



## Key Bylaws Development Question Responses

October 13, 2011

### 1. What is the purpose of the cooperative?

*To facilitate a centralized, client-focused collaboration of service providers that enhances access to services and supports for older adults and/or people with disabilities and provides benefits to the community stakeholders who provide those services and supports.*

### 2. Who can be members/qualifications?

*Any individual or entity, based on board approval, that provides services and support to older adults and/or people with disabilities who reside in the SE Ohio Aging and Disability Resource Network's service area of Athens, Hocking, Meigs, Monroe, Morgan, Noble, Perry and Washington Counties.*

### 3. What are the different levels of membership?

*There will be only one level of membership.*

### 4. Are there going to be different amounts for membership dues (by size, type, usage, etc.)

*No.*

### 5. Will the cooperative have stock options (common/preferred)?

*No.*

### 6. How many directors is the cooperative going to maintain?

*The interim board shall consist of 5 members with the board having the flexibility to increase board membership to a maximum of 9 members.*

### 7. What is the term of office for directors?

*3 years (stagger offices to maintain continuity of board)*

### 8. How are elections of directors conducted?

*They will be elected at the annual meeting.*

### 9. What are the officer positions?

*President, Vice President, Secretary and Treasurer*

### 10. What are the officer duties?

#### President

*The president shall:*

- (1) Preside over all meetings of the Cooperative and of the board of directors;*
- (2) Call special meetings of the board of directors;*



- (3) *Appoint such committees as the board of directors may deem advisable for the proper conduct of the Cooperative; and*
- (4) *Perform all acts and duties usually performed by a presiding officer.*

#### Vice President

*In the absence or disability of the president, the vice president shall perform the duties of the president; provided, however, that in case of death, resignation, or disability of the president, the board of directors may declare the office vacant and elect any eligible person president. The VP will facilitate and monitor all committees.*

#### Duties of Secretary

*The secretary shall keep a complete record of all meetings of the Cooperative and of the board of directors and shall have general charge and supervision of the books and records of the Cooperative. The secretary shall sign papers pertaining to the Cooperative as authorized or directed by the board of directors. The secretary shall serve all notices required by law and by these bylaws and shall make a full report of all matters and business pertaining to the office to the members at the annual meeting. Upon the election of a successor, the secretary shall turn over all books and other property belonging to the Cooperative to the successor.*

#### Duties of Treasurer

*The treasurer shall be responsible for the keeping and disbursing of all monies of the Cooperative, and shall keep accurate books of accounts of all transactions of the Cooperative. The treasurer shall perform such duties with respect to the finances of the Cooperative as may be prescribed by the board of directors. At the expiration of his term of office, the treasurer shall promptly turn over to his successor all monies, property, books, records, and documents pertaining to his office or belonging to the Cooperative.*

#### **11. What is the term of office for officers?**

*Two years with a limit of two complete consecutive terms in that role.*

#### **What constitutes a quorum?**

*Majority*

*A majority of members must be participating to conduct business.*

#### **12. What vote percentage is required to conduct regular cooperative business?**

*Majority*

#### **13. Is the cooperative conducting nonmember business?**

*N/A*

#### **14. How are you amending bylaws?**



*Three- quarters of the quorum approval.*

**15. What is your cooperative fiscal year?**

*October 1 through September 30*