

**INTERNATIONAL NETWORK FOR THE PREVENTION OF ELDER ABUSE
PRELIMINARY BYLAWS**

Section 1.

NAME, PURPOSES, LOCATION, FISCAL YEAR

- 1.1 Name. The name of this organization is INTERNATIONAL NETWORK FOR THE PREVENTION OF ELDER ABUSE, hereinafter called the "NETWORK."
- 1.2 Statement of Purpose. The NETWORK is a nonprofit organization that aims to increase society's ability, through international collaboration, to recognize and respond to the mistreatment of older people in whatever setting it occurs, so that the later years of life will be free from abuse, neglect, and exploitation while at the same time acknowledging the diversity of culture, background, and life style of the world population. The objectives are 1) to increase public awareness and knowledge of the issue, 2) to promote education and training of professionals and paraprofessionals in identification, treatment and prevention, 3) to further advocacy on behalf of abused and neglected elders, and 4) to stimulate research into the causes, consequences, prevalence, treatment, and prevention of elder abuse and neglect.
- 1.3 Location. The principal office of the NETWORK shall be located _____

- 1.4 Fiscal Year. The fiscal year of the NETWORK shall, unless otherwise decided by the Board of Directors, begin on January 1 and end on December 31 in each year.

Section 2.

MEMBERSHIP

- 2.1 Member. Membership will be open to any organization, group, task force, etc. and individuals interested or engaged in legislation, funding, research, policy, development, administration, program planning, service delivery, education, training, and advocacy concerning the abuse and neglect of elderly persons.
- 2.2 Powers and Rights. The membership shall have such powers and rights as are viewed by the Articles of Incorporation and these By-Laws.
- 2.3 Dues. Members in good standing are those who pay the annual dues _____

- 2.4 Meetings. Any annual or other meetings of the Membership shall be held, and call and notice shall be given as provided in Section 3.8 through 3.10 (a)(d) of these By-Laws. The annual meeting shall be held at _____
- 2.5 Waiver of Notice. Whenever notice of a meeting is required, such notice need not be given to the membership if a written waiver of notice, executed by the Board of Directors before or after the meeting, is filed with the records of the meeting. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting.
- 2.6 Proxy. The membership may vote through its Chairperson or other duly authorized officer, either in person or by written proxy, dated not more than 90 days before the meeting named therein and filed before being voted with the Clerk or other person responsible for recording the proceedings of the meeting.

The Proxy shall not be valid after final adjournment of such meeting. A proxy purporting to be executed by or in behalf of the Membership shall be deemed valid unless challenged at or prior to its exercise; the burden of proving invalidity shall rest with the challenger.

Section 3.
BOARD OF DIRECTORS

- 3.1 Number and Election. The Membership annually at its annual meeting shall fix the number of directors and shall elect the number of directors so fixed. At any special or regular meeting, the directors may increase the number of directors and elect new directors to complete the number so fixed by a vote of the Membership or a majority of the directors then in office, as the case may be: or the directors may decrease the number of directors, but only to eliminate vacancies existing by reason of the death, resignation, removal or disqualification of one or more directors.
- 3.2 Tenure. Each director shall hold office for a two year term, and the terms shall be staggered until the next annual meeting of the Membership and until his/her successor is elected and qualified, or until termination because of death, resignation, or disqualification.
- 3.3 Suspension or Removal. A director may be suspended or removed with cause by a vote of a majority of the directors then in office. A director may be removed with cause only after reasonable notice and opportunity to be heard.
- 3.4 Resignation. A director may resign by delivering his written resignation to the president, treasurer, or clerk of the NETWORK to a meeting of the Board of Directors or to the principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states.
- 3.5 Vacancies. Any vacancy in the Board of Directors, except a vacancy resulting from enlargement (which must be filled in accordance with Section 4.10), may be filled by the Board of Directors. Each successor shall hold office for the unexpired term or until termination because of death, resignation, or disqualification. The Board of Directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.
- 3.6 Powers. The affairs of this NETWORK shall be managed by the Board of Directors who shall have and may exercise all the powers of the NETWORK, except those powers reserved to the Membership by the Articles of Organization or these By-Laws.
- 3.7 Committees. The Board of Directors may elect or appoint a Membership, Fundraising, Education/Research, and Conference committee and one or more other committees and may delegate to any such committee or committees any or all of their powers. Any committee to which the powers of the Board of Directors are delegated shall include members of the Board of Directors. Unless the Board of Directors otherwise delegate, committees shall conduct their affairs in the same manner as is provided in these By-Laws for the Board of Directors. The members of any committee shall remain in office at the pleasure of the Board of Directors.
- 3.7.1 Nominating Committee. The Nominating Committee shall consist of five (5) members. The Chairperson shall appoint annually a member of the Board of Directors as chairman. The balance of the Committee shall consist of at least one (1) additional Board member and three (3) at large, the Committee shall prepare a slate of nominations for (i) elected officers; (ii) members of the Board of Directors; and (iii) members of the Nominating Committee.
- The Clerk shall mail the ballot to the members of the NETWORK not less than six weeks prior to the Annual Meeting. Members shall have the opportunity to write in candidates of their own choice on the ballot, All ballots may be returned by mail to the Nominating Committee in advance of the annual meeting.
- 3.8 Annual Meeting. The annual meeting of the Board of Directors shall be held each year immediately following the annual meeting of the NETWORK membership. The annual meeting may be held at the principal office of the NETWORK or at any other such place as the Board of Directors shall designate. No change in the date fixed in these By-Laws for the annual meeting shall be made within thirty (30) days of

the date stated herein, The Board of Directors shall be notified of any change of the date fixed in these By-Laws for the annual meeting of the Board of Directors at least twenty (20) days before the new date fixed for such meeting. If an annual meeting is not held as herein provided, a special meeting may be held in place thereof with the same force and effect as the annual meeting, and in such case all references in these By-Laws, except in this section, to annual meeting shall be deemed to refer to such special meeting.

- 3.9 Other Meetings. Other meetings of the Membership or of the Board of Directors may be held at such places and at such times as the member or the Board of Directors may from time to time determine. Special meetings of the Board of Directors may be held at any time and at any place when called by the Chairperson of the Board of Directors or by any three directors and also shall be called by the Clerk upon written application of the Membership.
- 3.10 Call and Notice
- 3.101 Annual and Other Meetings. Written notice stating the time and place of the meeting shall be given by the Clerk, the President, or some other person designated by one of them, not less than thirty (30) days before such meeting.
- 3.102 Inclusion of Purpose. The call and notice for an annual, special, or other meeting shall also specify the purpose of a meeting if required by the Articles of Organization or these By-Laws, or if there is to be considered at the meeting contracts or transactions of the Committee with interested persons.
- 3.103 Reasonable and Sufficient Notice. It shall be reasonable and sufficient notice to the Membership or a director to send notice by mail addressed to him/her at his/her usual or last known business or residence address.
- 3.104 Waiver of Notice When notice of a meeting is required, such notice need not be given to any director if a written waiver of notice, executed by him/her before or after the meeting, is filed with the records of the meeting, or to any director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him/her. A waiver of notice need not specify the purpose of the meeting unless such purposes were required to be specified in the notice of such a meeting.
- 3.11 Quorum At any meeting of the Board of Directors, a majority of the directors then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.
- 3.12 Action by Vote. Each director shall have one vote. When a quorum is present at any meeting, a majority of the votes properly cast by directors present shall decide any question unless otherwise provided by the Articles of Organization or these By-Laws.
- 3.13 Action by Writing. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all the directors' consent to the action in writing and the written consents are filed with the records of the meeting of the Board of Directors. Such consents shall be treated for all purposes as a vote at a meeting.
- 3.14 Presence through Communication equipment. Unless otherwise provided by the Articles of Organization or these by-Laws, members of the Board of Directors may participate in a meeting of such Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.
- 3.15 Compensation. No director shall receive any compensation for services rendered to the NETWORK in his/her capacity; except a director may be reimbursed for expenses which are reasonably incurred on behalf of the NETWORK, upon approval of the other directors.

Section 4.
OFFICES AND AGENTS

- 4.1 Number and Qualification. The offices of the NETWORK shall be Chairperson, Vice Chairperson, Treasurer and Clerk and other officers, if any, as the Board of Directors may appoint. An officer may, but need not be, a member of the Board of Directors.
- 4.2 Election. The Chair, Vice-chair, Treasurer, and Clerk shall be elected annually by the membership of the NETWORK. Other officers, if any, may be elected by the Board of Directors at any time.
- 4.3 Tenure. The Chairperson, Vice-Chair, Treasurer, and Clerk shall, hold office for one(1) year or until the next annual meeting of the NETWORK and until a successor is chosen and qualified, unless a shorter period shall have been specified by the terms of his election or appointment or, in each case, until death, resignation, or disqualification. Officers may serve more than one term. Each agent shall retain his authority at the pleasure of the Board of Directors.
- 4.4 President. The Chairperson shall be the chief executive officer of the NETWORK and, subject to the control of the Board of Directors, shall have general charge and supervision of the affairs of the NETWORK. The President shall preside at all meetings of the Board and Membership except as the Board otherwise determines.
- 4.5 Vice-Chairperson. There shall be one Vice-Chairperson. The Vice-Chairperson shall have responsibilities and duties related to membership, organization, and finances and other such duties and powers as the Board of Directors shall determine and may exercise, all the powers and duties of the Chairperson during the absence of the President or in the event of his/her inability to act.
- 4.6 Treasurer. The Treasurer shall be the chief financial officer of the NETWORK. He/She shall be in charge of the NETWORK's financial affairs, funds, securities, and valuable papers and shall keep full and accurate records thereof. He/she shall have other duties and powers as designated by the Board of Directors or the President.
- 4.7 Clerk. The Clerk shall record and maintain records of all proceedings of the directors in a book or series of books kept for that purpose, which books shall be open at all reasonable times to the inspection of the Membership of the NETWORK and any member of the Board of Directors. Such book or books shall also contain records of all meetings of NETWORK and the original, or attested copies of the Articles of Organization and By-Laws and names of the Membership and. Board of Directors and the address of each. If the Clerk is absent from any meeting of either the Board of Directors or the NETWORK, a temporary clerk chosen at the meeting shall exercise the duties of the Clerk at the meeting.
- 4.8 Suspension or Removal. An officer maybe suspended or removed with or without cause by a vote of a majority of the Board of Directors or the Membership of the NETWORK. An officer may be removed with cause only after reasonable notice and opportunity to be heard.
- 4.9 Resignation. An officer may resign by delivering his/her written resignation to the Chairperson, Vice-Chairperson, Treasurer, or Clerk of the NETWORK, to a meeting of the NETWORK or the Board of Directors or to the NETWORK at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states.
- 4.10 Vacancies. If the office of any officer becomes vacant, the Board of Directors and Membership of the NETWORK may elect a successor. Each successor shall hold office for the unexpired term, and in the case of the Chairperson, Vice Chairperson, Treasurer, and Clerk until his/her successor is elected and qualified, or in each case until termination because of death, resignation, or disqualification.

Section 5.
HONORARY MEMBERS

The Board of Directors may designate certain persons or groups of persons as honorary members or such other title as they deem appropriate. Such persons shall serve in an honorary capacity and, except as the Board of Directors shall otherwise designate, shall in such capacity, have no right to give notice or to vote at any meeting, shall not be considered for purposes of establishing a quorum, and shall not have any other rights or responsibilities.

Section 6.
DUES

Dues for members shall be ratified by the Board of Directors at a duly constituted meeting of the Board and shall be payable the year to which they apply. Nonpayment of dues by members for two consecutive years shall be considered equivalent to resignation from the NETWORK.

Section 7.
EXECUTION OF PAPERS

Except as the Board of Directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts, and other obligations made, accepted, or endorsed by the NETWORK shall be signed by the president or the treasurer and one other officer of the NETWORK.

Section 8.
PERSONAL LIABILITY

The directors and officers of the NETWORK shall not be personally liable for any debt, liability, or obligation of the NETWORK.

All persons, corporations, associations, or other entities extending credit to, contracting with, or having any claim against, the NETWORK, may look only to the funds and property of the NETWORK for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the NETWORK.

Section 9.
AMENDMENTS

These By-Laws may be altered, amended, or repealed in whole or in part by a majority of the voting Membership in response to a mail ballot.

Section 10.
GOVERNANCE

This NETWORK shall be governed by the newly revised Roberts Rules of Order

Note: These By-Laws were adopted and recorded on or about the time of the filing of the INPEA Articles of Organization with the office of the Secretary of Commonwealth of Massachusetts on May 28, 1999 by INPEA President Rosalie S. Wolf.