

BY-LAWS
TRUMBULL ADVOCACY AND PROTECTIVE NETWORK, Inc.

Article I - Name

The name of the organization is the Trumbull Advocacy and Protective Network, hereinafter called the "Network."

The designated service area of the Network shall be Trumbull County, Ohio.

The principal office and place of business of the Network shall be located in Trumbull County, Ohio.

Article II - Mission

To address the special needs of older adults who are being served by more than one system and whose situation warrants extraordinary interventions.

To advocate for efficient and effective allocation of resources to address these needs.

To promote the highest levels of collaboration for the ultimate good of older adults, their families, and the community. In its operation, the Network is an alliance which is united to achieve the goals herein stated.

In performing this Mission, the Network may:

- Review all existing programs;
- Integrate existing programs so that they lead to better results and reinforce each other; and
- Maintain an accountability system that demonstrates progress on achieving the objectives of the Network.

Article III - Activities

The activities of the Network shall include, but not be limited to, the following:

- System-level coordination and integration of programs;
- Case-level coordination and integration of services;
- Training of service providers and cross-training of Network members.

Article IV - Purpose

The purpose of the Network shall be:

1. To develop and implement a process that plans and prioritizes services; fills service gaps where possible; creates new approaches to achieve better results for older adults in need of protective services; and evaluates the impact of the Network on the integration, coordination, and delivery of services.
2. To maintain an accountability system which monitors progress.

3. To participate in the development and implementation of countywide, comprehensive, coordinated, multi-disciplinary, interagency system for older adults and their families.

Article V - Guiding Principles

Vision Statement: We envision an interdependent Network where each individual member contributes to the Network's success, while the Network supports the programs and services of each individual member. We envision a Network that manages finite community resources effectively, constantly seeking improvements, responding to diverse needs across all segments of the community, and helping individuals, families and organizations achieve their potential.

The Network will strive to maintain the following guiding principles:

1. Affirm the Trumbull County community as part of the solution to the needs of older adults.
2. Provide that families are partners in both defining issues as well as solutions.
3. Strive to improve the self-worth of older adults through an analysis of their strengths and weaknesses.
4. Remain culturally sensitive in the provision of individualized services.
5. Meet the needs of older adults by utilizing the least restrictive community-based services in the most cost-effective manner.
6. Promote community awareness and involvement in the various systems that provide services to older adults.

Article VI - Membership

Section A:

All public systems with mandates that include high-risk older adults and their families in Trumbull County.

Agencies that are funded by the public systems and/or provide services to high-risk older adults and their families.

The Chief Executive Officer of each agency shall be required to serve as the agency's representative to the Network. An agency designee may be acceptable to the Network if such designee has full authority to represent and bind their agency in matters of programs, policies, and financial matters, which could be beneficial to the mission, purpose, principles, policies and plans, of the Network. Each non-profit/governmental member organization will be entitled to one vote per agenda item regardless of the number of representatives they have present. Associate members are not permitted to vote.

Section B - Network Meetings:

The Network shall meet to share information; receive special oral and written presentations; organize community forums; share grant opportunities; organize, participate in, and oversee needs assessments; and coordinate and collaborate with programs for older adults and their families. The Network shall be the clearinghouse of information about older adults and their families in the community. Any member who would like to recommend a topic for the agenda may contact the Chairperson or Executive Director/Coordinator for inclusion of this topic.

Network success is dependent on the support and attendance of all members. TAPN normally holds a total of 14 meetings a year (not counting trainings and networking opportunities). Any member that does not attend at least three of these meetings may be removed from the membership roster. A Full Network vote will be required to remove a member from the membership roster.

Section C – New Members:

All potential members will complete an *Application for TAPN Membership* and submit it to the TAPN Chair and Executive Director/Coordinator for review. The mission of the applying agency/organization must be compatible with the mission of TAPN. Following acceptance of that application, the applicant will be granted permission to attend TAPN events and trainings, as a guest, while awaiting a Full Network vote. At the next regularly scheduled Full Network quarterly meeting following the completion of the below requirements, the members will hear a brief presentation from the applicant(s) and either accept or decline membership to the Full Network by a majority vote. If approved for Full membership, the new member will then complete a *Declaration of Agency Membership* form, be added to the official TAPN roster and be invited to the next regularly scheduled Full Network quarterly meeting. If the application is declined by the Full Network, the organization will not be permitted to join TAPN at that time. Throughout this process, TAPN will make every effort to keep the prospective member informed as to the status of their application.

All new applicants to TAPN must be an established organization within Trumbull County having served seniors in our community for at least 18 months. Each new applying organization must also be sponsored by two current members whose signatures must appear on their application. All organizations considering TAPN membership must attend two Full Network meetings before the Full Network can vote on their membership application.

Community businesses/organizations that are neither non-profit nor governmental entities may apply to join TAPN as “Associate Members”. Increased scrutiny will be applied to the review of these applicants. If accepted for membership (through the process described above), they will be invited to attend and participate in all discussions at all TAPN Full Network meetings and trainings and they may serve on TAPN committees. The purpose of their attendance, like that of all TAPN Full Network members, will be to provide input intended to improve senior services throughout Trumbull County from the perspective of their unique specialty area. However, in keeping with the altruistic focus of TAPN’s work, the shared responsibility for community resources held by the non-profit and governmental agencies and the differences in the regulations/certifications applied to the for-profit sector, these “associate members” will not be permitted to vote.

Section D – Organizational Support:

All members are expected to help support the operation of TAPN. However, there are many ways to meet that obligation. Although members are encouraged to become as involved in TAPN as their situation allows, each member organization is expected to participate in one or more of the following ways:

- An annual monetary membership contribution
- Present at least one CEU certified Senior Focus Series session
- Give at least one 15-20 minute presentation on your agency's area of expertise to a TAPN Full Network or Clinical Committee meeting
- Provide clerical support/printing assistance for at least one event (Full Network meeting, Cross Training, etc.)
- Provide other in-kind support to TAPN operations (meeting/event space, meeting/event refreshments, etc.)

Article VII - Officers

Section A:

The officers of the Network shall be a Chairperson and a Vice Chairperson. These two officers will be selected from and be recommended by the Executive Board and ratified by a vote of the Network.

Section B:

Officers shall serve a two (2) year term on a calendar year basis.

Section C:

Vacancies in any office of the Network may be filled at any regular meeting or at a special meeting called for that purpose.

Section D:

Officers of the Network shall have such powers and duties as generally pertain to their respective offices, and such further powers and duties as from time-to-time maybe conferred by the Network, including, but not limited to, the following:

1. Chairperson
Preside at all meetings, appoint committees and serve as ex-officio member; represent and act on behalf of the Network as authorized; and exercise other such duties as may pertain to the office. The Chairperson shall render final approval of the agenda for each Network and Executive Board meeting.
2. Vice-Chairperson
Exercise the authority and fulfill the duties of the Chairperson in the Chairperson's absence; and exercise such other duties as may be assigned by the Chairperson.

Section E:

Administrative Officer

The Network may appoint an Administrative Officer from its members who may perform administrative and fiscal functions as proscribed by the Network. The appointment of the Administrative Officer shall be at the pleasure of the Network.

Article VIII - Executive Board

The Executive Board shall consist of specific members who facilitate the Network operations. These members shall meet, as required, to prepare items for consideration by the Network.

Section A - Membership:

The Executive Board shall include the following entities or their successors/assignees appointed with Board approval:

- Area Agency on Aging 11;
- Compass Family and Community Services;
- SCOPE;
- Guardianship and Protective Services, Inc.;
- Trumbull County Mental Health and Recovery Board;
- Trumbull County Board of Developmental Disabilities;
- Trumbull County Commissioners;
- Trumbull County Department of Job and Family Services;
- Trumbull Metropolitan Housing Authority;
- Trumbull County Probate Court;
- Valley Counseling Services

Section B - Responsibilities:

The Executive Board, in the absence of specific direction from the Network, shall have and exercise all powers of the Network in the conduct of the Network's business and affairs. Executive Board responsibilities include, but are not limited to, conducting interim business, and resolving the Network's disputes. Letters of support may be endorsed by the Executive Board for members in good standing.

Section C - Confidentiality:

Because of the Executive Board's responsibilities in case management, all members of the Executive Board are subject to an unconditional requirement to maintain confidentiality regarding protected health information in accordance with HIPAA. All Executive Board members must sign a Pledge of Confidentiality upon beginning their duties. Any breach of confidentiality may result in removal by an affirmative vote of the majority of members at any meeting of the Executive Board called for that purpose.

Section D - Notice, Agenda, Minutes:

The Executive Board shall apply due diligence in providing electronic notice, agendas and minutes to all Full Network members for all Full Network meetings, including special meetings or changes in meeting dates, times, and locations. In addition, Minutes for all other TAPN meetings, including meetings of the Executive Board and Clinical Committee, are available to all TAPN members upon request to the Executive Director/Coordinator.

Section E - Network Budget, Administrative Report:

The Executive Board shall establish an annual administrative/operating budget for the Network. It shall perform the primary oversight function by reviewing complete and periodic financial

statements and reports prepared by the Coordinator/Executive Director and/or Administrative Officer.

Article IX - Network Coordinator/Executive Director

Section A:

The Executive Board may hire/contract a Network Coordinator/Executive Director to run its day-to-day operations. The Coordinator/Director shall have no vote or membership on the Executive Board or the Network. The Coordinator/Director, with the approval of the Network, will supervise any other staff.

Section B:

The Coordinator/Director may serve as the recording Secretary for the Network and record all minutes of Executive Board and Full Network meetings.

Section C:

The Coordinator/Director may hold the official records of the Network, which shall include meeting agendas, meeting minutes, contracts, and correspondence.

Section D:

The Coordinator/Director may organize and write grants on behalf of the Network. With approval of the Executive Board, the Coordinator/Director may be available to organize and/or write grants for and on behalf of member agencies.

Section E:

The Coordinator/Director may prepare for the Network's approval a packet which shall be comprised of a summary of the financial report, grant reports, and notices of meetings/events.

Section F:

The Executive Board may oversee the general activities and planning functions of the Coordinator/Director. The Chairperson may directly supervise the Coordinator/Director on a day-to-day basis.

Section G:

The Chairperson, Vice Chairperson and the Administrative Officer may conduct an annual performance review of the Coordinator/Director and establish a written contract between the Coordinator/Director and the Network. The Executive Board shall have final approval of such contract.

Article X - Meetings

Section A:

The Network shall meet quarterly or more frequently as needed.

Section B:

The Executive Board shall meet no less than once a year. The officers shall meet as needed or at the request of any officer or the Director/Coordinator. All Board members shall be notified of

meetings in advance by reasonable methods, including, but not limited to notification by electronic mail.

Section C:

All votes taken at a Full Network meeting will stand as documented in the minutes unless contested by a member not in attendance, in writing, to the Director/Coordinator or Chairperson within thirty days from the distribution of the minutes. Organizations are members, not individuals. Therefore, only members without a representative in attendance at said meeting will be able to contest a vote. If contested, the vote will be open to electronic voting by absent members until a simple majority of the total membership is reached.

Section D:

A quorum for Executive Board meetings shall be declared when a simple majority of members are present.

Article XI – Committees

Section A – Operating Committees

A. Clinical Committee

The primary goal of this committee will be to provide a forum for the service systems to manage the most challenging older adult high-risk cases. The secondary goal will be to identify barriers to service delivery and offer possible solutions to the TAPN Executive Board.

B. Training Committee

The primary function of this committee shall be to identify the senior service training needs of the system or community and design and implement appropriate programs to meet those needs.

Section B - Ad Hoc Committees:

1. The Network may establish additional committees for specific purposes to serve for a limited time. Ad Hoc Committees shall not serve for more than twelve months without re-authorization by resolution of the Network. A potential Ad Hoc Committee may be Finance/Fund Development. The primary function of this committee may be to identify and pursue funding options for the operation of TAPN and future special projects. This committee may also collect and maintain data necessary to apply for such funding.
2. Ad Hoc Committees will provide any reports or updates required by the Network or Executive Board.

Article XII - Contracts

The Network may enter into any and all contracts with member agencies and/or other agencies for the purpose of receiving/providing funding for the provision of services. Such contracts shall be approved by the Executive Board. Approval of all contracts shall be by two-thirds (2/3) approval of the Executive Board. All contracts shall be monitored by the Executive Board and the Network.

TAPN may or may not apply for grants that member agencies are also proposing.

Article XIII - Ratification

These By-Laws shall become effective immediately upon a ratification by the membership, through an affirmative vote of two-thirds (2/3) of the members.

Article XIV - Amendments

Proposed Amendments to the By-Laws may be made at anytime by any voting member of the Network or by recommendation of a duly constituted By-Laws Committee, provided the proposed amendment has first been submitted to the Chairperson of the Network and is submitted to the membership, in writing, at least fifteen (15) calendar days prior to the meeting where the member or committee wishes to present the Amendment for consideration. Amendments must be approved by two-thirds (2/3) of the voting membership present at the meeting.