

AREA AGENCY ON AGING OF WESTERN MICHIGAN, INC.
BOARD OF DIRECTORS BY-LAWS

ARTICLE 1. NAME

- 1.1 The name of this corporation is the Area Agency on Aging of Western Michigan, Inc.

ARTICLE 2. PURPOSE AND FUNCTIONS

- 2.1 The purpose of this corporation is to unify the planning and operating efforts of public and private agencies involved in the delivering of services designed for the elderly in the counties served by the corporation, to devise means for securing available resources to accomplish this end, and to do all other lawful things required to meet this purpose.
- 2.2 Among the functions deemed instrumental to the achievement of this purpose are the following:
- 1) Involvement of the elderly in planning, policy making and operation of programs designed to meet their defined needs.
 - 2) Mobilization of available resources – public and private local, state and federal - toward the above stated purpose.
 - 3) Identification, measurement, and definition of the problems faced by the elderly and the consequences of such problems.
 - 4) Determination of long and short-range objectives to met the above stated purpose.
 - 5) Implementation and evaluation of proposals and programs designed to meet the defined problems of the elderly and determine priorities among them.
 - 6) Reporting to the community the activities undertaken to meet defined needs and the achievement of the above stated purpose.
 - 7) Coordination of existing and planned social services designed to serve the elderly.
 - 8) Development and implementation of an area plan which sets forth specific program objectives and priorities for meeting the needs of the elderly.

ARTICLE 3. BOARD OF DIRECTORS

- 3.1 The Board of Directors shall have the responsibility for all the affairs of the corporation.
- 3.2 The Board of Directors may delegate such authority as it deems proper, and not prohibited by law.

- 3.3 The members of this corporation are the individuals on the Board of Directors. The Directors shall be selected by units of general purpose local government which have agreed to support this agency. One person shall be an elected official of that unit of government and the other person shall be a consumer of services who is 60 or more years old. Directors may be removed by the selecting unit of government at any time. However, until such units of general purpose local government are able to make such appointments, the Board of Directors may make interim appointments.
- 3.4 The term of each Director shall be for two years. Terms shall expire on the thirty-first day of January. When a local unit of government makes its first selection of Directors, one Director shall be designated to serve a one-year term.
- 3.5 For purposes of voting, each Director shall be entitled to cast a vote representing a number equal to one-half of the population of elderly persons, 60 years and older, residing in the area encompassed by the local unit of government which selected said Director. Said elderly populations shall be determined by the decennial census of the United States Government. For purposes of voting, the elderly population represented by another Director shall not be included in the population represented by a Director selected by a County government.
- 3.6 Upon the death, removal, resignation or other incapacity of a Director, the local unit of government which selected said Director shall appoint a new person to complete said Director's term.
- 3.7 The Board of Directors shall have an Executive Committee composed of the Chairperson, Vice-Chairperson, Secretary, Treasurer, a Board of Director as a Member-at-Large and the Chairperson of the Advisory Council. The Board of Directors may establish such other committees as it deems appropriate.
- 3.8 Except as otherwise provided by law, a volunteer Director of the corporation is not personally liable to the corporation or its members for monetary damages for a breach of the Director's fiduciary duty. The corporation assumes all liability to any person other than the corporation or its members for all acts or omissions of a volunteer Director incurred in the good faith performance of his or her duties as a Director, occurring on or after the date this resolution is approved by the membership.

ARTICLE 4. OFFICERS

- 4.1 The Board of Directors shall annually elect from among the Directors, a Chairperson, a Vice-Chairperson, a Secretary, a Treasurer, a Member-at-Large to serve on the Executive Committee and other officers it deems appropriate. No person may hold more than one office, except the same person may hold both the Office of Secretary and the Office of Treasurer.

- 4.2 Elected officers of the corporation shall perform the following duties:
- 1) The Chairperson shall preside at all meetings of the Board of Directors; and shall be an ex-officio member of all committees created by the Board of Directors.
 - 2) The Vice-Chairperson shall perform the duties of the Chairperson in the event of the Chairperson's absence, death, resignation or inability to perform the duties of the office. The Vice-Chairperson shall also perform such other duties as may be designated by the Chairperson.
 - 3) The Secretary shall be responsible for the keeping of the minutes of all meetings of the Board of Directors and shall be responsible for the maintenance of all official records of the corporation, except those records falling under the responsibility of the Treasurer.
 - 4) The Treasurer shall be responsible for the compilation and maintenance of the books of account of the corporation.
- 4.3 Removal from Office. Any officer of the Board may be removed from office by a two-thirds (2/3) vote of the Board membership according to procedures decided upon by the Board of Directors.
- 4.4 Replacement. A vacancy occurring in any office shall be filled by a majority vote of those present and voting at a meeting of the Board. A meeting notice specifying the need for an election must be disseminated to members as specified in Section 5.4.
- 4.5 Authorized Signatures. The Chairperson, Vice-Chairperson, Secretary, Treasurer and the Member-at-Large, are authorized to sign and/or countersign checks and other official documents, subject to the approval of the Board of Directors.

ARTICLE 5. MEETINGS

- 5.1 The Board of Directors shall hold its annual meeting during the months of March, April or May at a time and place designated by the Board of Directors.
- 5.2 The Board of Directors shall meet at least eight times each year and at other times as called by the Chairperson or at the written request of five (5) of the Directors.
- 5.3 Any committee established by the Board of Directors shall meet at the call of said committee's Chairperson or at the call of the Chairperson of the Board of Directors.

- 5.4 Notice of all meetings of the Board of Directors shall be sent by first class mail to all Directors, as appropriate, and all units of government having designated Directors, at least ten (10) calendar days in advance of such meetings.
- 5.5 Meetings of the Board of Directors shall be conducted in conformance with Michigan's Open Meetings Act.
- 5.6 The quorum for doing business at meetings of the Board of Directors shall be as follows:
- 1) Votes representing a majority of the total vote as described in Section 3.5 must be present; and
 - 2) The presence of a Director or Directors representing over one-half of the units of general purpose local government having Directors on the Board shall constitute a quorum for the transaction of business. This requirement does not mandate that both Directors from a unit of government be present in order that the unit is represented for the purpose of establishing a quorum.
- 5.7 With the following exception no proxies are permitted. A Director who is absent may provide the other Director selected by the same local unit of government with a written proxy.
- 5.8 If a Director is absent from three consecutive meetings of the Board of Directors, there shall be written notice to the unit of government the Director represents, informing them of these absences.

ARTICLE 6. ALLOCATION OF RESOURCES

- 6.1 The Board of Directors shall develop and implement the criteria for the allocation and distribution of agency resources consistent with the Older Americans Act, as amended, other applicable federal and state legislation, regulations, rules, policies, or other conditions necessary to achieve the purpose (s) for which the resources were originally entrusted to the Area Agency on Aging of Western Michigan. To achieve this end, the Board of Directors shall approve annually, by fund sources, criteria for applicant review and allocation of each funding source available for equitable distribution throughout the planning and service area.

The Board of Directors shall provide, 10 calendar days prior to final approval of the annual allocations, a summary of the proposed allocations to each local unit of government which has placed an individual on the Board of Directors. This summary of proposed allocations for the upcoming year shall include the proposed allocations by funding source.

ARTICLE 7. ADMINISTRATION

- 7.1 The Board of Directors shall appoint a Director who shall be the chief operating officer of the corporation. Said Director shall be responsible for providing all information and recommendations needed or required by the Board of Directors. Said Director shall also be responsible for the implementation of all policy and operational decisions made by the Board of Directors.

ARTICLE 8. ADVISORY COUNCIL

- 8.1 The Board of Directors shall establish an Advisory Council of a size determined by the Board of Directors. This Council shall advise the Board of Directors on matters referred by the Board of Directors, and on such matters as initiated by the Council and approved by the Board of Directors.
- 8.2 A majority of the members of the Advisory Council shall be consumers of services to the elderly. Any other members shall represent providers of services to the elderly or the general public.
- 8.3 Members of the Advisory Council shall be appointed by the Board of Directors and shall serve terms determined by the Board of Directors.

ARTICLE 9. AMENDMENTS

- 9.1 These By-laws may be amended by the Board of Directors at its annual meeting, or at any of its properly called meetings upon the casting of a two-thirds (2/3) vote of votes represented by the Directors present and voting. No amendment may be adopted unless it has been included in the notice of the meeting.

ARTICLE 10. DISSOLUTION

Adopted by the Board of Directors on October 28, 2002

- 10.1 The Board of Directors may, by its action, dissolve the corporation. Dissolution shall be authorized by the affirmative vote of two thirds of the Directors in office.
- 10.2 Notice of the meeting to authorize the dissolution shall be given to each Director in office not less than 10 days before the meeting and shall state that a purpose of the meeting is to vote on dissolution of the corporation. The notice shall include a copy or summary of the plan of distribution of assets.
- 10.3 If dissolution is approved, a certificate of dissolution shall be executed and filed on behalf of the corporation setting forth: (1) the name of the corporation; (2) the date and place of the meeting of Directors approving the dissolution; and (3) a statement that dissolution was approved by the requisite vote of Directors.

On dissolution, after paying or providing for payment of all liabilities of the corporation, the corporation's assets shall be distributed (1) for one or more exempt purposes within the meaning of IRC 501(c) (3), or the corresponding section of any future federal tax code or (2) to the federal, state or local government, for a public purpose.

ARTICLE 11. EFFECTIVE DATE

11.1 These By-laws, having been approved by the Board of Directors, are effective as of the 25th of January, 1993.

Donald Fink, Chairperson