

# SHL Bylaws

(As adopted August 1983; as amended October 2022, amended October 2023)

## **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.

27 **ARTICLE III: SHL Annual Session**

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

35 **ARTICLE IV: Delegates and Alternates**

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

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

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

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

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

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

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

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

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

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

80  
81 **ARTICLE V Officers**

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

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

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

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

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

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

## 101 **ARTICLE VI: SHL Board of Directors**

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

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

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

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

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

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

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

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

147

## 148 **ARTICLE VII Executive Committee**

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

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

159 **Section 3:** A majority of the Executive Committee of the SHL Board shall be required as  
160 a quorum.  
161

162 **Section 4:** Executive Committee shall have input in planning the logistics of the annual  
163 session, subject to Board approval.  
164

## 165 **ARTICLE VIII: Standing Committees**

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

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

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

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

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

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

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

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

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

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

## 201 **ARTICLE IX: Legislative Activities**

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

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

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

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

230 **ARTICLE X: Documents**

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

236 **Section 2:** All checks drawn against funds of the state SHL organization for routine  
237 expenses shall be signed by the President or his/her designated alternate and/or the  
238 Treasurer or his/her designated alternate. Alternates must be approved by the Board  
239 prior to signing.  
240

241 **ARTICLE XI: Authority**

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

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

248 **ARTICLE XII: Advocacy**

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

255



256 **ARTICLE XIII: Amendments**

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

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

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

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

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

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

284 **ARTICLE XIV: Rules & Policies**

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

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

294 **ARTICLE XV. DISSOLUTION**

295 Upon the dissolution of the Silver Haired Legislature, all assets of the organization shall  
296 be distributed to such organization or organizations operated exclusively for charitable,  
297 education, scientific or public purposes as shall at the time qualify as an exempt  
298 organization or organizations under Section 501(c) (3) of the Internal Revenue Code of  
299 1954. Specifically, if the ten (10) Missouri Area Agencies on Aging qualify at the time of  
300 dissolution, each of the Areas shall receive an equal share of such distribution.

301