

# BYLAWS



## Care Assurance System for the Aging and Homebound (CASA) of Madison County dba Enable Madison County

### ARTICLE I

#### NAME AND LOCATION

##### Section 1.

The name of the corporation is the Care Assurance System for the Aging and Homebound (CASA) of Madison County dba Enable Madison County, a non-profit corporation.

##### Section 2.

The corporation was formed in Madison County, Alabama. Section 3.

Subject to the Articles of Incorporation and the laws of the State of Alabama, these Bylaws, as last amended, shall be the sole governing procedure of Enable.

### ARTICLE II

#### PURPOSES AND OBJECTIVES

##### Section 1.

The basic purpose of the Enable Program is to provide services to aged and homebound individuals living in Madison County, Alabama. Homebound is defined as a person who has a condition that restricts his/her ability to leave the home. Aged is defined as the age established by the Older American Act - age 60 or older. The specific purposes of Enable Programs are as follows:

A. To provide the necessary information and services to the aged and homebound persons so that they are able to remain in a home environment rather than premature alternative care such as a hospital or nursing home.

B. To coordinate with other agencies and/or to provide the necessary services for the aged and/or homebound to eliminate the possibility of duplication of services/efforts.

##### Section 2.

The specific objectives of the Enable Program are:

A. To respond to the needs of the aged and homebound persons in Madison County who are in need of assistance.

- B. To establish the necessary organizational structure to establish, coordinate, implement, fund, and support the Enable Program.
- C. To improve the awareness of individuals and organizations within Madison County to the opportunities for volunteer actions in responding to the needs of the aged and homebound.
- D. To provide training for Enable volunteers.
- E. To develop an effective network of trained volunteers to administer and accomplish the necessary services for the aged and homebound.
- F. To establish an effective means of locating shut-ins and homebound patients requiring assistance.
- G. To take any and all actions in furtherance of the objectives set forth in thisSection.

### ARTICLE III

#### STAFF

EXECUTIVE DIRECTOR: The Board of Directors shall employ an Executive Director, who subject to policies and directives set by the Board, shall have executive responsibility for the operation of the agency, including the selection, training and supervision of subordinate staff and volunteers, and shall be an ex-officio member of the Board of Directors, the Executive Committee and all other committees as determined by the President of the Board.

### ARTICLE IV

#### BOARD OF DIRECTORS

Section 1.

NAME: The governing authority for the Care Assurance System for the Aged and Homebound (CASA) of Madison County dba Enable Madison County shall be known as the Board of Directors.

Section 2.

POWERS AND AUTHORITY: the Board of Directors shall manage the property, funds, affairs, and business of the corporation. The Board shall have and is vested with unlimited powers and authority, except as may be expressly limited by law, the Articles of Incorporation, or these Bylaws. The Board shall have the power to do or delegate to any Committee, Officer, the Executive Director or others, any or all of its power, privileges, and authority, to seek the accomplishment of the Enable Agency, purposes and objectives.

- A. Maintain all records and accounts.
- B. Develop necessary funds for the support of the program in Madison County, execute an annual budget, and assume accountability for income derived from activities conducted under the auspices of the Enable agency.
- C. Hire the Executive Director and ensure execution of duties to accomplish services provided by the agency.
- D. Provide adequate facilities, supplies and administrative records.
- E. Assume responsibility for the identification of programmatic needs and determine annual goals and objectives for the agency.
- F. Provide program guidance ensuring effective communication and coordination among and within other agencies and organizations in Madison County.

Section 3.

FUNCTIONS AND RESPONSIBILITIES: The Board of Directors will be responsible for the implementation of the Enable program and will prescribe guidelines for its establishment and operation. The Board will ensure the accomplishment of any contractual responsibilities by maintaining financial, management, and programmatic objectives of the program. The Board shall adopt such standing rules of operations as the Board may decide from time to time.

Section 4.

BOARD MEMBERSHIP: The Board of Directors shall consist of 10-15 members from diverse ethnic backgrounds, ages, and skills.

Section 5.

TERM OF OFFICE: Directors shall serve for a term of three years. Once the first three- year term has been completed, a Director may be asked if they want to serve a second three- year term. There is a two-term limit. After a one-year absence from the Board, the individual can be considered again for board membership. Former employees shall be ineligible for board membership for one year after employment terminates.

Section 6.

ELECTION OF DIRECTORS: Nominations for Directors are the responsibility of the Governance Committee as described in Article V, Section 3. New Directors will take office at the first meeting following election. Vacancies on the Board will be filled as described in Article V, Section 3.

Section 7.

NON-DISCRIMINATION: All vacancies on the Board of Directors shall be filled on a non-discriminatory basis.

Section 8.

CONFLICT OF INTEREST, COMPENSATION AND SELF-INTEREST

PRECLUSION: The Enable Board of Directors shall not procure goods and/or services from any individual who is a voting member of the Board of Directors or with any firm whose controlling interest is in the hands of a member of the Board of Directors.

The Board of Directors will take whatever steps are necessary to ensure no part of the net income of Enable or its operations benefit any member of the Board of Directors or other individual.

Members of the Enable Board of Directors will not receive compensation for Board service.

Section 9.

COMMITTEE MEMBERSHIP: Each Director shall serve on at least two Committees, unless such requirement is waived by a majority of the Board of Directors.

Section 10.

REMOVAL AND RESIGNATION:

A. A Director may be removed with or without cause by a vote of a majority of Directors attending any meeting of the Board of Directors.

B. Any Board member absent for four consecutive meetings shall be deemed to have resigned his or her directorship. The Secretary shall be responsible for notifying the Executive Committee regarding absences. Upon a showing of good cause, the Executive Committee may recommend to the entire Board of Directors reinstatement of any such Director deemed to have resigned under this Section 10(B). A majority vote of the Board is required to effect reinstatement.

C. Board members wishing to resign from the Board will notify the President of the Board either by written notification or verbal communication. Unless otherwise specified in the notice, the resignation shall take effect upon receipt or notification thereof by the Board and the acceptance of the resignation shall not be necessary to make it effective.

D. Nominations for vacancies that occur on the Board will be made within one month of their occurrence, if possible. The newly elected Board members will assume their Board responsibilities immediately upon election. The term of membership for the new Board member will run for a period of up to three years.

ARTICLE V

COMMITTEES

Section 1.

The Board of Directors shall have the power to establish committees (each a "Committee" and, collectively, the "Committees") to advise the Board on specific matters as described in the minutes of the meeting or unanimous written consent of the Directors authorizing and establishing such Committee. All Committees established by the Board of Directors pursuant to this Article V shall have the authority only to recommend specific actions to the entirety of the Board and shall not have the authority to act for the Board of Directors, unless specifically granted such authority by 2/3 vote of the Directors.

Section 2.

Each Committee shall have one "Chair Person" and one "Co-Chair Person," each of whom shall be Directors. All Committees shall be composed of at least two Directors. The Board of Directors shall have the authority to appoint non-Directors to any Committee to provide guidance and expertise; non-Directors shall have the authority to vote at Committee meetings only. Members of a Committee shall hold office from time of election or appointment for a period of one year, until their successors have been elected or appointed or until the committee is disbanded.

Section 3.

### STANDING COMMITTEES

A. EXECUTIVE: Executive Committee oversees operation of the Board, often acts on behalf of the Board during on-demand activities that occur between meetings, and these acts are later presented for full Board ratification; comprised of Board President, Vice President, Treasurer and Secretary; performs evaluation of Executive Director; and supports and assists the Executive Director, as needed, in the mission of the Agency.

B. FINANCE: The Finance Committee oversees the budget, ensures accurate tracking/monitoring/accountability for funds, ensures adequate financial controls, reviews investments, may assist with major grants, and develops the annual budget. Led by the Board Treasurer with three members minimum and no other Board officers as members.

D. SERVICES & PROGRAMS: The Services and Program Committee is charged with developing and utilizing growth plans for existing and potential services and programs, volunteer retention, and evaluating reports to assess the need and performance of Enable's services and programs.

E. RESOURCE DEVELOPMENT: The Resource Development Committee is charged with creating a plan that will guide the organization in identifying and securing funding and support from an array of outside sources. This Committee also has strategic responsibilities for identifying and developing community resources for fundraising activities and volunteer recruitment. The Committee must identify and communicate with potential donors to support Enable's services.

F. GOVERNANCE: The Governance Committee is charged with ensuring effective Board processes, structures, and roles; including performance of offsite planning, Committee development and Board evaluation and training; maintains a list of current and potential board members and the member strength and interest survey; nominates new and replacement board members; nominates new and replacement board officers; performs an annual review of By-laws and Enable policies and procedures. The Governance Committee consists of a minimum of three board members and no Board officers (excepting the Immediate Past President) as members.

Section 4.

### SUBCOMMITTEES

Each Chair Person shall have the authority to delegate certain tasks assigned to the Committee to certain members of the Committee (each a "Subcommittee"). The Chair Person shall supervise the activities of each such Subcommittee.

Section 5.

AD HOC COMMITTEES

Ad Hoc Committees may be established as deemed necessary to accomplish program objectives and may be appointed by the Board President.

ARTICLE VI

OFFICERS

Section 1.

BOARD OFFICERS: The Board officers shall be President, Vice-President, Secretary, Treasurer, and Immediate Past President, as a minimum. There may be other officer positions established by the Board as deemed necessary by majority vote.

Section 2.

NOMINATIONS: A slate of proposed officers shall be presented by the Governance (Nominating) Committee at the May meeting. Additional nominations may be made from the floor with the consent of the person being nominated.

Section 3.

ELECTION AND TERM OF OFFICE: Officers shall be elected by the members of the Board from its membership at the June meeting. The officers shall take office in July and shall serve for a term of one year or until their successors have been installed. All officers may succeed themselves.

Section 4.

REMOVAL: Any officer elected or appointed by the Board of Directors may be removed at any time whenever, in its judgment, the best interest of the corporation will be served thereby. Such removal shall be only by the affirmative vote of the majority of all the directors.

Section 5.

VACANCIES: A vacancy in any office on account of death, resignation, removal, disqualification, or otherwise may, at any regular or special meeting, be filled in accordance with Article IV, Section 10, Paragraph D and E.

Section 6.

DUTIES OF OFFICERS

PRESIDENT: The President shall preside at all meetings of the Board and shall perform the usual duties of the office. The President shall appoint the Chairman and membership of the Standing Committees and be ex-officio member of all committees. It shall be at the President's discretion to appoint special committees as needed.

VICE PRESIDENT: The Vice President shall perform the duties of the President in the absence or inability of the President to discharge the duties of the office and perform such other duties as the Board may, from time to time, determine. In the event of the resignation of the President, the Vice-President shall succeed to the office of the President.

**SECRETARY:** The Secretary shall be responsible for the supervision of the preparation and dissemination of the minutes of Board meetings, including maintaining the Board Member Roster, shall notify Board members in advance of meetings, shall be responsible for updating of Bylaws of the organization and shall accomplish other duties as requested by the Board. The Secretary shall perform the duties of the President in the absence or inability of both the President and Vice President to discharge the duties of the office.

**TREASURER:** The Treasurer shall be responsible for managing the funds of the Enable program and for all payments in accordance with the budget. (Expenses not provided for in the budget shall be incurred and paid only upon the order of the Board of Directors.) Treasurer shall prepare and render a monthly report of all funds received and disbursed.

Treasurer shall prepare an annual report for presentation to the Board at the first meeting of the new fiscal year. The Treasurer shall serve as a member of the Finance Committee. The Treasurer shall accomplish other financial duties as requested by the Board. The Treasurer will not be in the line of succession should the President and Vice President permanently not be available to perform their duties.

**IMMEDIATE PAST PRESIDENT:** Shall provide guidance to the President, as requested, through knowledge of past practices and rationale for policies and procedures, and past practices. The Immediate Past President shall be a member of the Governance Committee and other committees as determined by the President. Should the Immediate Past President have already completed a six-year term on the board, they shall be allowed to continue as an Honorary Member of the board per Article IX until election of new officers and installation of a new Immediate Past President.

**EXECUTIVE SUCCESSION:** In the event that both the President and Vice President of the board are unable to perform their duties, the Secretary shall succeed them as the Acting President. If the absence of the President and Vice President shall become permanent, the Governance Committee will commence the nomination process for a new Executive team to complete the term. While that is in progress, the Secretary shall continue in the role of Acting President.

## ARTICLE VII

### MEETINGS

#### Section 1.

**ANNUAL MEETING:** The Annual Meeting of the Board of Directors will be held in June of each year, unless another date is set by the Board. The Annual election of officers and new Board Members and other business transactions shall take place at this meeting.

#### Section 2.

**REGULAR AND SPECIAL MEETINGS:** The Board shall meet monthly. In person meetings will take place at a location and time to be decided by the Executive Committee monthly.

The November and December meetings may be combined. Special meetings of the Board may be called by the President, the Executive Committee, or by at least six members of the Board. A minimum of a three-day notice must be given for all Special Meetings. Some particular meeting or meetings shall be held in person either (a) when the President has obtained written consent to meet from a quorum of the Board at least five days in advance of the meeting or (b) when ordered by a two-thirds vote with previous notice of a motion to do so having been given by the Vice President. Members of the board of directors or any committee designated thereby may participate in a meeting of the board or committee by means of a conference telephone or virtual which all persons participating in the meeting can hear each other at that same time and participation by the means shall constitute presence

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in person at a meeting. Such meetings, also known as virtual or electronic meetings of the Board shall be subject to all rules adopted by the Board to govern such meetings per Article XII. Such rules may include reasonable limitations on, and requirements for, Board members' participation and shall specify conduct of electronic meetings.

Attendance of a director at a meeting shall constitute a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors or any committee designated thereby need be specified in the notice of the meeting or the waiver of notice unless required elsewhere in these bylaws.

Section 3.

QUORUM: One-third of the members of the Board of Directors shall constitute a quorum for any meeting.

Section 4.

VOTING: Except as otherwise provided in these Bylaws, all questions shall be decided by a majority vote of Board members entitled to vote and present at the meeting.

Section 5.

COMMITTEE MEETINGS: Each Committee shall meet at least quarterly. The Chair Person of each Committee shall give a report to the Board at the regularly scheduled Board meeting immediately following each meeting of the Committee.

## ARTICLE VIII

### FINANCES

Section 1.

BUDGET: The Finance Committee, in conjunction with the Enable Executive Director, shall be responsible for the preparation of the budget for the coming year. The budget year for the Enable Program shall be from July 1 through June 30.

Section 2.

FUNDS: Funds to support the Madison County Enable Program will be sought by the Resource Development Committee. Budget requests to funding groups will take into consideration the budget approval cycle of the contributing organizations. Donations from individuals or groups are encouraged.

## ARTICLE IX

### AMENDMENT OF THE BYLAWS

These Bylaws may be altered, amended or repealed, or new Bylaws adopted by 2/3 majority of the Directors present at any meeting of the Board of Directors, provided that the proposed amendment shall have been read at a previous meeting of the Board of Directors and provided that written notice be given to each member of the Board of Directors of the intention to alter, amend, repeal or to adopt new Bylaws at least 10 days prior to the meeting at which such vote shall take place.



ARTICLE X

HONORARY BOARD MEMBERSHIP

The Board shall have the authority to designate persons as honorary members of the Board of Directors ("Honorary Directors"). Honorary Directors may attend meetings of the Board of Directors and serve on Committees, but shall have no authority to vote on any matters before the Board or any Committee.

ARTICLE XI

PARLIAMENTARY RULES

Roberts Rules of Order, Newly Revised, shall govern all deliberations and proceedings of the corporation whether in person or electronic (virtual).

CERTIFICATE

I, the undersigned Secretary of Enable Madison County's Board of Directors, hereby certify that the forgoing Bylaws were adopted by the Board of Directors on this the \_\_\_\_\_ day of \_\_\_\_\_, 2023.

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Leanne Brigance, Secretary