The Gerontological Society of America
2020 Vision for Growth and Impact

Restructuring of GSA Governance

Amended Bylaws
Summary

The next phase of the GSA 2020 Vision for Growth & Impact is amending the Society’s bylaws to meet the needs of the new governance structure. Bylaws are an essential legally binding document required by organizations to govern their members and provide regulation of their affairs. Bylaws should be relatively concise and easy-to-navigate, leaving the details to policies, which can be more easily revised in the future. This way, bylaws will not need regular amendment.

GSA has been operating with seven sets of bylaws. The consulting firm Quantum Governance highly recommended GSA streamline its seven sets of bylaws into one. Based upon the 2020 Vision for Growth & Impact recommendations, GSA’s existing bylaws have been amended to meet the needs of the governance restructuring plan.

The amended bylaws are structured to align governance requirements across all membership segments and provide the necessary direction for the Society. There are several features of the amended bylaws to highlight:

a) Separate section bylaws will be converted to charters and GSA will maintain a single set of bylaws. The amended bylaws have been reviewed by legal counsel.

b) The amended bylaws determine how membership will govern itself with the redesigned Board of Directors, including election parameters.

c) The amended bylaws provide flexibility as the details of the new governance structure are determined.

d) Some bylaws details have been removed and will be placed in board-approved governance policies. These often include items such as membership criteria, membership dues determinations, and the operational guidelines for groups and committees.

On November 14, 2018 at the Annual Scientific Meeting, the GSA Council voted and approved the final recommendations. The amended bylaws and articles of incorporation will be voted on by the full membership January 10-31, 2019. If the amended bylaws are approved in January 2019 by the membership, 2019 will serve as a transition year. The amended bylaws would take effect November 1, 2019.
BYLAWS OF
THE GERONTOLOGICAL SOCIETY OF AMERICA, INC.
(a District of Columbia Non-Stock, Non-Profit Corporation)

ARTICLE I
NAME, PURPOSES AND OFFICES

1.1 Name. The name of this exempt, non-stock, non-profit is The Gerontological Society of America, Inc. It is hereinafter referred to in these Bylaws as “GSA” or “Society.”

1.2 Purposes. The purposes of GSA shall be to advance the scientific and scholarly study of aging and to promote human welfare by the encouragement of gerontology in all its areas. Therefore, the Society’s objectives shall be:

(a) To promote the study of aging in all scientific and scholarly disciplines; to stimulate communications among scholarly disciplines and among professionals including researchers, clinicians, educators and others; to expand education in aging, including the promotion of educational programs in gerontology; to foster the application of research in the development of public policy.

(b) To conduct surveys and studies, hold conferences, symposia, seminars and forums, and arrange for the presentation of lectures, papers and scientific journals, develop standards and guidelines on matters and problems of interest; to foster, promote, encourage and facilitate discussion, study and research on matters and problems of gerontology; and generally to collect and disseminate, in any manner deemed appropriate, information of service or interest to its members or the public at large.

(c) To conduct and carry on such other related activities as may be necessary, desirable or incidental to gaining recognition of GSA and the attainment of its purposes, including recognition of accomplishments in the field of gerontology within business, institutions, industry and government.

(d) To solicit and collect money for any of the purposes of GSA, through entrance fees, membership dues and/or special assessments and/or by acceptance of gifts, legacies, bequests, endowments, or otherwise to carry on activities for the purpose of raising funds; to expend, contribute and disburse any funds and/or invest and reinvest in any kind of property or securities (whether or not appropriate for the investment of trust funds); and otherwise to handle and deal with or dispose of any funds collected or monies received and the income therefrom, for any or all the purposes of GSA.

(e) To have offices and to promote and carry on all or any of the activities of GSA, and, in connection therewith, to incur any indebtedness or liability deemed necessary or advisable, to issue notes, debentures or other similar obligations to evidence any such liability or indebtedness and to secure the same by pledge or other lien upon any property or assets of GSA; and to purchase, lease or otherwise acquire and to hold or sell, lease, exchange or otherwise dispose of and deal with such property, real, personal and mixed, as may be requisite for the transaction of its business or the conduct of its affairs in any state, district, territory or country.

(f) To exercise all powers that are or may hereafter be conferred upon GSA by the laws of the District of Columbia, USA, and to do any and all such other acts and things, including the making and performing of any contracts necessary, desirable or appropriate to carry out...
or accomplish any of the objects or purposes of GSA, except as prohibited or forbidden by law, the certificate of corporation of GSA, or these Bylaws.

1.3 Offices. GSA shall maintain a registered office in the District of Columbia and shall have a registered agent in accordance with the District of Columbia Corporation Law. GSA may have such other offices, either within or outside the District of Columbia, as the business of GSA may require from time to time.

No matter of purpose or procedure as set forth in these Bylaws shall be construed to depart from the Articles of Incorporation of the Society.

**ARTICLE II**

**MEMBERS**

2.1 Membership. Membership in GSA is open to all individuals who hold interest in furthering the purposes of the Society, with a professional interest in the gerontology field, who agree to follow and adhere to the purposes, governance policies and procedures, and Bylaws of GSA. The Board of Directors (sometimes referred to in these Bylaws as the “Board”) may establish various categories of membership; the criteria for eligibility therein; the process for determining membership eligibility, admission, suspension and expulsion; and rights and privileges of each member type.

The Board of Directors may organize the members by Sections to represent major groupings of scientific disciplines that lie within the Society and shall determine all relevant criteria and definitions for a Section.

2.2 Fees and Dues. The Board of Directors shall establish, and may change from time to time, the amounts of dues or fees required to be paid by Members and any category of membership that the Board may establish from time to time.

2.3 Voting Rights. Only Members in good standing of GSA shall be entitled to vote and then only on matters provided for in these Bylaws or on matters submitted by the Board to a vote of the membership. The Board may establish categories or classes of membership, the members of which do not have voting rights as Members of GSA.

2.4 Resignation. Any Member may resign by filing a written notice of resignation with the Secretary of GSA or with such other person as the Board shall designate. However, such resignation shall not relieve the Member so resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

2.5 Assignment/Transfer of Membership. Individual memberships in GSA shall not be transferable or assignable.

**ARTICLE III**

**MEETINGS OF MEMBERS**

3.1 Place of Meetings. Meetings of the Members shall be held at such place within or outside the District of Columbia as may be designated from time to time by the Board.

3.2 Annual Meeting. The annual scientific meeting of the Society shall be held on a date to be fixed by the Board at the time, place and/or manner as stated in the notice of the meeting.

Amended as of XXXX, XX, 2019

Effective November 1, 2019
3.3 **Annual Business Meeting.** The annual business meeting of the Society shall be held on a date to be fixed by the Board at the time, place and/or manner as stated in the notice of the meeting.

3.4 **Special Meetings.** Special/Extraordinary meetings of the Members may be called at any time by the Board, the President or Chair of the Board with approval from the Board, or upon the written request of not less than ten percent (10%) of the Members, for any purpose or purposes prescribed in the notice of the meeting and shall be held at such place or manner, on such date and at such time as the Board may fix. Business transacted at any special meeting of the Members shall be confined to the purpose or purposes stated in the notice of meeting.

3.5 **Notice of Meetings.** Unless waived, notice of the time, place or manner, and in the case of a special meeting, the purpose or purposes for which the special meeting is called, shall be given to each Member not less than fifteen (15) business days nor more than sixty (60) days before such meeting.

3.6 **Quorum.** At all meetings of the Members, the participation of 10% of all members, in person or via electronic means, shall constitute a quorum for the transaction of business. If a quorum is present, a majority of the Members present shall determine any matter, unless a different vote is required by statute, by the Certificate of Incorporation, or by these Bylaws.

3.7 **Presiding Officer.** The Chair of the Board shall preside at the Annual Business Meeting of the membership. The President shall preside at all other membership meetings. If either is unavailable, he/she may name a designee to preside.

3.8 **Adjournments.** Any meeting of the Members, whether or not a quorum is present, may be adjourned by a majority of the Members present at the meeting. If a meeting is so adjourned, notice shall be given in accordance with this Article for any reconvened meeting. At any such reconvened meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting which was adjourned.

3.9 **Telephone and Similar Meetings.** Members may participate in and hold a meeting by means of conference telephone or other communication equipment by means of which persons participating in the meeting can hear and/or communicate with each other. Participation in such a meeting shall constitute presence in person at the meeting.

**ARTICLE IV**

**BOARD OF DIRECTORS**

4.1 **General Powers.** The property, affairs and business of GSA shall be managed and controlled by its Board of Directors. The Board shall adopt such other policies, rules and regulations for the operation of GSA as it shall determine are in the best interests of GSA. The Board of Directors may by general resolution delegate to officers of GSA and to committees such powers as provided for in these Bylaws and as permitted under law.

4.2 **Number.** The number of Directors, including officers, shall be not less than nine (9) and not more than seventeen (17) Directors, the exact number of Directors from time to time to be fixed by resolution of the Board. The Board will be structured to include full representation of GSA’s disciplinary groups.

4.3 **Term and Manner of Selection; Eligibility.** (a) The Board shall be divided into
three (3) election groups, with each group to constitute one-third (1/3) of the total number of Directors, or approximately one-third (1/3) if the number of Directors is not divisible by three (3). Each year one group of Directors shall be elected by the voting Members for a term of three (3) years, under rules to be prescribed by the Board. No Director may be elected to the Board to serve more than two (2) consecutive full terms. On a case-by-case basis, a Director who has served two (2) consecutive full terms may, with a two-thirds (2/3) vote of the Board, be asked to (and in such case, would be eligible to) fill a Director vacancy as described in 4.6 below. As set forth in Article V, the Board term of each principal elected officer is automatically extended for so long as such principal elected officer holds such principal elected office. Otherwise, a Director who has served two (2) consecutive full terms must be off the Board for one (1) full year before being eligible to serve again.

(b) Eligibility for Board candidacy and nomination and election procedures shall be set forth in the policies and procedures of GSA. Any amendments to such policies and procedures regarding eligibility for Board candidacy, nomination and election procedures will be notified in advance to the Members of GSA and will be subject to a two-thirds (2/3) vote of the Board.

(c) Each such Director shall hold office until the expiration of his/her term and until his/her successor shall have been elected and qualified, or until his/her death, resignation or removal prior thereto.

4.4 Resignation. Any Director may resign at any time by giving written notice to the President. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President or Board of Directors.

4.5 Removal. Any Director may be removed with cause by the majority vote of a quorum of the Members. The Board of Directors may remove a Director as provided by law, including but not limited to a Director who has been convicted of a felony or a Director who has been found by a final order of court to have breached a duty as a Director.

4.6 Vacancies. Vacancies among the Directors occurring during a Director’s term may be filled by the remaining Directors until the next regular election of Directors by the members. In the event of a vacancy on the Board, the remaining Directors, except as otherwise provided by law, may exercise the powers of the full Board until the vacancy is filled.

4.7 Meetings. (a) The Board of Directors shall provide by resolution the time and place, whether within or outside the District of Columbia, for the holding of the annual meeting of the Board and any other regular meetings of the Board.

(b) Special meetings of the Board of Directors may be called by the Chair of the Board or President as set forth in Article V, or by a majority of the voting Directors then in office, who may fix any place, whether within or outside the District of Columbia, as the place for holding any special meeting.

4.8 Notice. Notice of any meeting of the Board of Directors shall be given at least three (3) days previous thereto by written notice delivered personally or by electronic methods or mail delivered to each Director at his/her physical or electronic address as shown in the records of GSA. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.
4.9 **Quorum.** A majority of the Board of Directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

4.10 **Manner of Acting.** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws. Directors may attend a meeting by conference telephone or other communication equipment by means of which persons participating in the meeting can hear and or communicate with each other.

4.11 **Action Without a Meeting.** Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if all members of the Board or committee, as the case may be, consent thereto in writing, or by electronic transmission and the writing or writings or electronic transmission or transmissions are filed with the minutes of proceedings of the Board or committee. Such filing shall be in electronic form.

4.12 **Compensation.** Directors shall not receive any stated salaries for their services as such, but by resolution of the Board of Directors expenses of attendance may be allowed for attendance at each regular or special meeting of the Board; however, nothing herein contained shall be construed to preclude any Director from serving GSA in any other capacity and receiving reasonable compensation therefor.

**ARTICLE V OFFICERS**

5.1 **Officers.** (a) The principal elected Board officers of GSA shall be a President, a Chair of the Board, a Vice President, a Treasurer and a Secretary.

(b) Each principal elected officer shall take office on the first of January following his/her election or automatic succession to office. In addition to the principal elected officers herein before specified, the Board may elect or appoint such governance committees, task forces, workgroups, advisory committees, and other officers or agents, who must be Members of GSA, each with such powers and duties not inconsistent with these Bylaws, as the Board may from time to time deem proper. No such committee or task force that includes Members who are not Directors may be delegated any of the powers of the Board.

5.2 **Election.** The principal elected officers shall be elected by the members. The Vice President, President and Chair of the Board of Directors of GSA shall hold office for one (1) year. The Treasurer and Secretary shall hold office for three (3) years and each is eligible for election to a second (3) years term. Each shall serve until the election and qualification of his/her successor, or until his/her death, resignation or removal prior thereto. The incumbent President shall automatically succeed to the office of Chair of the Board. The incumbent Vice President shall automatically succeed to the office of President. The Vice President, President and Chair of the Board of Directors may not be elected to a successive term in the same office.

5.3 **Vacancy.** (a) In case any office in GSA, other than the offices of President, Vice President and Chair of the Board, becomes vacant as a result of death, resignation, retirement, disqualification or other cause, the vacancy so created shall be filled as follows: The Board of Directors shall appoint a successor to serve until the next regular election; or the Governance Committee shall nominate a qualified Board member to stand for election. If elected, the person
shall hold office until the end of the term and the election and qualification of his/her successor.

(b) In the case of the President, if the office becomes vacant, the Chair of the Board shall assume the office of President, while continuing to serve as Chair of the Board, and shall serve the unexpired term. If the Chair of the Board is unable or unwilling to assume the office of President for any reason, the office of the President may be filled by the Board. In the case of the Chair of the Board, if the office becomes vacant, then the President shall assume the office of the Chair of the Board, while continuing to serve as President, and shall serve the unexpired term. If the President is unable or unwilling to assume the office of Chair of the Board for any reason, then the office of Chair of the Board may be filled by the Board. In the case of the Vice President, if the office becomes vacant, then the Treasurer shall assume the office of the Vice President, while continuing to serve as Treasurer, and shall serve the unexpired term. If the Treasurer is unable or unwilling to assume the office of Vice President for any reason, then the office of Vice President may be filled by the Board.

5.4 **President.** The President of GSA shall be one of the spokespersons for GSA and shall be a member ex officio of all regular and special Board committees. He/she shall preside at all meetings of the membership (other than the Annual Business Meeting). He/she shall have general charge and supervision of the affairs of GSA and shall do and perform such other duties as may be assigned to him/her by the Board. He/she shall preside at meetings of the Board of Directors in the absence of the Chair of the Board, by mutual consent of the two, or in case of the inability or unwillingness of the Chair of the Board to preside.

5.5 **Chair.** The Chair of the Board shall preside at the Annual Business Meeting of the membership, and at all meetings of the Board of Directors. In addition, the Chair of the Board shall do and perform such other duties as prescribed by these Bylaws and as may be assigned to him/her by the Board. He/she shall counsel and advise the President.

5.6 **Vice President.** The Vice President may be delegated by the President to perform duties in the event of his/her temporary disability or absence from meetings, and the Vice President shall assist the President in such other ways as he/she may designate or request.

5.7 **Secretary.** The Secretary shall attend all meetings of the Board and the membership of GSA and shall make arrangements for recording the votes and minutes of all proceedings. The Secretary shall attend to the giving and serving of notices of all meetings of the Board and membership. The Secretary shall have custody of the corporate Seal and such books, documents and papers as the Board may determine. The Secretary shall, in general, perform all the duties incident to the office, subject to the control of the Board, and such other duties as may be assigned to him/her by the Board.

5.8 **Treasurer.** The Treasurer is the principal elected financial officer; he/she shall provide oversight for the financial affairs of GSA and serve as Chair of the Finance Committee. This responsibility in collaboration with the staff Chief Financial Officer and the Chief Executive Officer shall include the preparation, interpretation and dissemination of periodic financial reports to the Board and shall also perform such other duties as the President or Chair of the Board may determine. The Treasurer shall, in general, perform all the duties incident to the office of Treasurer, subject to the control of the Board.

5.9 **Chief Executive Officer.** A salaried person hired under contract by the Board shall be in charge of the administration and management of GSA. This person shall have the title Chief Executive Officer or such other title as the Board shall deem appropriate. The Chief Executive Officer shall report to the President but be accountable to the Board of Directors and
do and perform such duties and exercise such powers as the Board of Directors acting either on its own or through coordination with the President or Officers, or other appointed representation of the Board, may confer upon him/her. The Chief Executive Officer is considered a non-voting member of the Board of Directors ex officio.

ARTICLE VI
COMMITTEES

6.1 Authority. The Board of Directors by resolution adopted by a majority of the Directors in office may designate one (1) or more committees of the Board to consist of one (1) or more of the Directors of GSA. Each such committee shall have such duties and responsibilities as are granted to it by these Bylaws or as provided for by resolution of the Board of Directors except as restricted by law. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon it or him/her by law. The Board of Directors may also establish and define the responsibilities of advisory committees, work groups and task forces, from time to time as it shall deem appropriate to conduct the activities of GSA. Any advisory committee, working group or task force not made up entirely of members of the Board of Directors shall not exercise any authority of the Board of Directors in the management of GSA.

6.2 Term. All committee members of GSA Board committees and all chairpersons of such committees, shall hold office at the direction of the Board, and for the term(s) approved by the Board unless otherwise provided by Board resolution.

6.3 Manner of Acting. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

6.4 Standing Committees. (a) A Governance Committee, which shall consist of the Chair of the Board, Secretary, and three (3) immediate past Board Chairs. The Governance Committee shall: 1) oversee the nominations process, including development of the nomination slate for election to the Board and section officers, and 2) make recommendations to the Board of Directors on creating GSA governing documents, Board development, evaluation and recruitment.

(b) A Finance Committee, which shall consist of the Treasurer, Vice President and three (3) to be chosen from current Directors of the Board. The Finance Committee shall: 1) oversee the annual budget, 2) conduct long-range financial planning, 3) ensure the integrity of financial processes, 4) provide investment guidance and 5) perform other financial tasks to be assigned by the Board.

ARTICLE VII
CONTRACTS, CHECKS AND DEPOSITS

The Board of Directors may authorize any officer or officers, agent or agents of GSA in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument, or deposit any funds, each in the name of and on behalf of GSA.

ARTICLE VIII
BOOKS AND RECORDS

Amended as of XXXX, XX, 2019
Effective November 1, 2019
GSA shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

**ARTICLE IX**

**FISCAL YEAR**

The Board shall set a fiscal year as it sees fit to ensure the successful operation of GSA.

**ARTICLE X**

**INDEMNIFICATION**

Every Director, officer, volunteer or employee of GSA (hereinafter referred to as the “indemnitees”) shall be indemnified by GSA against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such indemnitee in connection with any legal proceeding to which such indemnitee may be made a party, or in which such indemnitee may become involved, by reason of such indemnitee’s being or having been a Director, officer, volunteer, or employee of GSA, other than in connection with an action by or in the right of GSA, or any settlement thereof, whether or not such indemnitee is a Director, officer, volunteer or employee at the time such expenses are incurred, except in such cases wherein the indemnitee is adjudged guilty of willful misfeasance or malfeasance in the performance of the duties of the office and except as otherwise limited by the District of Columbia Nonprofit Corporation Law. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of GSA. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such indemnitee may be entitled.

**ARTICLE XI**

**AMENDMENTS TO BYLAWS**

Except as otherwise provided by law, these Bylaws may be altered, amended or repealed, or new Bylaws may be adopted, by the affirmative vote of two-thirds (2/3) of the Directors then in office.

**ARTICLE XII**

**SEVERABILITY**

Should any of the provisions of these Bylaws be, for any reason, declared invalid by a court of competent jurisdiction, such invalidity shall not affect any of the other provisions of these Bylaws.

**ARTICLE XIII**

**RULES OF PROCEDURE**

The rules of procedure in the meetings of the Society shall be those of *Robert’s Rules of Order* (latest edition), except as otherwise specified in these Bylaws, and shall be determined by a majority of votes cast.

**ARTICLE XIV**

**DISSOLUTION**

In the event of the dissolution of GSA, the Board of Directors shall determine the manner
of disposition and liquidation of the assets of the Society. All assets shall be handled in accordance with Internal Revenue Service regulations regarding dissolution of scientific and educational non-profit 501(c)(3) corporations.