



Revised for approval by General Board on January 12, 2022

BY-LAWS

ARTICLE 1

General

Section 1. Name. The name of the organization shall be the Virginia Coalition for the Prevention of Elder Abuse (VCPEA), Inc., hereinafter referred to as “the Coalition.”

Section 2. Address. The address of VCPEA is Post Office Box 70054, Henrico, VA 23225.

Section 3. Mission Statement. VCPEA is a coalition of individuals and organizations working cooperatively to assure older Virginians a life free of abuse, neglect, and exploitation.

Section 4. Purpose. The purpose of the Coalition is to educate the public and professionals about elder abuse and how persons can prevent and put an end to the abuse of older Virginians.

Section 5. Fiscal Year. The fiscal year of the Coalition shall be from January 1 through December 30 of each year.

ARTICLE II

Membership

Section 1. Eligibility. The Coalition is comprised of organizations and individuals, public or private, who support the purposes of the Coalition.

Section 2. Annual Dues. No annual dues are required at this time.

ARTICLE III

Meetings

Section 1. Meetings. The Board shall hold at least six regular meetings a year. The Coalition’s Annual Meeting shall be held once a year.

Section 2. Voting. A Board Member must be present at the Board Meeting either in person, virtually, or by conference call in order to vote.

Section 3. Notice. The Secretary shall provide notice of all meetings in a manner approved by the Board at least ten (10) calendar days prior to the meeting date.

ARTICLE IV Board of Directors

Section 1. Membership. The Board shall consist of no less than eleven (11) and no more than nineteen (19) persons, each being a voting member.

Section 2. Term of Office. Members of the Board shall serve a two-year term beginning July 1. The Board may fill an unexpired term of a Board by voting on a proposed member at the next regular Board meeting. Members attending a regular Board Meeting, provided there is a majority present, shall vote on new Board Member(s) for any term of office beyond the unexpired term.

Section 3. Responsibilities. The responsibilities of the members of the Board shall include but not be limited to:

- a. Developing and implementing annual goals, objectives and a work plan for the Coalition;
- b. Communicating with Coalition members on announcements and action proposals to achieve the purposes of the Coalition;
- c. Developing an annual budget, for approval at the first Board meeting of the new fiscal year;
- d. Authorizing and overseeing expenditure of funds and ensure that proper financial records are maintained;
- e. Attending meetings of the Board;
- f. Participating in the planning and implementation of the annual conference as available;
- g. Serving on at least one committee;
- h. Being an active participant and a proponent for the Coalition;
- i. Creating ways to work together better to be responsive to the issues of elder abuse, neglect, and exploitation; and
- j. Utilizing knowledgeable and willing individuals who are not Board members to participate in the work of the Coalition.

Section 4. Attendance. A Board Member who fails to attend three consecutive Board Meetings may be removed by a majority vote of the Board. Attendance includes both in-person and conference call participation.

Section 5. Quorum. A total of five Board Members present at the Board Meeting shall constitute a quorum.

Section 6. Return of Property. Board Members shall agree to return all VCPEA property to an Officer of the Board at the end of their service on the Board.

ARTICLE V
Election of Officers and Terms of Office

Section 1. Officers. The Officers shall be elected by Board members attending a regular Board meeting, provided that a majority of Board members are present, and presented at the Coalition's Annual Meeting. The Officers shall include the President, Vice President, Secretary, and Treasurer; these members shall constitute the Executive Committee.

Section 2. Elections. The President and Treasurer, elected by majority vote of the membership at the Coalition's Annual Meeting, shall be elected in the even-numbered years, and the Vice President and Secretary in the odd-numbered years.

Section 3. Term of Office. The President shall serve no more than two consecutive, two-year terms; all other Officers shall serve no more than three consecutive, two-year terms. An Officer may be voted on by the majority of the Board to fill an unexpired term. Any Officer of the Board may remain in his or her Executive Team position with a majority vote of the Board.

ARTICLE VI
Duties of Officers

Section 1. President. The President shall:

- a. Preside at and conduct the Coalition's Annual and Board meetings,
- b. Call special meetings of the Board as necessary;
- c. Act as spokesperson for the Coalition;
- d. Appoint standing, special, and ad hoc Committees and their Chairs, with approval of the Board. All committee appointments shall be announced at Board meetings;
- e. Serve *ex officio* on all Committees;
- f. Have signing authority for all financial transactions; and
- g. Have all other duties as are usually associated with this office.

Section 2. Vice President. The Vice President shall:

- a. Assume the President's duties and responsibilities in the absence or inability of the President to serve;
- b. Ensure that the Coalition's by-laws are reviewed at least every two years with input from the Board and prepare a final copy for approval by the Board and distribution at the Coalition's annual meeting. Maintain a copy of the Coalition's current by-laws and ensure that they are posted on the Coalition's website;
- c. Assume the Presidency if the President resigns or is otherwise unable to fulfill his or her term;
- d. Have signing authority for all financial transactions; and
- e. The Vice President shall assume the Secretary's duties and responsibilities in the absence or inability of the Secretary to be present at a meeting.

Section 3. Treasurer. The Treasurer shall:

- a. Receive, maintain in a bank account, and manage all monies and securities belonging to the Coalition;
- b. Disburse monies in accordance with specific budgets approved by the Coalition or the Executive Committee;
- c. Prepare and render a current financial report to the Board at each of its meetings and prepare an annual financial report to be filed with the appropriate State agency;
- d. Prepare all of the Coalition's financial paperwork in accordance with accepted accounting principles;
- e. Chair the Finance Committee; and
- f. The Treasurer may be aided by an Assistant Treasurer appointed by the Board.

Section 4. Secretary. The Secretary shall:

- a. Keep the minutes for each membership meeting, all Board meetings, and the Executive Committee meetings of the Coalition;
- b. Distribute minutes of all Board meetings within twenty-one (21) days following the meeting and ensure that they are posted on the Coalition's website;
- c. Maintain and distribute a list of all members and all Committees; and
- d. Maintain contact information for all Board Members.

ARTICLE VII
Standing Committees

Section 1. General. The President shall appoint not fewer than two (2) members of the Board to all standing committees. Each standing committee shall update the Board on committee activities, projects, or concerns at each Board meeting. The President can appoint special and ad hoc committees and their chairs with the approval of the Board.

Section 2. Annual Conference Committee. This committee shall be responsible for planning, organizing, and hosting VCPEA's Annual Conference. The committee shall establish subcommittees, including but not limited to, arranging for the conference venue, managing registrations, fundraising, obtaining speakers and sponsors, recruiting vendors, preparing the conference program, managing conference scholarships (if offered), arranging for the Helen Napps Award of Excellence in odd-numbered years, and conducting evaluations of the conference. All Executive Team members shall participate on the annual conference committee. It is expected that all members of the Board will participate in some aspect of working on the conference.

Section 3. Finance Committee. This committee shall be responsible for the monitoring and promoting the fiscal health and well-being of the Coalition. This committee shall recommend fiscal policies and procedures to assure the continuous operation and health of the Coalition.

Section 4. Executive Committee. This committee, consisting of all of the elected officers of the Board, shall be responsible or spearheading work groups to address time-specific tasks. These work groups will convene as needed to complete tasks, to include, but not limited to, the following: web-based awareness activities, TAPAS, social media, and nominating new members.

ARTICLE VIII Earnings and Finances

Section 1. Fund Use. No member of the Coalition shall be entitled to any portion of the net earnings of this Coalition except as approved as a reasonable expense by the Board and said earnings shall not inure to the benefit of any private person. Approved expenses include those linked directly to the mission and purpose areas of the Coalition or otherwise approved by the Board.

Section 2. Payment of Money. The Treasurer shall be apprised of all checks, drafts, or other orders of payment of money, notes or other evidence of indebtedness, issued in the name of or payable to the Coalition.

Section 3. Dissolution. In the event of dissolution of the Coalition, all Coalition assets will be donated to a Virginia-based 501c3 organization to support elder abuse, neglect, and exploitation educational or awareness projects.

ARTICLE IX Records

Section 1. Inspection of Records. Books and records shall be open for inspection to Coalition members within 30 days of a member's written request.

ARTICLE X Amendments

These by-laws may be amended by a majority vote of the Board Members and presented at the Coalition's Annual Meeting and must be posted on the Coalition's website.

ARTICLE XI Parliamentary Procedure

Robert's Rules of Order, newly revised, shall apply in all proceedings of the Coalition, which are not covered by these by-laws.