

**AMENDED AND RESTATED BYLAWS
OF
JEFFERSON AREA BOARD FOR AGING, INC.**

ARTICLE I. NAME AND OFFICES

Section 1. Name. The name of the corporation is Jefferson Area Board for Aging, Inc. The corporation does business as JABA, Inc.

Section 2. Offices. The principal offices of the corporation in the State of Virginia shall be located in the County of Albemarle. The corporation may have such other offices, either within or without the State of Virginia, as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

The corporation shall have and continuously maintain in the State of Virginia a registered office and a registered agent whose office is identical with such registered office, as required by the Virginia Nonstock Corporation Act. The registered office may be, but need not be, identical with the principal office in the State of Virginia, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II. MEMBERS

There shall be no members in the corporation.

ARTICLE III. BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the corporation shall be managed by its Board of Directors, except as otherwise provided in the Virginia Nonstock Corporation Act, the corporation's articles of incorporation, or these by-laws.

The Directors' powers shall include:

- Hiring the chief executive officer;
- Ensuring that the programs and activities of the corporation are evaluated periodically;
- Ensuring that appropriate policies are adopted;
- Allocating the resources of the corporation;
- Raising funds for the corporation;
- Forming and overseeing the activities of committees of the Board; and
- Establishing the general program and priorities of the corporation.

Section 2. Duties. The Board of Directors is charged with two primary duties: the Duty of Care and the Duty of Loyalty.

The Duty of Care requires board members to act in good faith; with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and in a manner the Director reasonably believes to be in the best interests of the corporation.

The Duty of Loyalty requires board members to pursue the corporation’s best interest, whether over money or politics. The Duty of Loyalty prohibits a Director from engaging in self-dealing unless there is full disclosure to the Board and the transaction is clearly in the corporation’s best interest.

Each Director, by acceptance of nomination to serve on the Board, agrees to observe the foregoing duties throughout his term.

Section 3. Number, Tenure, and Qualifications. The number of Directors shall be not less than twenty nor more than twenty-five. Directors need not be residents of the Commonwealth of Virginia.

Sixteen Directors shall be those persons appointed by the Board of Supervisors of the Counties of Albemarle, Fluvanna, Greene, Louisa, and Nelson, and by the City Council of the City of Charlottesville to the Board of Jefferson Area Board for Aging, an organization organized by a Joint Exercise of Powers Agreement, dated March 4, 1975, pursuant to former Section 15.1-21 of the Code of Virginia (the “Appointed Directors”). The number of Appointed Directors to be appointed by each jurisdiction shall be as follows:

City of Charlottesville	4
County of Albemarle	4
County of Fluvanna	2
County of Greene	2
County of Louisa	2
County of Nelson	2

Each Appointed Director shall serve for a two-year period that shall coincide with and must be the same period for the Director so appointed by the said jurisdictions to the Jefferson Area Board for Aging. If the governing agency has not re-appointed an Appointed Director by the time his/her term expires, or has not appointed a Director to replace a person whose term has expired, then that person may continue to legally serve until officially reappointed or replaced.

In addition to the sixteen Appointed Directors, not more than nine at-large Directors shall be elected by the Board of Jefferson Area Board for Aging (the “Elected Directors”). Each Elected Director shall be elected for a two-year term and shall be eligible for re-election.

Section 4. Board Development and Nomination. Elected Directors shall be reviewed and proposed by a Board Development Committee appointed by the Board of Directors by resolution. The Board Development Committee shall interview Elected Director candidates and shall request a resume and/or application. When selecting Elected Director candidates for presentation to the Board, the Board Development Committee shall give consideration to expertise, needs of the corporation’s committees,

demographics of the Board, the candidate's commitment to the mission of the corporation, and other factors as deemed appropriate.

To ensure that prospective Directors are fully prepared to assume their duties, all Directors shall receive copies of the following materials:

- The mission statement of the corporation;
- The corporation's articles of incorporation;
- The corporation's by-laws;
- The corporation's most recent annual report;
- The corporation's most recent financial statements, including the budget and Form 990;
- The corporation's policies;
- Expectations for meeting attendance and committee work; and
- A list of current board members with complete contact information and committee designations.

Upon election or appointment to the Board, all new Directors shall have the opportunity to participate in a board member orientation.

Section 5. Regular Meetings. A regular meeting of the Board of Directors shall be held on the fourth Monday of the following months: January, March, May, June, September, and November. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board.

Section 6. Annual Meeting. The annual meeting of the Board of Directors shall be held in September of each year. The Board shall set the date, place, and exact time of such meeting. The purpose of the meeting shall be to elect officers and Directors, approve the corporation's annual budget, designate committees, and consider any other business that is properly brought before the Board.

Section 7. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairman or any five Directors. The person or persons authorized to call special meetings of the Board shall designate the time and place of such meeting within the State of Virginia.

Section 8. Notice. Notice of the time and place of all regular and special meetings of the Board of Directors shall be mailed to each Director by the Secretary or Assistant Secretary at least five days before the time fixed for the meeting, unless giving of such notice is waived by prior resolution of the Board or pursuant to Section 14 of this Article. All notices of special meetings shall state the purpose thereof, except as this requirement may be waived as hereinafter provided.

Prior to each regular and special meeting, Directors shall also receive a copy of the meeting's agenda as well as any background materials that will facilitate the Directors' participation in the meeting.

Section 9. Quorum. A quorum for the transaction of business at any regular or special meeting of the Board of Directors shall consist of a majority of the members of said Board, but the Directors present at any Directors' meeting, though less than a quorum, may adjourn the meeting from time to time, without notice other than the time of adjournment, until requisite quorum be present.

Section 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 by-laws. Each Director shall be entitled to one vote.

Section 11. Participation in Meetings. One or more Directors may participate in a meeting of the Board or a committee thereof by means of conference telephone, interactive computer network, or similar equipment by which all persons participating in the meeting can hear or communicate with each other. Participation in a meeting pursuant to this by-law provision shall constitute presence in person at such meeting.

Section 12. Attendance. Any Director who fails to attend three consecutive meetings without reasonable justification shall be notified by the Board Chair, or his/her designate, that failure to attend a fourth consecutive meeting without reasonable justification will render the Director ineligible to continue as a board member. In the event a government-appointed Director becomes ineligible to continue as a board member under this attendance policy, the jurisdiction that appointed the individual shall appoint a replacement Director. In the event an at-large Director becomes ineligible to continue as a board member under this attendance policy, the Board of Directors shall elect an individual to fill the remainder of the ineligible Director's term.

A Director may take a leave of absence for up to six months with approval from the Executive Committee. The Director must submit a request in writing with a justification for the leave. Examples of acceptable reasons for leave include but are not limited to: maternity/paternity, care for family members, and personal health.

Meeting minutes shall note any excused absences.

Section 13. Compensation. Directors as such shall not receive any stated salaries for their services, but the Board of Directors may by resolution allow for reimbursement of reasonable and necessary expenses incurred by Directors in attending each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefore.

Section 14. Informal Action by Directors. Any action required by law to be taken at a meeting of Directors, or any action that may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting for the action so taken, shall be signed by all of the Directors. Pursuant to Virginia law, such consent may be solicited

and delivered by acceptable means of electronic communication, unless otherwise prohibited by the law.

Section 15. Annual Report. The Board of Directors shall publish a report summarizing the corporation's activities at least annually.

Section 16. Vacancies. In the event the office of an Appointed Director becomes vacant as a result of the resignation, death, or incapacity of a Director, the governing agency that appointed such Appointed Director shall appoint an individual to replace the Director. In the event the office of an Elected Director becomes vacant as a result of the resignation, death, or incapacity of such Elected Director, the Board of Directors shall elect an individual to replace the Director. The Board shall elect a replacement Elected Director by a majority vote of a quorum of the Directors at a duly convened meeting during which such matter is considered (excluding the one whose replacement is being selected).

Section 17. Resignation. Any Director may resign at any time by giving written notice to the Board Chair, the Board Secretary, or Chief Executive Officer of the corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective time. In the event the resignation of an Appointed Director is made effective at a later time, the governing jurisdiction that appointed such Director may fill the pending vacancy before the effective time if it provides that the successor shall not take office until the effective time. In the event the resignation of an Elected Director is made effective at a later time, the Board of Directors may fill the pending vacancy before the effective time if it provides that the successor does not take office until the effective time.

Section 18. Removal. Any Elected Director may be removed by the Board of Directors with or without cause upon a vote of three-fourths of all of the Directors. An Elected Director whose removal is sought is entitled to the opportunity to address the Board, either in writing or in person.

Section 19. Rules of Order. Meetings shall be guided by the latest edition of Roberts Rules of Order.

ARTICLE IV. OFFICERS

Section 1. Officers. The officers of the corporation shall be a Chair, one or more Vice-Chairs, a Secretary, and a Treasurer and such other officers as may be elected in accordance with the provision of the Article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, who shall have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of Chair and Secretary.

Section 2. Election and Term of Office. The Board Development Committee shall annually present a slate of officers for the coming year for vote by the full Board, and the Board of Directors shall elect the officers of the corporation annually at the regular annual meeting of the Board. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office for a period of one year or until his/her successor shall have been duly elected and shall have qualified. Officers shall be eligible for reelection.

Section 3. Removal and Resignation. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Any officer elected or appointed by the Board may resign at any time by giving written notice to the Board Chair, the Board Secretary, or Chief Executive Officer of the corporation. A resignation is effective when notice is delivered unless the notice specifies a later effective time. In the event the resignation is made effective at a later time, the Board of Directors may fill the pending vacancy before the effective time if it provides that the successor does not take office until the effective time.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. Chair. The Chair shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He/she shall preside at all meetings of the Board of Directors. He/she may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deed, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws or by statute to some other officer or agent of the corporation; and in general he/she shall perform all duties incidental to the office of the Chair and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice Chair. In the absence of the Chair or in the event of his/her inability or refusal to act, the Vice Chair (or in the event there be more than one Vice Chair, the Vice Chair in the order of their election) shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. Any Vice Chair shall perform such other duties as from time to time may be assigned to him/her by the Chair or by the Board of Directors.

Section 7. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He/she shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VIII of these by-laws; submit the corporation's annual budget to the Board for its approval; prepare financial reports for the Board; and in general perform all the duties incidental to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the Chair or by the Board of Directors.

At the end of the term the Treasurer shall deliver to his/her successor all books, monies, and other property of the corporation then in his/her possession.

Section 8. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these by-laws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these by-laws; and in general perform all duties incidental to the office of Secretary and such other duties as from time to time may be assigned to him/her by the Chair or by the Board of Directors.

Section 9. Assistant Treasurers and Assistant Secretaries. If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the Chair or the Board of Directors.

ARTICLE VI. COMMITTEES

Section 1. Executive Committee. There shall be a standing committee known as the Executive Committee. The Executive Committee shall be composed of the Chair; Vice Chair; Secretary; Treasurer; Chairpersons of the following committees: Human Resources, Finance, Long-Range Planning and Policy, and Ethics, and the following ad hoc members: Chief Executive Officer, Advisory Council Chair, Volunteer Council Chair, and such additional persons as the Board or Chair may appoint from time to time. The Chair (or his/her designee in his/her absence) shall preside at all meetings of the Executive Committee. A quorum shall be a majority of the members of the Executive Committee. Regular meetings of the Executive Committee shall be held monthly on the third Thursday of each month at such time and place as shall from time to time be determined by the Chair; special meetings of the Executive Committee may be called upon three (3) days notice by the Chair or Chief Executive Officer. Participation in

meetings shall be permitted as provided in Article III, Section 11, for all members of the Executive Committee.

The Executive Committee shall generally perform such duties and exercise such powers as may be directed or delegated by the Board from time to time. Except as otherwise provided by law, the Executive Committee shall have authority to exercise all the powers of the Board while the Board is not in session to carry out policies previously established by the Board. The act of a majority of the Executive Committee members present at any meeting at which a quorum is present shall be the act of the Executive Committee, except as may be otherwise specifically provided by law, the Certificate of Incorporation or these Bylaws. The Executive Committee shall keep regular minutes of its proceedings and report the same to the Board at or prior to the Board's next regular meeting.

Notwithstanding anything to the contrary herein, absent a specific delegation by the Board, the following are specifically reserved to the Board; however, the Executive Committee may make recommendations to the Board with respect to these actions: approval of the annual budget; the hiring, compensation and release of the Chief Executive Officer; receipt and approval of the annual audit; amendment of these Bylaws; and the expenditure of funds except as otherwise approved or required in the case of an emergency. The Executive Committee shall make recommendations to the Board with respect to any action which the Board is requested to take. All recommendations of the Executive Committee to the Board with respect to these and any other matters shall be reported to and acted on by the Board.

Section 2. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be appointed in such manner as may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Other committees currently established by the Board are: Ethics, Finance, Human Resources, Long-Range Planning and Policy, Development and Planned Giving (ad hoc). Except as otherwise provided in such resolution, members of each such committee need not be Directors of the corporation, and the Chair of the corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

Section 3. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. Chairman. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof. Committee chairs shall

be responsible for convening meetings and maintaining regular communication with the Board of Directors.

Section 5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Quorum. 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.

Section 7. Informal Action. Any action required to be taken at a meeting of any committee or any other action that may be taken at a meeting of a committee may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all members of the committee entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of the members of such committee. Pursuant to Virginia law, such consent may be solicited and delivered by acceptable means of electronic communication, unless otherwise prohibited by the law.

Section 8. Meeting Minutes. Each committee shall keep minutes of its regular and special meetings.

Section 9. Rules. Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the Board of Directors.

ARTICLE VII. INDEMNIFICATION OF DIRECTORS AND OFFICERS

The corporation shall indemnify, to the fullest extent permitted and required by Sections 13.1-875 – 13.1-883 of the Virginia Nonstock Corporation Act, as such Act exists now or may hereafter be amended, its Directors and officers who are made a party to any proceeding by reasons of their office for acts or omissions performed in their official capacity.

ARTICLE VIII. CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, drafts, etc. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be

signed by the Treasurer or an Assistant Treasurer and countersigned by the Chair or Vice Chair of the corporation.

Section 3. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

ARTICLE IX. BOOKS AND RECORDS

The corporation shall keep correct and complete books, records of account, and financial statements and shall also keep minutes of the proceedings of its Board of Directors and committees having any authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the Directors entitled to vote. All books and records of the corporation may be inspected by an agent or attorney of the jurisdictions that organized the Jefferson Area Board for Aging under the Joint Exercise of Powers Agreement, dated March 4, 1975, for any proper purpose at any reasonable time. The corporation's books and records may also be inspected by any Director or his/her agent or attorney, for any proper purpose at any reasonable time. In accordance with the Internal Revenue Code, minutes shall be made available to the public upon request.

ARTICLE X. FISCAL YEAR, AUDITS, AND BUDGET

Section 1. Fiscal Year. The fiscal year of the corporation shall begin on the first day of October and end on the last day of September in each year.

Section 2. Audit. After the close of each fiscal year of the corporation, financial transactions of the corporation for the preceding fiscal year shall be reviewed by one or more certified public accountants, as directed by the Board of Directors, and a report of the review shall be made to the Board of Directors within 120 days after the close of the fiscal year.

Section 3. Budget. The Chief Executive Officer of the corporation shall submit a preliminary budget to the Board of Directors before September 1 of each year. The Board of Directors shall adopt a final budget prior to the beginning of each fiscal year. The adopted final budget for any year may be revised from time to time at any meeting of the Board.

ARTICLE XI. SEAL

The Board of Directors may provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal."

ARTICLE XII. WAIVER OF NOTICE

Whenever any notice is required to be given under the provision of the Virginia Nonstock Corporation Act or under the provisions of the articles of incorporation or the by-laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Pursuant to the Virginia Nonstock Corporation Act, the corporation shall file written waivers of notice with its meeting minutes or in its corporate records.

ARTICLE XIII. AMENDMENTS TO BY-LAWS

These by-laws may be altered, amended, or repealed and new by-laws may be adopted by a vote of two-thirds of the Directors in office, if at least 30 days' written notice is given of intention to alter, amend, or repeal or to adopt new by-laws at such meeting.

Amended and Restated By-Laws above were adopted at a meeting of the Board of Directors by a vote of at least a majority of the Directors present on November 29, 2010.