

BY-LAWS
OF
NORTHWEST MISSOURI AREA AGENCY ON AGING, INC.

ARTICLE I

NAME AND PURPOSE

Section 1. Name: The name of the organization shall be Northwest Missouri Area Agency on Aging, Incorporated.

Section 2. Purpose: The purpose of this organization shall be to plan, develop, and administer programs designed to serve the needs of the elderly people in Northwest Missouri. These programs may include, but are not limited to, social services, transportation, recreation, nutrition, information, referral services and activity centers, together with others designed to improve the condition and status of the elderly in Northwest Missouri.

Section 3. Service Delivery Area: The Northwest Missouri Area Agency on Aging shall establish priorities and develop overall plans for programs for the aging population, including those with disabilities, in the Service Delivery Area (SDA). The SDA is hereby defined as the following counties in Northwest Missouri: Andrew, Atchison, Buchanan, Caldwell, Clinton, Daviess, DeKalb, Gentry, Grundy, Harrison, Holt, Linn, Livingston, Mercer, Nodaway, Putnam, Sullivan and Worth. The organization shall endeavor to formulate and initiate concrete, action-oriented plans and programs to meet the priority needs of the target populations.

Section 4. Non-Profit: The organization shall be non-profit in nature and not for pecuniary gain or profit of any type or description to or for its members, nor for its incorporators or directors.

ARTICLE II

BOARD OF DIRECTORS

Section 1. General Powers: The business and affairs of the corporation shall be managed by its Board of Directors. The Board of Directors shall approve all Northwest Area Agency on Aging policies. The Board shall hire a Chief Executive Officer to manage the day-to-day operations of the Agency and develop procedures designed to carry out Board policies.

Section 2. Establishment of Regions: The Board shall establish no more than three (3) regions that include the counties in the SDA. The Board may from time to time change the counties included in a region based on the needs of seniors in each county compared to available services targeted toward seniors. The Board shall not

consider population as the only basis for inclusion of a county in a particular region or to determine the distribution of funds/services to a particular county. Each region shall include at least four (4) counties.

Section 3. Composition: The number of Directors constituting the Board of Directors shall be fixed at nine (9). At least two-thirds (2/3) of the representatives shall be (60) years of age or older. Each Board Member shall represent a region. To ensure that the region's needs and not an individual county's needs are represented on the Board, the Board shall include only one elected Board member from a county included in a region.

Section 4. Eligibility: The Board of Directors shall not select, appoint, or elect as a member any individual who is an owner, board member, employee, or an immediate family member (spouse, sibling, parent, or child) of an employee or board member of a service provider agency that has currently submitted a proposal to the area agency to receive funding to provide services, or that is currently providing or receiving services under a grant, contract, or stipend with the Northwest Missouri Area Agency on Aging. Board members shall recognize and strive to prevent conflicts of interest. No Board member shall:

Be an owner or employee of a service provider agency/organization that has submitted (during or for the term of the member/alternate) a proposal to Northwest Missouri Area Agency on Aging to receive funding to provide services, or that is currently providing or receiving services under a grant, contract, or stipend with Northwest Missouri Area Agency on Aging;

Be a board member of a service provider agency/organization that has submitted (during the term of the member/alternate) a proposal to receive funding to provide services, or that is currently providing or receiving services under a grant, contract, or stipend with Northwest Missouri Area Agency on Aging;

Be an immediate family member (spouse, sibling, parent, or child) of an employee or board member of a service provider agency/organization that has submitted (during the term of the member/alternate) a proposal to receive funding to provide services, or that is currently providing or receiving services under a grant, contract, or stipend with Northwest Missouri Area Agency on Aging.

None of these provisions shall be construed to limit Northwest Missouri Area Agency on Aging Board members/alternates from serving as advisory council members or in any other advisory position for a service provider.

Section 5. Election of Directors Elections of the Board of Directors shall be held throughout each of the regions established by the Board. The Board of Directors shall develop policies that govern elections. The Chief Executive Officer shall develop procedures that will ensure that elections are open to all residents of the Service Delivery Areas who are sixty (60) years of age or over. Nine directors shall

be elected, three from each of the Board established regions. All persons elected and appointed to the Board of Directors will have full voting privileges in all matters.

Section 6. Appointment of Directors: A Director may be appointed by the Board of Directors by majority vote in the following situations: 1) when there is no qualified person from an eligible county. An eligible county is a county that does not have an elected Board member representing the region. The Board shall adopt procedures for the appointment of a director from an eligible county that is consistent with Board policy; or 2) when there is a vacancy on the Board or 3) for the Board's convenience a Treasurer or 4) for the Board's convenience a Recording Secretary. All appointed members shall have full voting privileges except the Recording Secretary.

Section 7. Non-Discrimination/EEO: The Northwest Missouri Area Agency on Aging does not and shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to, hiring and firing of staff, selection of volunteers and vendors, and provision of services. The Northwest Missouri Area Agency on Aging is committed to providing an inclusive and welcoming environment for all staff members, clients, volunteers, subcontractors, vendors, and clients.

The Northwest Missouri Area Agency on Aging will take affirmative action to ensure against discrimination in employment, recruitment, advertisements for employment, compensation, termination, promotions, and other conditions of employment on the basis of race, color, gender, national origin, age, religion, creed, disability, veteran's status, sexual orientation, gender identity or gender expression.

Section 8. Term: Each elected or appointed Board member shall serve a three year term. Election procedures shall make provisions for rotation of members to ensure continual experience on the Board of Directors. No representative may serve more than three (3) consecutive terms. If a partial term is more than half a term, it shall be counted as a term against the three term limit. If a partial term is less than half a term, it shall not be counted against the three term limit.

Section 9. Officers: The officers of the Board of Directors shall consist of a Chairperson, a Vice-Chairperson, a Secretary, and a Treasurer. The Chairperson, Vice-Chairperson, Treasurer and Secretary shall be elected by the Board. Election of officers shall take place at the regular monthly meeting prior to the end of the fiscal year. All Board members are eligible to hold offices. The term of office shall be for two (2) years. No Board member may be elected to serve more than two (2) consecutive terms in any given office. Job descriptions shall be developed by the Board of Directors and be included in the orientation packets for new members.

Section 10. Committees: The Northwest Missouri Area Agency on Aging shall have the following committees:

- a. **Executive Committee:** The Executive Committee shall consist of the Board's officers. The Executive Committee shall have the authority to screen and interview applicants for the position of CEO and make a recommendation to the Board to hire an applicant; conduct the evaluation of the CEO and recommend retention or termination; recommend disciplinary action, if necessary; and conduct or solicit information regarding comparable CEO salaries and recommend a salary to the Board.
- b. **Standing Committees:** The Chairperson shall appoint, at a minimum, the following standing committees:
 - 1. Governance Committee
 - 2. Compensation Committee; and
 - 3. Audit Committee
- c. **Special Committees:** The Chairperson has the authority to appoint special or "task force" committees as needed. The special committee or task force shall be limited to the task assigned. The Chairperson may appoint non-Board members to serve on special committees or task forces.

Descriptions of committees and their functions will be developed for each committee by the Board of Directors.

Section 11. Vacancies: A vacancy on the Board that creates an unexpired term of more than 90 days shall be filled by appointment by the Board of Directors after receiving nominations from the respective regional council, local providers, and other local agencies in the region in which the vacancy occurs.

Section 12. Compensation: The Board of Directors may not compensate directors for their services as such, but may provide for the payment of any and all expenses incurred by the Directors in the performance of their duties.

Section 13. Removal: A member of the Board of Directors may be removed from the Board prior to the expiration of his or her term in one of two ways: Removal by the Board or recall effort by qualified voters. The Board shall develop and adopt a policy regarding the reasons for removal of a Board Member by the Board and the grounds for initiating a recall of a Board member by qualified voters. The Board will adopt procedures for removal of a Board member.

ARTICLE III

MEETINGS OF THE DIRECTORS

Section 1. Regular Meetings: Regular meetings shall be held at a time and place determined by the Board of Directors. In the case of unusual circumstances, such as a weather emergency, a regular meeting may be cancelled following consultation

between the Chairperson and the CEO as long as at least eight (8) meetings take place annually. Meetings shall be held at least eight (8) times a year. All meetings, including Special Meetings, shall comply with the Missouri Open Meetings Act.

Section 2. Special Meetings: Special meetings of the Board of Directors may be called at any time by the Chairperson, by action of the Board of Directors or on the written request of any four (4) members of the Board for any stated purpose. The time and place of such special meeting will be determined by the Chairperson. Business of the special meeting will be limited to the purpose stated in the "Notice of Special Meeting" and will comply with the Missouri Open Meetings Act.

Section 3. Meeting Notices: Notice of any meeting of the Board of Directors shall comply with the Missouri Open Meetings Act.

Section 4. Quorum: A majority of board members constitutes a quorum. In the absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date. All votes taken by the Board of Directors shall comply with Missouri Open Meetings Act.

ARTICLE IV

CONTRACTS, LOANS, CHECKS, DEPOSITS AND GIFTS

Section 1. Contracts: Upon approval and authorization by the Board of Directors in a regular or special board meeting, any officer or the Chief Executive Officer may sign non-standard, annual contracts on behalf of the organization. Standard, annual contracts and amendments thereto may be signed by any officer or the Chief Executive Officer. A list of standard contracts shall be approved by the Board annually.

Section 2. Loans: No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless properly authorized by the Board of Directors during a legally scheduled board meeting.

Section 3. Checks and Drafts: All checks, drafts or other orders for the payment of money issued in the name of the corporation shall require two (2) signatures as determined by the Board of Directors.

Section 4. Deposits: The Board of Directors shall determine the depositories for all funds of the corporation and shall ensure that any monies deposited do not exceed FDIC insurance limits.

Section 5 Gifts: The Board of Directors may accept, on behalf of the corporation, any contribution, gift, bequest or devise for the general purpose or for any special purposes of the corporation.

ARTICLE V

GENERAL PROVISIONS

Section 1. Fiscal Year: The fiscal year of the Northwest Missouri Area Agency on Aging, Inc. shall commence on the first day of July and shall end on the last day of June of the following year.

Section 2. Conflict of Interest and Independence: The Board of Directors shall adopt a policy governing conflicts of interest for Board Members. All Board Members shall abide by the organization's Conflict of Interest policy and other Board governance policies.

Section 3. Indemnification and Bonding: Directors, officers, employees and agents of the Northwest Missouri Area Agency on Aging, Inc. shall have a right to be indemnified by the corporation to the fullest extent permitted by law against a) reasonable expenses, including attorneys' fees, actually and necessarily incurred by him/her in connection with any threatened pending or completed action, suit, or proceedings, whether civil, criminal, administrative, or investigative, and liable by reason of the fact that he/she is or was acting in that capacity and b) reasonable payments made by him/her in satisfaction of any judgment, money decree, fine, penalty or settlement for which he/she may have become liable in any such action, suit, or proceeding.

To this end, the Board of Directors shall purchase and maintain insurance/bonding on behalf of directors, officers, employees and agents of the corporation to ensure coverage and payment.

ARTICLE VI

PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Board in all cases in which they are applicable and in which they are not inconsistent with the provisions of the by-laws or any special rules of order adopted by the Board of Directors.

ARTICLE VII

AMENDMENTS

The by-laws may be amended or repealed and new by-laws adopted upon two-thirds (2/3) vote of the Board members present and voting at any regular or special meeting at which a quorum is present provided that thirty (30) calendar days' notice of intent to amend, repeal, or adopt a revision of these by-laws shall have been provided by

the Board of Directors to the public and to each Director. The notice shall include a complete copy of the proposed changes and a list of Board of Director members.

ADOPTION

The within and foregoing by-laws were adopted/amended by the Northwest Missouri Area Agency on Aging, Inc. Board of Directors at its meeting on June 25, 2018, and will be effective: June 25, 2018.

(Original was duly signed)

