

**BYLAWS OF THE
ASSOCIATION FOR GERONTOLOGY EDUCATION IN SOCIAL WORK**
(Name change approved: March 1995)

**ARTICLE I
Board of Directors**

SECTION 1. General Powers. The business and affairs of the Committee shall be managed by the Board of Directors.

SECTION 2. Number, Term and Qualifications. The number of the Board of Directors shall be thirteen, two of whom shall be the retiring President and Vice President, two who shall be students and one who shall be a liaison to the Baccalaureate Program Director's Gerontology Committee. Each director shall hold office for three years from the date of the annual meeting at which s/he was elected. Those directors elected during the year to fill a vacancy due to death, resignation or other causes will serve the term of the director they replaced expires. Two or three of the directors will be elected each year. Directors may serve two successive terms only and are eligible for election again after one year hiatus.

SECTION 3. Election of Directors. Except as provided in Section 5 of the Article, the directors shall be elected annually by bonafide members of the Association for Gerontology Education in Social Work from an official list of candidates provided by the Board of Directors. Those persons who receive the highest number of votes will be deemed to have been elected. The annual election will take place during the spring with results announced in May and new directors assuming their positions in the summer.

SECTION 4. Removal. At a meeting called expressly for that purpose, any director may be removed from office with or without cause by a vote of 2/3 of the board members. If any directors are so removed, new directors may be elected at the same meeting.

SECTION 5. Vacancies. Any vacancy occurring in the Board of Directors, including a vacancy resulting from an increase by not more than two in the number of directors, may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors.

SECTION 6. Resignation. Any member may resign at any time by giving written notice of such resignation to the Board of Directors.

SECTION 7. Compensation. Expenses incurred by the Board of Directors in attending regular meetings of the Board will be provided, subject to availability of funds.

ARTICLE II **Directors Meetings**

SECTION 1. Regular Meetings. The board will meet twice each year for the purpose of carrying on such other business as may properly come before the directors.

SECTION 2. Special Meetings. Special meetings of the Board of Directors may be held upon request by any member in consultation with the President at such a place as the President may direct.

SECTION 3. Notice. Notice of the regular meeting of the Board of Directors will be given to each director four weeks prior to the meeting date.

Notice of special meetings of the Board of Directors shall be mailed or e-mailed to each director at least three weeks, or telephoned at least two weeks prior to the date of the meeting and must set forth the purpose for which the meeting was called.

SECTION 4. Quorum. A majority [5] of the directors shall constitute a quorum for the transaction of business. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

SECTION 5. Waiver of Notice. Notwithstanding any other provisions of the bylaws, whenever any notice of any meeting for any purpose is required to be given to any director, a waiver thereof in writing signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be the equivalent of the giving of such notice.

A director who attends a meeting shall be deemed to have had timely and proper notice of the meeting unless s/he attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

ARTICLE III **Directors Committees**

SECTION 1. Executive Committee. The Board of Directors, by a resolution adopted by a majority of the number of directors, may designate three or more directors to constitute an executive committee, which committee to the extent provided in such resolution, shall have and may exercise all of the authority of the Board of Directors except to approve amendments to the Articles of Incorporation.

SECTION 2. Other Committees. Other committees with limited and specified authority may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present.

ARTICLE IV
Officers

SECTION 1. Election, Removal, Duties. The Board of Directors, at its annual meeting shall elect officers: a President and a Vice President, (who shall be directors). Officers may elect or appoint one or more vice-presidents or such other officers as Newsletter Editor as they deem proper. All officers shall serve for a term of three years and until their respective successors are elected, but any officer may be removed summarily with or without cause at any time by a vote of a majority of the directors. Vacancies among the officers of the committee shall be filled by the directors. The officers of the committee shall have such duties as generally pertain to their respective offices as well as such powers and duties as from time to time may be delegated to them by the Board of Directors.

ARTICLE VI
General Membership Meetings

SECTION 1. There will be an annual general membership meeting. Other membership meetings will be held at various national conferences during each year. An annual report to the membership will be provided by the President of the Board of Directors at the annual meeting.

ARTICLE VII
Amendments

SECTION 1. New By-Laws and Alterations. These may be amended or repealed and new bylaws may be made at any regular or special meeting of the Board of Directors by a majority of the board.

Revised 3/07