

THE BALTIMORE COUNTY PROVIDER COUNCIL

BY-LAWS

ARTICLE I: NAME

The name of this organization shall be the Baltimore County Provider Council.

ARTICLE II: PURPOSE

The Baltimore County Provider Council is organized exclusively for charitable purposes within the meaning of Section 501©(3) of the Internal Revenue Code.

The purpose of this organization is to foster communication and cooperation among those involved in improving the quality of life of older adults in Baltimore County. This shall be accomplished through providing education on available resources, sharing information, advocating for improvements, and discussing solutions to common problems. This organization shall exist to support the mission of the Baltimore County Department of Aging as follows:

The mission of the Baltimore County Department of Aging is to develop and administer programs and activities that support Baltimore County senior citizens in their efforts to remain healthy, active, and independent members of the community and to provide, coordinate, and advocate for services which ensure the highest quality of life for both active and health-impaired seniors, their families, and caregivers.

ARTICLE III: MEMBERSHIP

Membership in the organization shall be open to all individuals and organizations that share the Provider Council's purpose.

ARTICLE IV: BOARD OF DIRECTORS

SECTION A: FUNCTION

There shall be a Board of Directors of the Provider Council whose duties and responsibilities are to call meetings, plan agendas and speakers, send out announcements, form special committees, call elections according to the By-Laws and any other tasks appropriate to the proper functioning of the Provider Council.

SECTION B. COMPOSITION

The Board of Directors shall consist of fifteen (15) members, each serving 3-year terms, with at least two (2) members always being Baltimore County Department of Aging staff as appointed by the Director of the Department. For terms beginning 09/01/09, 1/3 (5) shall serve for 1 year (2009 – 2010), 1/3 (5) shall serve for 2 years (2009 – 2011) and the remaining 1/3 (5) shall serve for a 3 year term (2009 – 2012).

Board members beginning a new three (3) year term shall be elected by a single majority of the votes of the board members whose terms have not expired.

SECTION C: ELECTIONS

Board members beginning a new three (3) year term shall be elected by a simple majority of the votes of the Board members whose terms have not expired.

SECTION D: ATTENDANCE

A vacancy on the Board of Directors shall be declared on the basis of a member's failure to attend three consecutive Board meetings without sufficient reason.

ARTICLE V: OFFICERS

The officers of the Board of Directors shall be a Chairman, a Co-Chairman, a Secretary, and a Treasurer. They shall be elected in May by a simple majority vote of the Board of Directors and shall serve a term of two (2) years. In the event an officer's position becomes vacant and is filled by appointment, the appointed officer shall serve until his/her term as Board member expires.

ARTICLE VI: MEETINGS

The Board of Directors shall set the meeting schedule for the year or delegate such authority to Council Committees.

ARTICLE VII: AMENDMENTS

The By-Laws will be accepted and may be amended, as needed, by a simple majority vote of ballots cast by the general membership.

ARTICLE VIII: DUES

Annual dues shall be assessed from all members of the Council and payable upon request for membership and upon annual receipt of invoice thereafter. Invoices shall be sent in June and due and payable no later than the September meeting. The Board of Directors shall set the membership dues.

ARTICLE IX: COMMITTEES

SECTION A:

- a. Standing Committees include the following: Programming, Scholarship and Membership, Website, Sponsorship development, Nominating
- b. The Board shall create additional Committees as it deems necessary and appropriate to facilitate the business of the Baltimore County Provider Council.

- c. Each Board member is expected to serve on at least one committee.

SECTION B.

Each Committee shall report to the Board as to its activities at the direction of the Board chair.

ARTICLE X: DISSOLUTION

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE XI: CONFLICT OF INTEREST POLICY

SECTION A:

Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

SECTION B:

Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the organization has a transaction or arrangement, or
- c. A potential ownership or investment in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest under Article III Section 2, a person who has a financial interest may have a conflict of interest only if the appropriating

SECTION C: **Procedures**

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of the committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest., for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. **Violations of the Conflicts of Interest Policy**

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

SECTION D:
Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

SECTION E:
Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's presentation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

SECTION F:
Annual Statements

Each director, principal officer and member of a committee with governing board-delegated powers shall annually sign a statement, which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities, which accomplish one or more of its tax-exempted purposes.

SECTION G:
Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the results of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

SECTION H:
Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but not need to, use outside advisors. If outside experts are used, their use shall not relieve the governing board or its responsibility for ensuring periodic reviews are conducted.