

AAAPP Articles of Incorporation: see attached, in particular see highlighted sections of Article IV- Members and Article XI- Bylaws. Article XI mentions FS Chapter 617 which is a reference to “Florida Not for Profit Corporations Act”.

Florida Statutes Chapter 617 pertain to FS 617.0803 “Number of directors.— (1) A board of directors must consist of three or more individuals, with the number specified in or fixed in accordance with the articles of incorporation or the bylaws. (2) The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the articles of incorporation or the bylaws, but the corporation must never have fewer than three directors. (3) Directors shall be elected or appointed in the manner and for the terms provided in the articles of incorporation or the bylaws.”

AAAPP Bylaws: See attached, in particular see highlighted sections of Article IV-Membership

Department of Elder Affairs Programs and Services Handbook: see attached references to Board of Directors (Chapter 1-page 1-17 & 1-39) (Chapter 4-page 4-38, 4-39, 4-44)

2017 Interpretive Guidelines: see attached section on “Board Governance”

Things to consider regarding enlarging the board and/or specifying “slots” for certain types of board members:

- An increase in the number of board members would still be distributed between Pasco and Pinellas per formula in bylaws
- Quorum Issues exist with 19 members and may continue to be problematic with increased numbers of members
- Specifying certain types of members for the increase may mean keeping the vacancy open longer than is desirable and may impact monitoring by DOEA