

BYLAWS OF Dementia Capable CARES

ARTICLE 1: Mission Statement

To engage, educate, and empower individuals living with dementia and other brain health diseases, their caregivers, and the business community to create a community willing and able to successfully serve an aging population.

Dementia Capable CARES (DCC) is a non-profit organization leading a community-wide initiative to create a dementia friendly and age-inclusive environment in the Triangle Area.

ARTICLE 2: General Provisions

Section 1. Name

The name of this non-profit organization shall be Dementia Capable CARES, hereafter known as DCC.

Section 2. Offices

The principal office of the corporation shall be in the Town of Apex, North Carolina, or in a place designated by the Advisory Council.

Section 3. Fiscal Year

The fiscal year shall be January 1 through December 31.

Section 4. Authority

The Advisory Council (known also as the AC) shall be the governing body of the organization.

ARTICLE 3: Members

Section 1. Members

The members of the organization shall be persons, for-profit businesses, or non-profit businesses that provide services in the community and have paid dues in accordance with the amount approved by the Advisory Council (AC) annually. Members in good standing will:

A) Pay annual dues

B) Attend 4 monthly meetings per year

C) Attend 1 education event per year (this could include helping to teach a training, attending a training, or attending an education-focused event, such as an educational speaker event hosted by DCC)

D) Attend 1 larger/community DCC event per year (Ex. BHS, Wine Event, Volunteer at Pie Sale, representing DCC at a community health fair, etc.)

ARTICLE 4: Advisory Council (AC)

Section 1. General

The affairs of the organization shall be managed by its Advisory Council.

Section 2. Action by Advisory Council

The AC may take any action permitted for required by a non-profit organization under the laws of the State of North Carolina, by the affirmative vote of a majority of the AC present at any regular or specially called meeting provided a quorum is present.

Section 3. Composition

Only members of DCC shall be eligible to serve on the AC. The composition of AC should reflect a commitment to diversity, which means a responsibility to the inclusion, acceptance and support of all individuals by valuing differences and similarities. DCC will work to have a high-performing, engaged, collaborative, and productive AC through an environment where each individual is valued for their skillset, talents, and contributions in order to capitalize on the innovation possible in our community.

The AC shall be comprised of the following:

A) 3 Officers: President, Vice-President, and Treasurer, known as the Executive Council

B) Up to 7 additional councilpersons, including a Secretary

Section 4. Nomination, Election and Terms of Office for At-Large Directors

No later than April 30 of each year, the AC shall communicate to the membership a call for applications for available council positions. After applications have been collected, the AC shall review and vote on incoming councilpersons, if quorum is present. If there is a tie, the President shall break the tie.

The term of an at-large councilperson shall be 2 years, with an option to serve an additional 2 years immediately after, provided that the AC approves this extension via vote.

Terms shall begin on July 1 of each year and terminate on June 30 two years later. Previous councilpersons are permitted to return to the AC after a hiatus of 1 year.

All council positions shall be in 3 groups: Group A, Group B, and Group C for the purposes of rotation.

Section 5. Resignation

Any councilperson may resign at any time by giving written notice to the AC. Such resignation shall take effect at the time specified therein, or if no time is specified, at the time of acceptance thereof.

Section 6. Vacancies

Any vacancy on the AC occurring due to death, resignation, disqualification, refusal to serve, or otherwise may be filled for the unexpired term by action of a majority of the remaining AC at a regular or specially called meeting. Fulfillment of an unexpired term year does not count toward term limits.

Section 7. Removal

Any councilperson may be removed from office (for cause only) by affirmative vote of no less than two-thirds of the AC then serving. AC are expected to attend and engage in all properly called meetings of the council. Missing more than 3 properly called meetings of the council in a 12-month period is cause for removal.

Section 8. Compensation

Councilpersons shall receive no compensation for their services as AC, but the Treasurer may authorize reasonable reimbursement of expenses incurred in the performance of duties. Councilpersons are required to remain active members of the organization during their term by paying such dues as required by membership AND fulfilling other membership criteria as stated earlier in this document.

ARTICLE 5: Officers

Section 1. Number

The officers of the corporation shall consist of: President, Vice-President & Treasurer. Other officers may be appointed by the AC.

Section 2. Nomination, Election and Terms of Office for Officers

The AC shall elect its officers. An affirmative vote of a majority of the council is required to elect each other. An officer must be a duly qualified member of the council.

The term of office for officers is 2 years with the option to serve an additional 2 years immediately after. The term shall begin on July 1 and terminate on June 30 two years later. However, each officer shall hold their office until their successor is selected. Previous officers are permitted to return to the AC after a 1-year hiatus.

Section 3. Vacancies

Any vacancy on the AC occurring due to death, resignation, disqualification, refusal to serve, or otherwise may be filled for the unexpired term by action of a majority of the remaining AC at a regular or specially called meeting. Fulfillment of an unexpired term year does not count toward term limits.

Section 4. Removal

Any officer may be removed from office (for cause only) by affirmative vote of no less than two-thirds of the AC then serving. AC are expected to attend all properly called meetings of the council. Missing more than 3 properly called meetings of the council in a 12-month period is cause for removal.

Section 5. Compensation

Officers shall receive no compensation for their services as AC, but the Treasurer may authorize reasonable reimbursement of expenses incurred in the performance of duties. Officers are required to remain active members of the organization during their term by paying such dues as required by membership AND fulfilling other membership criteria as stated earlier in this document.

Section 6. President

The president shall preside at meetings of the AC and shall perform such other duties and have such power as may be assigned by the AC.

Section 7. Vice President

The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of that office. In addition, he/she shall perform all duties

incident to the office of Vice President, subject to the control of the AC, and shall perform such other duties as may be assigned by the AC.

Section 8. Treasurer

The Treasurer shall have custody of all funds, property, and securities of the organization, subject to such regulations as may be imposed by the AC. He/she shall be required to give bond for the faithful performance of his/her duties in such sum and with such sureties as the AC may require. When necessary or proper he/she may endorse, on behalf of the organization for collection checks, notes and other obligations and shall do the same to the credit of the organization at such bank or banks as the AC may designate.

He/she shall sign all receipts and vouchers and, together with other officers, if any, as shall be designated by the AC, shall sign all checks of the organization and all Bills of Exchange and Promissory Notes issues by the organization, except in cases where the signing and execution thereof shall be expressly designated by the AC or by these Bylaws to some other officer or agent. He/she shall make such payments as may be necessary or proper to be made on behalf of the organization. He/she shall maintain full and accurate books of account reflecting the transactions, assets, and obligations of the organization and shall exhibit such books at all reasonable times to any AC on application at the offices of the organization. He/she shall prepare an Annual Financial Report for the previous fiscal year to be presented to the AC at the Summer Retreat. He/she shall perform all duties incident to the office of Treasurer, including:

- Remain an active member of the Advisory Council during service period
- Review financial records for accuracy
- Oversee or carry out billing and collections with a second party to verify
- Ensure timely payments of invoices and reimbursements (term: net 15)
- Confirm audits are performed yearly by a member, or members, of the advisory council.
- Ensure the monthly treasure report is given or sent out to the Advisory Council members by the 5th of each month.
- Prepare an annual budget for the Advisory Council to review and approve or amend. (Done every January based off the previous year's financial reports)
 - Give quarterly financial reports to the Advisory Council to keep the organization informed and on track with the budget.
 - Ensure the budget aligns with the mission and purpose of the organization.
- Ensure that all financial information is ready to be submitted to Robert Hostetter (DCC's CPA) by February 1 to have Dementia Capable Cares taxes filed in a timely manner.

- Along with the Secretary, ensure that donors are sent receipts of their monetary donations with DCC's EIN and physical address within two weeks of the donation being received.

ARTICLE 6: Meetings of the Advisory Council (AC)

Section 1. Place of Meetings

Meetings of the AC shall be held at a place designated by the AC, or via Zoom Meeting.

Section 2. Regular and Annual Meetings

The dates of the regular meetings shall be the 3rd Tuesday of each month at 9:30AM, and Advisory Council may vote to shift meeting dates/times at any time during the year based on the feedback and needs of the general membership. There shall be 2 AC Retreats each year: the Winter Retreat in January and the Summer Retreat in July. The time and location of retreats shall be coordinated by the President and Vice-President and communicated with ample notice to the AC.

Section 3. Special Meetings

Special meetings of the council may be called by the Executive Council as needed.

Section 4. Quorum and Manner of Acting

At all meetings of the AC a majority of the councilpersons present at the meeting shall constitute a quorum for the transaction of business. Any councilperson may vote via email if not in attendance at the meeting at which the vote occurs. An act, or affirmative vote, of a majority of councilpersons present at which a quorum is present shall be the act of the AC unless vote of a greater number is required by law or by these bylaws.

Section 5. Informal Action by the AC

Any action required by law to be taken at a meeting of the AC, or any action which may be taken at a meeting of the AC, or at a meeting of any sub-team of the AC, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be approved by all the councilpersons or the councilpersons on that sub-team of the AC.

ARTICLE 7: Relations with Public Bodies

Section 1. Contributions, Grants and Donations

The organization contemplates that in the conduct of its affairs it may from time to time receive contributions, grants or donations from public bodies. The organization recognizes as its policy that such contributions, grants, or donations are made subject to the control of and accounting to such public bodies from which these may be received. Expenditures by the organization of such contributions, grants and donations shall be made for public purposes according to law only. The organization shall receive such contributions, grants or donations only pursuant to written contract with the public body making such contribution, grant or donation, specifying particularly the services to be rendered or the expenditures to be made, the object of which shall constitute public purposes, in exchange for which contributions, grants or donations shall be received.

Section 2. Reports to Public Bodies

Annually, within 30 days after the presentation of the Annual Financial Report, the Treasurer shall transmit a copy of the report to any public body from which any contributions grants, or donations have been received during the fiscal year to which such report applies, together with a written statement briefly describing the nature of the activities carried on by the organization during such fiscal year and stating the organization's compliance, to the best of the knowledge of the Treasurer.

ARTICLE 8: Prohibition Against Sharing in Corporate Earnings

No councilperson, officer, director, employee, or member of a sub-team or committee of the organization or any other private shareholder or individual (within the meaning of Section 501 of the Internal Revenue Code or its successor provisions) shall receive at any time any of the net earnings from the activities of the organization, provided, however, that this shall not prevent the payment to any person of such reasonable compensation as shall be fixed by the Advisory Council for services rendered to or for the organization in effecting any of its purposes. NO such person shall be entitled to share in the distribution of any organizational assets upon the dissolution of the organization. All councilpersons of the organization shall be deemed to have expressly consented and agreed that upon such dissolution or similar winding-up of the affairs of the organization, whether voluntary or involuntary, the assets of the organization then remaining in the hands of the Advisory Council, after satisfaction of the corporation's liabilities, shall be transferred, conveyed, delivered and paid as provided in the Articles of Incorporation.

ARTICLE 9: Amendment of Bylaws

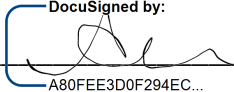
These bylaws may be altered, amended, or repealed by an affirmative vote of no less than two-thirds majority of the present AC at any regular meeting or at any specially called meeting for that purpose.

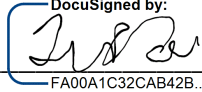
ARTICLE 10: Statement of Non-Discrimination

Dementia Capable CARES tolerates no form of unlawful discriminatory treatment, including but not limited to: verbal, physical or sexual harassment based on race, color, national origin, sex, age, religion, physical or mental disability, relating to employees, volunteers or councilpersons in any aspect of our operations.

CERTIFICATION

I do hereby certify that the foregoing constitutes the Bylaws of Dementia Capable CARES, and which were adopted by the Advisory Council of this Organization on the 5th day of December, 2023.

Advisory Council Representative:  (Angela Weir)
Date: 12/30/2023

Advisory Council Representative:  (Teresa Sawyer)
Date: 12/31/2023