

SHL Bylaws

(As adopted August 1983; as amended October 2023, amended October 2024)

Bylaws for the Silver Haired Legislature of Missouri, Incorporated

ARTICLE I: Name

The name of the organization shall be the Silver Haired Legislature of Missouri, Inc., hereafter referred to as the SHL.

ARTICLE II: Purposes of the Organization

Section 1. The purposes of the SHL are to:

1. Provide legislative and regulatory education for Silver Haired delegates through their endeavors to inform themselves, their constituencies, and the general public of the governmental decision making process;
2. Promote legislative and community advocacy by increasing the awareness and participation of older Missourians in governmental decision making;
3. Assess the legislative needs and priorities of older Missourians by convening a forum modeled after the Missouri General Assembly; and
4. Provide a service that encourages and develops individual and group participation and leadership concerning local, state and national legislation.

Section 2: This organization shall be non-profit in nature, and not for pecuniary gain or profit of any type or description to or for the delegates, nor for its incorporators or directors.

This organization shall receive property, funds, and/or in-kind services as a not-for-profit 501c3 organization under [the new comprehensive] Title III and/or other titles of the Older Americans Act as amended and/or such other sources as may become available.

SHL does not discriminate on the basis of creed, race, color, gender, sexual orientation, religion, nation origin, handicap or veteran status.

ARTICLE III: SHL Annual Session

Section 1: An annual session of duly elected delegates shall be convened in the legislative chambers of the state Capitol, subject to availability, to consider the needs of the elderly and to consider the legislative remedies available. The annual session shall be scheduled in the Fall, or other suitable time, of each year. A majority of the delegates shall be required as a quorum. In the event a representative or senator cannot attend the session, an alternate from the same area assumes the seat. However, all other alternates may attend at their own expense.

ARTICLE IV: Delegates and Alternates

Section 1: Fifteen (15) delegates shall be selected from each of the ten (10) designated Area Agencies on Aging's geographical boundaries of the state: three (3) to serve in the Senate and twelve (12) to serve in the House. Alternates may also be selected to be immediately available to serve should delegate position become available. All terms shall be two (2) years in length on a staggered basis.

Section 2: Delegates and alternates of SHL shall be 60 years of age or older and reside in the AAA area they represent. Delegates shall affirm their eligibility and willingness to support the mission of SHL. Delegates shall be selected in a fair and non-discriminatory manner adopted by each delegation.

Section 3: If an election or other selection process has been properly advertised including how to become a candidate for office and only one candidate exists for a specific position, then no formal election is required.

Any election of delegates and alternates shall follow at least a 30-day advance notice as to time, place and manner of the process. Such notice shall be posted at all senior centers and/or by such other notice as may reasonably attempt to reach seniors 60 years of age or older residing within a delegation's boundaries.

No one shall cast more than one ballot in an election and voters must meet the age and residence requirements. Votes may be received by the AAA SHL Coordinator or other designated individual in insure confidentiality. Voting may be in person, by mail or by internet communication.

Section 4: Each of the ten (10) area delegations shall select/elect a chair and vice-chair. Delegations may also select a secretary and/or treasurer and the delegation officers shall lead the activities of that delegation. New delegation chairs shall be seated as members of the Board following the Annual Session.

The Chair of the delegation or the Area Coordinator shall inform the State Coordinator of delegates and alternate names, positions and contact information. The reported names will be the only ones recognized at the Annual Session and for all other official purposes.

Section 5: If a delegate or an alternate moves from the area from which s/he was selected or chooses not to serve, that position shall be declared vacant and a designated alternate of the area shall be named to that position.

Section 6: Delegates of the Missouri SHL are expected to conduct themselves in a manner commensurate with the high honor of office. Delegates must refrain from any offensive conduct that would bring discredit to the SHL. Each delegate must refrain from any practice that could be considered to be in conflict with these by-laws. When representing the SHL, delegates must not participate in partisan politics. If it is brought to the attention of the SHL Board of Directors that a delegate of any SHL delegation has abused his/her position for personal motives which are not consistent with the goals and objectives of the SHL; the Board may vote to recall the delegate and seat their respective alternate in their place.

Section 7 Any former SHL delegate who has served a minimum of ten (10) consecutive years and has served on the Board of Directors at the State level, for at least one (1) year shall be deemed to have Emeritus status, if they so choose. Emeritus status shall allow the delegate to advocate for issues and attend all meetings (at their own expense, but without voting privileges).

ARTICLE V Officers

Section 1: During the last day of the SHL session, the separate chambers shall elect officers to serve two year terms. Officers shall not serve for more than two (2) consecutive terms in the same office.

Section 2: The Senate shall elect by secret ballot a President Pro Tem, a Majority Floor Leader and a Minority Floor Leader.

Section 3: The House of Representatives shall elect by secret ballot a Speaker, a Speaker Pro Tem, a Majority Floor Leader and a Minority Floor Leader.

Section 4: Duties of the Senate and House officers are the same as the duties of the officers of the Missouri General Assembly and shall follow the rules for the General Assembly of the House and Senate.

Section 5: If a vacancy occurs in one of the offices listed in Section 2 and 3 of this Article, the vacancy shall be filled by all lower elected officers immediately moving up one office until the Minority Floor Leader Position is the vacant position. That position shall be filled by election by delegates from the body with the vacancy. The Executive Committee shall plan and conduct any election and may use individually or in any combination mail, email, telephone, video conference, or any widely available electronic means to announce a vacancy, invite from the appropriate body candidates for election, announce declared candidates, implement voting and otherwise conduct an election.

Section 6: Newly elected officers shall take office at the close of the annual session.

ARTICLE VI: SHL Board of Directors

Section 1: The Board of Directors shall have full power and authority to act for the organization between SHL annual sessions. The Board of Directors shall be the elected officers of both chambers and the chairpersons, or an elected alternate, of each of the ten (10) area delegations and, if still active, the immediate Past President as a voting ex-officio member. Each area delegation shall elect an alternate to serve in the absence of their chairperson or in the event that their chairperson is a delegate of the Board by virtue of having been elected as an officer of the House or Senate. The Board of Directors shall meet following the elections of the House and Senate officers during the annual session each year in order to elect the Board President, a First and Second Vice-President, Treasurer, and Secretary for a one year term, or until their successors are elected. The Board President will appoint the chairpersons of the standing committees with the approval of the full Board.

Section 2: Newly elected Board officers shall take office at the close of the annual session.

Section 3: The Board of Directors shall also meet on an approximate quarterly basis after the annual session meeting if the Board President believes there is sufficient business to warrant a meeting or at other times as called by the Board President, or at the written request of at least five (5) delegates of the Board of Directors. If deemed appropriate by the President, Board meetings may be held in accordance with Section 8 of this Article. The President will arrange for reasonable advance notification to all SHL delegates of the agenda for a Board meeting. Except in extraordinary situations, reasonable notification means notification at least forty-eight (48) hours prior to a meeting of the Board.

Section 4: A majority of the delegates of the Board shall be required as a quorum.

Section 5: Delegates of the Board shall participate in all Board meetings. If a Board delegate has two (2) absences from such meetings during a twelve (12) month period, that position is deemed to be vacated, unless it is due to a personal/health-related issue. The Board President or the State SHL Coordinator must be notified of absences prior to the meeting unless an emergency arises that day.

Section 6: Quarterly Board meetings will be scheduled a minimum of one month in advance to give sufficient notice to the Board delegates.

Section 7: In the event a position on the Board is vacated for any reason, the delegation will be asked to appoint a successor to the Board prior to the next Board meeting. If the area agency fails to select a successor, the Executive Committee of the Board shall make the selection with notice to the delegation. The selection will be with the approval of a majority of the Board.

Section 8: The Board may dictate the mode and format of any meeting of the annual session, the Board, the Executive Committee, the Standing Committees, any temporary committees, or other meetings of delegates. Subject to modification, direction or additional guidance by the Board, all such meetings may be conducted by telephone, internet, other widely available electronic technology or some combination of them, including a combination with in-person participants. Intended participants at any meeting shall receive advance notice of the time and mode(s) of the meeting, have equal opportunity (while assuming responsibility for their own technology) to listen or view and fully participate in the meeting, and the right to receive a written summary of the decisions (including votes) resulting from the meeting.

ARTICLE VII Executive Committee

Section 1: The Executive Committee shall be comprised of the Board President, First and Second Vice President, Treasurer, Secretary, President Pro Tem of the Senate and Speaker of the House (if either is not otherwise a delegate of the Executive Committee), and if still active, the Immediate Past President as a voting ex-officio delegate. If a vacancy occurs in the Board President, First and Second Vice President, Treasurer or Secretary Positions, the Board shall meet to hold a special election to fill the vacant position.

Section 2: The Executive Committee is empowered to act on behalf of the corporation in the matters of administration. The actions taken by the Executive Committee shall be subject to ratification by the Board of Directors at the meeting following such action(s).

Section 3: A majority of the Executive Committee of the SHL Board shall be required as a quorum.

Section 4: Executive Committee shall have input in planning the logistics of the annual session, subject to Board approval.

ARTICLE VIII: Standing Committees

Section 1: The standing committees, of not more than ten (10) delegates (including the chairperson) each from a different area, shall be: Bylaws, Finance and Fund Development, Membership, Proposed Bills, Communications and Education; and Advocacy. All committee recommendations shall be submitted to the Board for its action.

Section 2: The Bylaws Committee shall be responsible for reviewing bylaws that govern the procedures of the SHL as well as any and all proposed changes. They will also be responsible for reviewing the parliamentary language that governs the Committee hearings and the House and Senate Chamber proceedings. All changes must be submitted in writing to the Committee Chairperson, and such proposed changes shall be reported to the Board.

The committee shall be responsible for either approving or disapproving proposed changes and making recommendations to the Board.

Section 3: The Finance and Fund Development Committee shall assist in the responsibility for the solicitation of funds to adequately support the programs and may assist with presenting the budget to the Board prior to Board meetings.

Section 4: The Membership Committee will formulate and disseminate plans to increase the visibility of the SHL and will advise the Area Agencies on Aging on methods to attract new delegates.

Section 5: The Proposed Bills Committee shall be responsible for advising the Board of Directors on the selection of proposals to be presented at the Annual Session.

Section 6: The Communications and Education Committee shall organize and communicate information to the public about the SHL, about specific SHL activities, and about the legislative process choosing from a variety of methods, including group presentations, announcements publicized in various media, educational reports,

191 maintenance of the SHL Facebook page, etc. In addition, the Committee shall assist with
192 internal communications, as needed, including model communications (such as letters to
193 the editor, communications to elected representatives, etc.) for distribution to SHL
194 delegates.

195 **Section 7:** The Advocacy Committee shall assist in coordinating timely action on
196 priorities, tracking related proposals through the General Assembly, and coordinating with
197 allies on legislative proposals.

198 **Section 8:** Committee appointments shall be limited to SHL delegates. No more than
199 one (1) delegate from each area shall serve on any one committee. The chairperson
200 shall appoint delegates to his/her committee should the need arise.
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202 **ARTICLE IX: Legislative Activities**

203 **Section 1:** By July 1 of each year, the ten (10) delegations shall forward to the Proposed
204 Bills Committee via the State Coordinator one (1) priority proposal and six (6) non-priority
205 proposals to be considered by delegates at the annual session. As used in these Bylaws,
206 the words "proposal", "bill", and "proposed bill" mean concepts or subjects suitable for
207 advocacy by SHL delegates. These may include, but are not limited to, proposals calling
208 solely for an increase in funding and proposals calling for new substantive law or a change
209 to existing substantive law. Such proposals shall be written in clear and concise language
210 and submitted electronically on the form provided. Those proposals that **clearly advance**
211 **the purposes of the SHL** and are identified as a Priority by any delegation shall
212 automatically be forwarded for consideration at the annual session. If there are multiple
213 priority proposals with similar intent, the Proposed Bills Committee will choose which
214 version of the proposal will be forwarded.

215 **Section 2:** By July 1 of each year, the Board of Directors may consider proposals
216 submitted to it by other organizations and/or individuals. The Board may submit
217 proposals on its own initiative.

218 **Section 3:** Upon the advice of the Proposed Bills Committee, the Board of Directors shall
219 present no more than 24 proposals of any kind for action by the SHL delegates at the
220 annual session. Courtesy resolutions or similar non-controversial matters are not
221 appropriate for Article IX procedures, which are limited to 24 proposals for the annual
222 session. The Board shall identify for reference those proposals calling solely for an
223 increase in funding without calling for new substantive law or a change to existing
224 substantive law.

Section 4: At the annual session, the delegates shall identify five (5) priority issues agreed upon by both chambers to be addressed during the year. The five (5) priority issues shall include no proposals identified by the Board of Directors as calling solely for an increase in funding. The increased funding proposals approved by both chambers will be summarized collectively on a single list provided to delegates to highlight the need to advocate for these proposals effectively.

ARTICLE X: Documents

Section 1: All decision documents made, accepted, or reviewed by the Board of Directors shall be signed by two of the following: the Board President, First or Second Vice-President, and/or Secretary. "Decision documents" include those that commit the organization or adopt an official position for the organization, but do not include draft documents, meeting minutes, procedural documents, etc.

Section 2: All checks drawn against funds of the state SHL organization for routine expenses shall be signed by the President or his/her designated alternate and/or the Treasurer or his/her designated alternate. Alternates must be approved by the Board prior to signing.

ARTICLE XI: Authority

Section 1: The rules contained in *Roberts Rules of Order* (latest edition), shall govern the organization in all cases to which they are applicable, and in which they are not inconsistent with the Bylaws or the special rules of order of this organization.

Section 2: These Bylaws shall take effect immediately after ratification by the Missouri Silver Haired Legislature. Amendments shall take effect in the same manner, unless otherwise stated in the amendment.

ARTICLE XII: Advocacy

Section 1: Any SHL delegate may advocate for a bill, either by writing and/or calling members of the General Assembly, or by testifying in front of committees. However, they shall state that they are advocating on behalf of the SHL only if the bill in question is one of the SHL's priorities or another bill that passed in that year's session, or was an issue of concern that was passed in a previous SHL session. Otherwise, they must indicate that their support or testimony is voiced as a concerned citizen.

ARTICLE XIII: Amendments

These Bylaws may be amended by two-thirds (2/3) affirmative vote of the delegates voting at an annual business meeting of the House and Senate delegates under the following procedures:

Section 1. Proposed amendments must be submitted by a delegation or a delegate to the chair of the Bylaws Committee by May 30 for each year. The chair shall submit Committee recommendations on proposed amendments to the Board of Directors by June 30 of each year.

Section 2. Proposed amendments shall be sent to all Board members by July 30 and to delegates no later than August 30 and shall be voted on at the annual session.

Section 3. Delegations and/or delegates shall have the right to appeal the Board Decision as follows:

- A. Proposed Bylaw amendments submitted under Subsection 1, which were not approved by the Board of Directors at their regular summer meeting, shall have the right to have the decision appealed at the annual session of the SHL.
- B. The delegation and/or delegate who submitted the proposed amendments shall be notified of the disapproval immediately after the Board meeting. All others shall be notified as stated in Subsection 2.
- C. The delegation Chair and/or delegate may bring the proposed amendments before the business meeting of the SHL, provided there is a majority vote in favor of doing so. If there are sufficient votes to bring the proposed amendments before the entire SHL assembly, debate and voting shall proceed.

Section 4. During discussion of a proposed Bylaw amendment at an annual meeting, the proposed bylaw amendment may itself be amended (hereinafter "modified") by a two-thirds (2/3) affirmative vote of the delegates present. However, such a "floor" modification may only be considered if it is within the scope of a proposed Bylaw amendment that has followed the procedure of Section 1 or Section 3 of this Article. The presiding officer at this portion of the annual meeting shall decide if a "floor" modification is within scope.

ARTICLE XIV: Rules & Policies

Section 1: During the Annual Session campaigning of any kind shall not be allowed on either the House or Senate floors. Campaigning for SHL officers is permitted, but shall remain outside the chamber doors.

Section 2: Whenever the Bylaws describe a voting process or an entity described in the Bylaws may require a vote, absentee voting and/or proxy voting is not allowed. Absentee voting is attempted by a person who is "absent" (not presently participating in the voting process prescribed for the vote). However, the proscribed voting process, pursuant to Article VI, Section 8, may be very flexible. Proxy voting is an attempt by one person to cast a vote on behalf of another person.

ARTICLE XV. DISSOLUTION

Upon the dissolution of the Silver Haired Legislature, all assets of the organization shall be distributed to such organization or organizations operated exclusively for charitable, education, scientific or public purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code of 1954. Specifically, if the ten (10) Missouri Area Agencies on Aging qualify at the time of dissolution, each of the Areas shall receive an equal share of such distribution.