dues schedule. Student members are members for all other purposes, and shall be allowed to vote on all matters to be decided by membership vote.

Section 3. Members shall have the right to inspect the records of the Society, either personally or by an agent or attorney designated in writing, during reasonable hours and solely at their own expense.

Article III. Meeting of Members

Section 1. There shall be a minimum of four (4) membership meetings per year, one of which shall be designated the Annual Business Meeting. The Annual Business Meeting shall be held in January, unless the Board of Directors approves an alternate date.

Section 2. Annual membership meetings shall be held at the location and on the date specified in the program notices that will be sent to all members. Such notices shall be given to members at least ten (10) days in advance of the Annual Business Meeting and of other specially called business meetings of the membership. Those members present and voting shall constitute a quorum to consider any matter requiring a vote of the membership. Voting by proxy shall be permitted, provided that written authorization by the member has been given.

Article IV. Governance

Section 1. The Board of Directors of the Houston Gerontological Society will consist of the following elected officers positions: President, Vice President, Secretary, Treasurer, and at least four (4) Offices at Large. The members of the Board of Directors will be elected by and from the membership of the Society at the Annual Business Meeting. Each officer is expected to fulfill the usual and customary role of office.

Section 2. The term of office for Directors shall be for two (2) calendar years. No person may serve more than two (2) consecutive terms without two years off the board between terms of serving on the board.

Section 3. No person shall receive compensation for his/her services as a Director. A person may, however, be paid a reasonable compensation for their services to the Society in a capacity other than as an elected Director. Reimbursement of Directors for expenses personally paid in the pursuit of Society business shall not constitute compensation for these purposes and shall be permitted.

Section 4. There shall be a minimum of (3) meetings of the Board of Directors each fiscal year, ruled by a majority of members present. The fiscal year of the Society for financial management and tax-reporting purposes shall be the calendar year, January until December.

Section 5. The Board of Directors shall appoint a chairperson to each of the four (4) standing committees of the Society.

Article VI. Committees

Section 1. The standing committees of the Society shall be 1) Communication; 2) Membership; 3) Program; and 4) Scholarship.

Section 2. Other committees shall be appointed as deemed necessary by the Board of Directors of the Society and shall serve at the board's pleasure, as non-voting members.

Article VII. Parliamentary Process

Section 1. Except as superseded by specific provisions of these By-Laws, the current Roberts Rules of Order shall govern the conduct of business at meetings of the membership, Board of Directors, and other committees.

Section 2. The procedure for electing Directors shall be as follows. At its meeting in September of each year, the Board of Directors shall appoint a Nominations Committee to make arrangements for the election at the Annual Business Meeting. The Nominations Committee shall consist of three (3) persons. The Nominations Committee shall notify the membership of the Society of positions to be elected and of a period for nominations and provide a procedure for receiving nominations. The committee shall consider the nominations received in preparing a slate of nominees. The committee shall assure that persons nominated are qualified, able to stand for election, and to be able to serve in the position for which they have been nominated. The committee shall also assure that there is at least one nominee for each open Board of Directors position, recruiting additional nominees, if necessary. The committee shall recommend a slate of acceptable nominees to the board for approval at its meeting in October or November. After approval by the Board of Directors, the nominees for each position shall be announced to the membership in conjunction with the notice given about the Annual Business Meeting, or earlier. Additional nominations may be made from the floor at the time of election, provided that the nominee is present and that their consent has been obtained.

Section 3. Voting in elections for Directors shall be by acclamation of the general membership, in person or online. The nominees shall be elected who receive a majority of the votes cast for the position in question. If no nominee receives a majority, a second vote will be taken immediately in a runoff between the two nominees who received the greatest number of votes or both may be invited on the board.

Section 5. A majority of the members of the Board of Directors, however, must be present to constitute a quorum for purposes of taking a vote. Unless a higher percentage is required by regulations or by these By-Laws, all votes requiring the authority of the Board of Directors shall be determined by a majority of the Board of Directors present. Voting by proxy and online shall be permitted at meetings, provided that written authorization by the committee member has been given. Proxies votes shall not be allowed, however, in determining whether a quorum is present, unless in person or on teleconference.

Section 6. The Board of Directors shall appoint members of the Society to fill any vacancies in Director positions, which occur due to resignation, removal, death, incapacity, or succession to another Director position. The ordinary succession of other Directors to the Presidency shall be in the order of Vice President, Secretary, and Treasurer. Thus, if a vacancy occurs in the office of President, the Vice-President shall assume the duties of the President and automatically be appointed to that position. If the Vice-President is unwilling or unable to assume the Presidency, then the board can appoint another Vice-President. Appointments to other Director vacancies shall be determined by a majority vote of the current members of the Board of Directors. The term of office of Directors who are appointed to fill vacancies or who succeed to the Presidency shall be until the end of the calendar year. A member shall be elected to serve in that position according to the regular election procedures at the next Annual Business Meeting. The time served in a Director position by appointment shall count in determining the term limitations.

Section 7. Directors may be removed for failure to perform, by being absent from at least three consecutive board meetings, unethical professional conduct, by conviction for a felony or like cause, or by a majority vote of the Board, provided that a ten day advance notice of the director's removal is announced in writing. The Director in question shall have the right to request that a special meeting of the membership be called, instead, and that the Board vote on the removal only after conducting a hearing before the general membership.

Section 8. Procedures for disbursement of Society funds shall be arranged to require that checks be signed by one (1) of two (2) designated signatures, ordinarily the Treasurer and another board member, not the President, providing for the ability to make disbursements in the absence of the Treasurer, as well as providing a system of cross-checks.

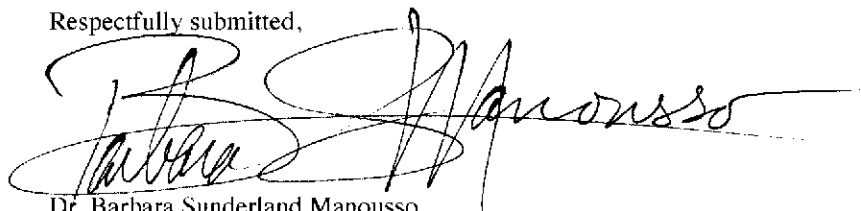
Section 9. All former Society presidents are welcome to attend board meetings, but will not be voting members, unless they have been off the board for two years and are newly appointed to a director position as a new member.

Article VIII. Amendments to By-Laws

Section 1. The President will insure that these By-Laws shall be reviewed by the Board of Directors at least every two (2) years and revised as necessary.

Section 2. The By-Laws may be amended by a majority vote of the board members present at any regular or special meeting of the Society.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Barbara Manouso", written in a cursive style. The signature is positioned above the printed name and title.

Dr. Barbara Sunderland Manouso

President, Houston Gerontological Society