

**THE SENIOR ALLIANCE, INC.**  
**Area Agency on Aging 1-C**



**ORGANIZATIONAL BYLAWS**

**Approved: April 29, 2011**

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**Organization Bylaws of  
The Senior Alliance, Inc.  
(Area Agency on Aging 1-C)**

**Article I**

**Name, Planning and Service Area, and Legal Basis**

The name of this organization is The Senior Alliance, Inc. hereinafter also referred to as TSA, Area Agency on Aging 1-C, the agency, or the Corporation. It has been designated by the State of Michigan to function as a Health Care Delivery System to administer the Medicaid Waiver program, and to operate as the Area Agency on Aging for Planning and Service Area (PSA) 1-C, which is composed of the following thirty-four (34) communities of southern and western Wayne County.

Allen Park	Huron Twp.	Rockwood
Belleville	Inkster	Romulus
Brownstown Twp.	Lincoln Park	Southgate
Canton Twp.	Livonia	Sumpter Twp.
Dearborn	Melvindale	Taylor
Dearborn Heights	Northville	Trenton
Ecorse	Northville Twp.	Van Buren Twp.
Flat Rock	Plymouth	Wayne
Garden City	Plymouth Twp.	Westland
Gibraltar	Redford Twp.	Woodhaven
Grosse Ile Twp.	River Rouge	Wyandotte
	Riverview	

The Senior Alliance has been incorporated in the State of Michigan as a private nonprofit organization. It operates in accordance with Section 501 (c) (3) of the United States Internal Revenue Code.

As an Area Agency on Aging, TSA operates under regulations and policies of The Older Americans Act, Older Michiganians Act, the Michigan Commission on Services to the Aging, the Michigan Office of Services to the Aging (OSA), the Michigan Department of Community Health, and appropriate federal and state laws.

The name of the policymaking body shall be the "Board of Directors of The Senior Alliance, Inc." hereinafter referred to as the Board.

**Article II**

**Purpose and Goals**

**Mission Statement:** To coordinate a comprehensive network of services in southern and western Wayne County to enable older persons to function as independently as possible in the community environment that suits their needs. To provide the advocacy, programming, planning, contracting, funding, and personnel necessary to accomplish the foregoing purpose.

Pursuant to this mission, the Board shall perform the following functions:

- a. Assess the needs of the elderly in the planning and service area;
- b. Develop and implement an Area Plan to meet the needs of older persons;

- c. Coordinate existing services in public and private sectors to maximize existing resources for services to the elderly;
- d. Allocate available federal (including Older Americans Act) and state (including Older Michigianians Act and Medicaid Waiver) funds to operate programs and services directly or through contractual or purchase of service agreements with agencies and organizations to meet the objectives of the Area Plan and the Medicaid Waiver program;
- e. Develop new resources in the public and private sectors to serve older people;
- f. Serve as a focal point for advocacy and service development on behalf of older persons by establishing the agency as the Single Point of Access for the region;
- g. Emphasize accessibility to services especially for those considered to be in the greatest economic or social need, including the disabled;
- h. Provide effective leadership and advocacy of comprehensive services for the elderly through technical assistance to service providers and training for personnel implementing the Area Plan;
- i. Act as a resource to other organizations in the public and private sectors, that wish to better serve older persons;
- j. Work cooperatively and closely with TSA's Advisory Council by requesting and reviewing the Council's recommendations and technical assistance, particularly concerning needs and priorities of older people and potential contracts with service agencies for delivery of service and implementation of the Area Plan; and
- k. Coordinate and plan for the equitable delivery of services to the aging in PSA 1-C.

### **Article III**

#### **Members of the Board**

**Section 1. Number of Members:** The Board shall be composed of eighteen (18) voting members. Board members shall be residents of TSA's Planning and Service Area.

**Section 2. Composition of the Board:** The membership of the Board shall be appointed as follows:

- a. Six (6) members shall be appointed by the Mayors and Township Supervisors of the Conference of Western Wayne (CWW). Eligibility requirements and suggested qualifications for Board membership developed by the Board shall be transmitted to the CWW by TSA staff no later than May 1 of each year.
- b. Six (6) members shall be appointed by the Mayors and Township Supervisors of the Downriver Community Conference (DCC). Eligibility requirements and suggested qualifications for Board membership developed by the Board shall be transmitted to the DCC by TSA staff no later than May 1- of each year.
- c. One (1) member shall be the Chairperson of TSA's Advisory Council. The Vice Chairperson of TSA's Advisory Council shall serve as an alternate voting member on the Board in the absence of the Chairperson of TSA's Advisory Council.
- d. Five (5) members shall be At-Large members appointed by the serving members of the Board. All at-large Board members shall be recommended by the Board Membership Committee and elected by the serving members of the Board. Eligibility requirements and suggested qualifications for Board membership shall be developed by the Board and provided by TSA staff at the first meeting of the Board Membership Committee each year.

**Section 3. Prohibitions On Board Membership:** No employee, officer, or board member of a service

provider organization currently receiving funding from TSA shall be eligible for membership on the Board; nor shall anyone who is related to any of the following with a financial interest in a service provider organization:

- a. Any member of his or her immediate family;
- b. His or her live in companion;
- c. His or her business associate(s);

If a service provider organization submits an application to the Area Agency on Aging for funding, no employee, officer or board member of said service provider organization shall participate in any discussion or vote by the Board as it relates to the application for funding by said service provider organization; nor shall anyone who is related to any of the following with financial interest in said service provider organization:

- a. Any member of his or her immediate family;
- a. His or her live in companion;
- b. His or her business associate(s);

No elected official from the county, state or federal level of government shall serve as a member of the Board.

**Section 4. Terms of Office:** The terms of office for members of the Board shall be as follows:

- a. The Mayors and Township Supervisors of the Conference of Western Wayne and the Downriver Community Conference shall each appoint two members to a term of office expiring October 1, 2010.
- b. The Mayors and Township Supervisors of the Conference of Western Wayne and the Downriver Community Conference shall each appoint two members to a term of office expiring October 1, 2011.
- c. The Mayors and Township Supervisors of the Conference of Western Wayne and the Downriver Community Conference shall each appoint two members to a term of office expiring October 1, 2012.
- d. The Chairperson of TSA's Advisory Council shall serve a term of office on the Board which is concurrent with his/her service as Chairperson of TSA's Advisory Council.
- e. The Board shall appoint one at-large member to a term of office expiring October 1, 2010.
- f. The Board shall appoint two at-large members to terms of office expiring October 1, 2011.
- g. The Board shall appoint two at-large members to terms of office expiring October 1, 2012.

Following the initial terms of office described above, subsequent appointments shall be for three (3) year terms which expire on October 1<sup>st</sup>. There shall be no limit on the number of terms an individual may serve on the Board.

**Section 5. Attendance:** Each member of the Board is expected to attend all Board meetings, assigned committee meetings and Board retreats. All Board members are expected to serve on at least one standing or ad-hoc committee. All Board members are expected to provide an electronic communication address to TSA staff for receipt of meeting notices.

**Section 6. Alternates:** No Board member appointed by the CWW, DCC or At-Large Board member shall have an alternate. The Advisory Council Vice Chairperson shall serve as an alternate voting member on the Board in the absence of the Chairperson of the Advisory Council.

**Section 7. Removal from Office for Unexcused Absences:** TSA staff shall keep an attendance record of each Board member. Where the record shows three (3) or more unexcused absences in a calendar year the Chairperson of the Board may write the appointing body and request the selection of a more active representative to complete the term of office.

If the Board member in question is an At-Large Board member the Board may vote to remove the member and instruct the Board Membership Committee to convene a special meeting and recommend a new Board member for appointment to complete the term of office.

If the Board member in question is the Advisory Council Chairperson the Board may vote to remove that member from the Board. The Advisory Council shall then select a new Chairperson.

**Section 8. Vacancies:** In the event of a vacancy on the Board in a seat from the Conference of Western Wayne or the Downriver Community Conference the Board Chairperson shall write the appointing body notifying them of the vacancy and request the appointment of a new Board member to complete the term of office. If the appointing body does not appoint a new Board member at its next regular meeting or within 30 business days of receiving the notice of vacancy, whichever is longer, the Board may instruct the Board Membership Committee to convene a special meeting and recommend a new Board member for appointment to complete the term of office.

In the event of a vacancy on the Board in an At-Large seat the Chairperson of the Board shall instruct the Board Membership Committee to convene a special meeting and recommend a new Board member for appointment to complete the term of office.

The new Board member will assume all the responsibilities of the past Board member with the following exceptions:

- a. An elected officer position on the Board of Directors;
- b. Chairperson of a committee; and
- c. Membership on the Executive Committee.

**Section 9. Annual Community Match.** The annual community match is due April 1. Communities whose fiscal policies or guidelines do not allow remittance by the due date are asked to contact The Senior Alliance.

**Section 10. Responsibilities of the Board of Directors.**

The Board of Directors shall have the following duties and responsibilities:

- a. Adoption and/or amendments of the Bylaws;
- b. Consideration of all board standing, ad hoc, special committees and task force recommendations;
- c. Adoption of the Multi-year Area Plan, Annual Implementation Plan, and/or amendments;
- d. Bi-annual reviews, of progress in implementing the annual plan;
- e. Approval of contracts with service agencies for delivery of services and implementation of the Board's plans;
- f. Determination and allocation of state and federal funds within the PSA;
- g. Establishment of policy and monitoring of implementation of the policies of TSA;

- h. Election of officers;
- i. Development of policy and programs related to services for older people by acting as advocates and spokesmen on issues at the federal, state, and local levels;
- j. Participation in resource development and fund-raising issues on behalf of the agency;
- k. Approval of membership of the Advisory Council and Corporate Committee;
- l. Review and approval of any responses to findings of OSA assessments of agency performance; and,
- m. Review of the fiscal status of the agency at each regular meeting.

## **Article IV**

### **Officers of the Board of Directors**

**Section 1. Responsibilities of Officers.** The Board of Directors will elect a Chairperson, Vice Chairperson, Secretary and Treasurer of TSA at the Annual meeting. They shall perform the duties as prescribed by these Bylaws and by the parliamentary authority adopted by the Board of Directors of The Senior Alliance.

**Chairperson** - The Chairperson shall be the President and Chief Executive Officer of the Board of Directors and a member of the Executive Committee. The Chairperson shall preside at all meetings of the Board and Executive Committee. Except for the members of any committee whose appointment is otherwise specified in these Bylaws, the members of all committees will be recommended by the Chairperson and subject to the approval of the Board. Except where otherwise specified in these Bylaws, the Chairperson shall be a non-voting ex-officio member of all committees. The Chairperson will serve as the presiding officer for any appeals submitted to the Board. The Chairperson will have such additional powers and perform such additional duties as will from time to time be assigned by the Board.

**Vice Chairperson** - The Vice Chairperson shall serve as an officer of the Board and as a member of the Executive Committee. The Vice Chairperson shall serve as Chairperson of the Board, the Executive Committee and any committee normally chaired by the elected Chairperson, in his or her absence.

**Secretary** - The Secretary shall serve as an officer of the Board and as a member of the Executive Committee. The Secretary shall sign approved minutes of Board and Executive Committee meetings. In the absence of the Secretary, the presiding officer shall sign approved minutes of Board and Executive Committee meetings. All records shall be maintained by staff at TSA.

**Treasurer** - The Treasurer shall serve as an officer of the Board and as a member of the Executive Committee. The Treasurer shall serve as Chairperson of the Finance Committee.

**Section 2. Election of Officers.** Officers shall be members of the Board. Officers of the Board shall automatically become members of the Executive Committee. The term of office for all officers of the Board begins upon election at the Annual meeting. Each officer of the Board shall serve for one year until the next Annual meeting of the Board or until a successor is appointed. There shall be no limit on the number of terms a Board member may serve as an officer of the board.

**Section 3. Authorized Signatures.** The Chairperson, Vice Chairperson, Secretary, and Treasurer of

the Board and the Executive Director or his or her designee shall be authorized to sign all official documents on behalf of the Board of Directors.

**Section 4. Resignation.** Any Board officer may resign at any time by giving written notice to the Chair. Such resignation will take effect at the time specified in the notice, or if no time is specified, immediately.

**Section 5. Removal.** Any Board officer may be removed from office, with or without cause by a majority vote of the Board members then in office.

**Section 6. Vacancies.** A vacancy in any office will be filled by the Board for the remainder of the of the replaced officer by special election.

## **Article V** **Meetings**

**Section 1. Regular Meetings.** The Board shall meet no less than six (6) times per year, including the Annual meeting, or as often as may be required by the Michigan Office of Services to the Aging Minimum Operating Standards. The Board shall approve and publish a Regular meeting schedule prior to the beginning of each fiscal year. Regular Board meetings are to be held on the fourth Thursday of the month, with the exception of the Annual meeting, and will be held at the principal business office of The Senior Alliance. As necessary, the Chairperson, in consultation with staff and with proper notice to the board, may relocate, cancel or reschedule a Regular meeting.

**Section 2. Annual Meeting.** A regular Annual meeting of the Board shall be held on the last Friday of April at such time and place as shall be designated by the Chairperson. The purpose of the Annual meeting is to elect Officers of the Board for the ensuing year, consider and approve the nominees for standing committees, consider and approve nominees for Advisory Council officers and the transaction of other business properly brought before the meeting.

**Section 3. Special Meetings.** Special meetings of the Board may be called at the discretion of the Chairperson, in consultation with staff, or at the written request of five (5) Board members. Special meetings will be held at the principal business office of The Senior Alliance, unless otherwise directed by the Chairperson and stated in the meeting notice. Notice of Special meetings shall be provided to the members of the Board as prescribed in Article V, Section 4 of these Bylaws. All action shall be limited to the purpose and agenda specified in the meeting notice.

**Section 4. Notice of Meetings.** Written notice containing the time and place for all Regular meetings of the Board and all meetings of committees shall be given by electronic transmission not less than three (3) business days prior to a meeting. Notice of a Regular meeting need not state the purpose or purposes of the meeting nor the agenda items to be acted upon at the meeting. Notice of a Special meeting shall be given by electronic transmission not less than eighteen (18) hours prior to the Special meeting and state the purpose or purposes of the meeting.

Attendance of a Board member at a Board or committee meeting constitutes a waiver of notice of the meeting, except where the member attends the meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

**Section 5. Quorums.** A quorum of the Board, Advisory Council and Corporate Committee shall consist of no less than one-third of the current elected and serving members plus one. Vacancies shall not be counted for the purpose of ascertaining the presence of a quorum.

A quorum of the Executive, Finance, Program, Review, Board Membership, all Ad-Hoc Committees, all Special Committees and all Task Forces shall consist of a majority of committee members elected and serving. Vacancies shall not be counted for the purpose of ascertaining the presence of a quorum.

**Section 6. Voting Procedures.** Unless otherwise specified in these Bylaws, adoption or passage of any question shall require a majority of those present and eligible to vote. A quorum must be present.

## **Article VI** **Committees**

**Section 1. Committees of the Board.** The Board, by resolution adopted by a majority of the Board members in office, may designate and appoint one or more committees which shall have and exercise the authority of the Board of Directors in the governance of the Corporation, however, no committee shall have the authority to:

- a. Amend the Articles of Incorporation;
- b. Amend or repeal these Bylaws;
- c. Elect or remove any officer or director;
- d. Adopt a plan of merger or consolidation;
- e. Approve the sale, lease or exchange of all or substantially all of TSA's property and assets;
- f. Fix vacancies on the Board;
- g. Fix compensation of members of the board for serving on the board or on a committee; or
- h. Authorize the voluntary dissolution of the Corporation.

**Section 2. Executive Committee.** Between meetings of the Board, on-going oversight of the affairs of the Corporation will be conducted by an Executive Committee. The Executive Committee shall represent and act for the Board when it is not in session to the extent permitted by law. The membership of the committee shall be the four (4) officers of the Board, who are not also employees of the Corporation, and the Chairperson of the Advisory Council. The Vice Chairperson of the Advisory Council shall not serve as an alternate on the committee. A sixth member of the Executive Committee may be nominated by the Board Chairperson and subject to approval by the Board. The sixth member must be a member of the Board. The Board Chairperson shall be the Chairperson of the committee, the Board Vice Chairperson shall be the Vice Chairperson of the committee and the Board Secretary shall be the Secretary of the committee. The committee will be scheduled to meet no less than four (4) times per year.

The Executive Committee may make recommendations to the Board on the following subjects:

- a. Recommendations from committees;
- b. Policy decisions;
- c. Authorization of budget expenditures;
- d. Implementation of the Area Plan, Annual Implementation Plans, and/or amendment;
- e. Any study, policy discussion, plan, or other TSA matter;
- f. Community Match oversight;

- g. Selection and dismissal of the Executive Director;
- h. Reviewing and revising TSA's Personnel Policies;
- i. Reviewing salary structures, fringe benefits, and recommending salary range adjustments to the Finance/Program Committee and the Board;
- j. Resolving grievances by employees in accordance with provisions in TSA's Personnel Policies;
- k. Annually evaluating the Executive Director;
- l. Remuneration changes to the Finance Committee and the Board; and
- m. Annually reviewing the Organizational Bylaws.

The Executive Director or his/her designees, shall first notify the Board of action taken at Executive Committee and provide the Board with an opportunity to object as described in Article VI, Section 2.a. below. Unless otherwise objected to, the Executive Committee actions shall be considered the action of the full Board.

- a. Objection to Executive Committee Action.
  - i. Any member of the Board may object to an action by the Executive Committee taken on the Board's behalf by presenting the objection in writing to the Chairperson and Executive Director, or his/her designee, at the agency's business address within three (3) business days of the sending of the notice of proposed action. The Executive Director, or his/her designee, shall report on each objection to the full Board no later than the next Regular meeting of the Board.
  - ii. In the event five (5) or more members of the Board object to a proposed action of the Executive Committee, a Special meeting of the Board shall be called as prescribed in Article V, Section 3 of these Bylaws. The Special meeting shall occur no later than the next scheduled Regular meeting of the Board. Executive Committee action or actions which are the subject of the objections of five (5) or more Board members shall not be implemented or acted upon by TSA staff until the action is reviewed by the Board.

**Section 3. Finance Committee.** The Finance Committee will consist of no less than five (5) members and may include non-Board members; provided, however that at all times, a majority of the committee will be composed of members of the Board. The Treasurer of the Board shall serve as the committee chairperson. The committee will meet as needed. The committee's duties will be to:

- a. Approve the allocation of funds over the Executive Director's allowable limit;
- b. Approve the payment of bills;
- c. Ensure the preparation of accurate and timely financial reports;
- d. Review financial reports with the Board to explain budget deviations and make recommendations;
- e. Review internal financial controls;
- f. Review budgets of special projects or committees as appropriate;
- g. Review, on an annual basis, the sources of funding for the organization;
- h. Arrange for an annual audit of the financial operations, review audit report with the auditor, and reports the results to the board;
- i. Recommend to the board the investment and disposition of funds and report to the board on a regular basis the conditions of such investments;
- j. Review the preparation of all tax forms and licenses as required by law; and
- k. Ensure that the organization is adequately insured.

**Section 4. Program Committee.** The Program Committee will consist of no less than five (5) members and may include non-Board members; provided, however that at all times, a majority of the committee will be composed of members of the Board and one Advisory Committee member. The committee will be scheduled to meet no less than four (4) times per year. The committee's duties will be to:

- a. Review the draft Annual Implementation Plan, as reported by the Advisory Council;
- b. Review the draft Multi-year Plan, as reported by the Advisory Council;
- c. Review the progress of staff in meeting the goals and objectives of the Multi-Year Plan and the annual Implementation Plan;
- d. Ensure the preparation of accurate and timely reports on programmatic activities, as requested by the Board; and
- e. Review evidence-based disease prevention programs, Aging and Disability Resource Center activities and pilot projects.

**Section 5. Corporate Committee.** The Corporate Committee will consist of no less than seven (7) members and shall not include members of the Board or members of the Advisory Council, with the exception that one (1) member of the Corporate Committee may serve on the Advisory Council. The Board may by resolution adopt a policy setting forth the qualifications for members of the Corporate Committee. Appointments to the Corporate Committee may be made by recommendation of a member of the Board or by recommendation of the Corporate Committee, and are subject to approval by the Board. A Corporate Committee member may identify an alternate who can attend Corporate Committee meetings on his or her behalf, however, the names of alternates must be submitted in writing to TSA staff. The committee will meet no less than four (4) times per year.

The committee's duties will be to make recommendations to the Board on potential and ongoing resources development and entrepreneurial activities, participate in those activities and assist the agency in establishing relationships with the private sector.

**Section 6. Board Membership Committee.** The Board Membership Committee will consist of no less than five (5) members and may include non-Board members; provided, however that at all times, a majority of the committee will be composed of members of the Board. The committee will meet as needed. The committee's duties will be to:

- a. Recommend a slate of candidates for appointment as Board officers at the meeting of the Board prior to the Annual meeting;
- b. Recommend a slate of candidates for appointment to At-Large seats on the Board on the Board as needed;
- c. Recommend candidates for receipt of awards at the Annual meeting; and
- d. Monitor participation of Board members and make appropriate recommendations in keeping with policies established by the Board.

**Section 7. Review Committee.** The Review Committee will consist of no less than five (5) members and shall include only current members of the Board with the Board Chairperson serving as the committee chair. The committee will meet as needed. The committee's duties will be to review all proposals and staff recommendations at an open meeting. The committee shall forward the committee's recommendations and staff's recommendations to the Board. The Advisory Council will receive notice of the committee's and staff's recommendations for informational purposes.

**Section 8. Advisory Council.** The Advisory Council shall exist as prescribed in The Senior Alliance Inc., Area Agency on Aging 1-C, Advisory Council Bylaws. The Advisory Council's purpose is to advise the Board on matters related to older persons, including community perspectives on activities and issues related to the agency. Appointments to the Advisory Council shall be made by recommendation of the Advisory Council, subject to approval by the Board. The Advisory Council Chairperson shall serve as a voting member of the TSA Board of Directors.

**Section 9. Other Committees and Task Forces.** The Board may create and appoint members to such other committees and task forces as they shall deem appropriate. Such committees and task forces shall have the power and duties designated by the Board, and shall give advice and make non-binding recommendations to the Board.

**Section 10. Committee Officers.** Except where indicated otherwise in these Bylaws, committees shall nominate and elect a Chairperson, Vice Chairperson and Secretary from the committee membership at the committee's first meeting after the Board's Annual meeting. Committees shall report their slate of elected officers to the Board for informational purposes only.

**Section 11. Committee Membership.** Committee membership should be representative, as nearly as possible of TSA's organizational identity and reflect a diversity of experience, knowledge, skills and abilities. The Chairperson shall strive to nominate all members of the Board to serve on a committee each year.

**Section 12. Term of Office.** The term of office for all committee members begins upon approval by the Board at the Annual meeting. Each member of a committee shall serve for one year until the next Annual meeting of the Board or until a successor is appointed, unless the committee is sooner dissolved.

**Section 13. Vacancies.** With the exception of the Corporate Committee and Advisory Council, vacancies in the membership of committees may be filled by the Chairperson of the Board with approval of the Board. Vacancies on the Corporate Committee and Advisory Council shall be filled in the same manner as members are elected.

**Section 14. Rules.** Each committee and task force may adopt rules for its meetings not inconsistent with these Bylaws or with any rules adopted by the Board.

## **Article VII**

### **Parliamentary Authority**

The Board shall refer to the rules contained in the current edition of *Roberts Rules of Order Newly Revised* for guidance in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the organization may adopt. All meetings must follow the Open Meeting Act of 1976, as amended, in accordance with Office of Services to the Aging Operating Standards.

## **Article VIII**

### **Amendments of Bylaws**

Amendments to these Bylaws will be voted upon by the Board as the need arises at special or regular Board meetings. For a proposal to be considered, it must be presented, in writing, to the Board at least thirty (30) days prior to the Board meeting at which the amendment will be adopted. If a majority of the members of the Board then in office approve an amendment to the Bylaws the amendment shall take effect as indicated.

## **Article IX** **Code of Ethics**

The Board, Advisory Council, and staff shall operate under the following rules when voting or acting on any decision affecting an applicant agency and/or contractor.

### **Section 1. Code of Ethics**

- a. Board members, Advisory Council members, or staff members shall not participate in the selection, award, or administration of a contract if the individual has any interest in the applicant agency and contractor, or under any of the following conditions:
  1. The Board member, Advisory Council member, or staff member himself or herself has a financial interest in the contract;
  2. The Board member, Advisory Council member, or staff member's immediate family has a financial interest in the contract;
  3. The Board member, Advisory Council member, or staff member's partner has a financial interest in the contract;
  4. A financial interest in the contract is held by any organization, in which any of the persons listed in (a) through (c) is an officer, director, or employee, or by a person or organization with whom any of the persons listed in (a) through (c) is negotiating or has any arrangement concerning prospective employment.
- b. A Board member, Advisory Council member, or staff member shall make known a potential conflict of interest under one (#1) above before a vote regarding a contract.
- c. A Board members, Advisory Council members, or staff members shall abstain from discussing a relevant motion, making a recommendation, or voting in regard to a contract, grant, or policy if his or her personal or business interest is involved as described in (#1) above;
- d. Board members, Advisory Council members or staff members should not participate in writing letter(s) of support for an applicant agency or a contractor. If the member writes a letter of support, he or she will be considered to have a conflict of interest, and should abstain from voting on any decision affecting the applicant agency and/or contractor.\*

\* This does not cover requests for funding from other sources or issues that do not affect The Senior Alliance.

Corporate Committee members shall disclose any financial relationship or interest they may have with organizations receiving funds from The Senior Alliance.

### **Section 2. Outside Activities, Employment, and Directorships**

Board members, Advisory Council members, and staff share a serious responsibility for the good public relations, especially at the community level. Their readiness to help with The Senior Alliance charitable, educational, and civic activities brings credit to The Senior Alliance and is encouraged.

However, Board members, Advisory Council members, and staff must avoid acquiring any business interest or participating in any activity outside the Board membership that would, or would appear to create an excessive demand upon their time and attention, thus depriving the Agency of their best efforts on the job or create a conflict of interest—an obligation, interest, or distraction—that may interfere with the independent exercise of judgment in the Agency’s best interest.

a. Relationships with Clients and Suppliers

Board members, Advisory Council members, and staff should avoid investing in or acquiring a financial interest for their private accounts in any business organization that has a contractual relationship with The Senior Alliance or that provides goods, services, or both to the Agency, if such investments or interest could influence or create the impression of influencing their decisions in the performance of their duties on behalf of the Agency.

b. Gifts, Entertainment and Favors

Board members, Advisory Council members, and staff must not accept entertainment, gifts or personal favors unless of a nominal value (up to \$20, twenty dollars each occurrence) that could, in any way, influence, or appear to influence, business decisions in favor of any person, business, or organization with whom or with which the Agency has, or is likely to have, business dealings.

Examples of gifts that are of nominal value are promotional/logo items such as note pads, calendars and pens. Other items of nominal or minor value (e.g., a box of candy or fruitcake) that are merely tokens of appreciation and not related to any particular transaction are acceptable.

These guidelines are not intended to be all-inclusive, but do provide a foundation for sound business judgment and the maintenance of appropriate vendor relationships.

Quality products at a fair price are the primary expectation of our vendor relationships.

c. Kickbacks and Secret Commissions

With regard to TSA’s business activities, employees and the Board may not receive payment or compensation of any kind. In particular, the Agency strictly prohibits the acceptance of kickbacks and secret commissions from suppliers or others. Any breach of this rule will result in immediate termination and prosecution to the fullest extent of the law.

d. The Senior Alliance Funds and Assets

Board members, Advisory Council members, and staff who have access to The Senior Alliance funds in any form or amount must follow the prescribed procedures for recording, handling, and protecting the money. The Agency imposes strict standards to prevent fraud, theft, or dishonesty. If an individual becomes aware of any evidence of fraud or theft, a Fraud, Theft, and Corruption Disclosure Form should be filed so that the Agency can promptly investigate the matter.

When Board members, Advisory Council members, and staff position requires expending

Agency's funds or incurring reimbursable personal expenses, that individual must use good judgment on the Agency's behalf to ensure that good value is received for the expenditure.

The Senior Alliance funds and assets are for the Agency purposes only.

e. Records and Communications

Accurate and reliable records of many kinds are necessary to meet TSA's legal and financial obligations and to manage the affairs of the Agency. The agency's books and records must reflect all business transactions in an accurate and timely manner. Board members, Advisory Council members, and staff responsible for accounting and recordkeeping must fully disclose and record all assets and liabilities, and must exercise diligence in enforcing these requirements.

Board members, Advisory Council members, and staff must not make or engage in any false record or communication of any kind, whether internal or external, including but not limited to false expense, attendance, production, financial, or similar reports and statements, advertising, deceptive marketing practices, or other misleading representations.

f. Dealing with Outside People and Organizations

Board members, Advisory Council members, and staff must take care to separate their personal roles from their Senior Alliance positions when communicating on matters not involving Agency business. Board members, Advisory Council members, and staff must not use the Agency identification, stationary, supplies, and equipment for personal or personal political matters.

The Executive Director handles all public comments and communications. The Board members, Advisory Council members, and staff must not presume to speak for the Agency unless specifically authorized to do so, and should refer all communication matters to the Executive Director.

When dealing with anyone outside the Agency, including the Agency public officials, Board members, Advisory Council members, and staff must take care not to compromise the integrity or damage the reputation of the Agency, or any outside individual, business, or governmental body.

All Board members must remember that all authority is vested in the full Board and not with individual board members. All Board members are expected to support the majority decision of the Board, regardless of how they personally voted on the matter.

g. Prompt Communications

In all matters relevant to patrons, suppliers, government officials, the public and others within the Agency, Board members, Advisory Council members, and staff must make every effort to achieve complete, accurate and timely communications—responding promptly and courteously to all proper requests for information and to all complaints.

h. Privacy and Confidentiality

When handling financial and personal information about clients or others with whom TSA has dealings, Board members, Advisory Council members, and staff should observe the following principles:

- Collect, use, and retain only the personal information necessary for the Agency business.
- Protect the physical security of this information at all times, and retain information only for as long as necessary or as required by law.

Limit internal access to personal information to those with a legitimate business or legal reason for seeking that information, and only use personal information for the purposes for which it was originally intended.

**Article X**

**Conflicts of Interest**

**Section 1. Disclosure.** When a member of the Board or an officer is affiliated with an organization seeking to provide services or facilities to TSA, or when a member of the Board or officer has any duality of interest or possible conflict of interest, real, or apparent, such affiliation or conflict of interest shall be disclosed to the Board of Directors and made a matter of record, either when the interest becomes a matter of Board action or as part of a periodic procedure to be established by the Board. An affiliation with an organization will be considered to exist when a Board member or officer or a member of his or her immediate family or close relative is an officer, director, trustee, partner, employee or agent of the organization, or has any other substantial interest or dealings with the organization.

**Section 2. Voting.** Any Board member or officer having a duality of interest or possible conflict of interest on any matter shall not vote or use his or her personal influence on the matter, and shall not be counted in determining a quorum for the meeting at which the matter is voted upon, even though permitted by law. The minutes of the meeting shall reflect that the disclosure was made, that the interested Board member abstained from voting, that his or her presence was not counted in determining a quorum, and that comparability data was considered.

**Section 3. Statement of Position.** The foregoing requirements should not be construed to prevent a Board member or officer from stating his or her position on the matter under consideration, nor from answering questions of other Board members relating to the matter.

**Article XI**

**Indemnification**

Each member and officer of the Board shall be indemnified by the Corporation as noted in TSA's Articles of Incorporation.

**The Senior Alliance Inc.  
Area Agency on Aging 1-C  
Advisory Council Bylaws**

**Article I**

**Name of the Advisory Council**

The name of this Council shall be: The Advisory Council of The Senior Alliance, Inc. (TSA) hereafter referred to as Advisory Council.

**Article II**

**Purpose**

The Advisory Council's purpose is to advise the Board and/or staff on matters related to older persons, including community perspectives on activities and issues related to the agency. This includes:

- a. Review and recommendations on the Area Plan, Annual Implementation Plans and/or substantive amendments;
- b. Assessment of the needs of the elderly population;
- c. Involvement on Review Committees for proposals submitted to TSA for funding;
- d. Public relations in the community, such as public speaking and interpreting TSA programs and services to community groups and leaders;
- e. Assistance in reviewing and evaluating federal and state services and projects within the community;
- f. Serving as linkages to community groups throughout the region, i.e. attending local meetings and interpreting TSA programs and services to service groups, and
- g. Presentation of ideas for program development; and
- h. Review and recommendations, when appropriate, regarding legislation that may affect seniors.

**Article III**

**Members of Advisory Council**

**Section 1. Membership.** The Advisory Council shall consist of at least fifteen (15) members approved by TSA's Board of Directors. The Advisory Council will recommend their own members, and submit them for review and approval by the Board. One member of the Corporate Committee may serve as a member of the Advisory Council.

**Section 2. Membership Representation.** The council is mandated under the Older Americans Act, as amended, to be composed of:

- a. More than 50% older persons as defined by the Older Americans Act;
- b. Older persons with greatest social and economic need;
- c. Minorities;
- d. Representation of units of local government;

- e. General public including persons with experience in the private and voluntary sectors;
- f. Service providers including a nutrition provider or representative; and
- g. Representatives of health care organizations including providers of veteran's health care.

**Section 3. Term of Membership.** The term of office for Advisory Council members begins upon approval by the Board at the Annual meeting. Each member of the Advisory Council shall serve for one year until the next Annual meeting of the Board or until a successor is appointed. There is no limit on the number of terms an individual may serve on the Advisory Council.

**Section 4. Alternates.** A member may identify an alternate who can attend on his or her behalf. The names of alternates must be submitted in writing to TSA staff for approval and election by the Board.

**Section 5. Attendance Requirement.** If any member or his or her alternate fails to attend three (3) meetings during a calendar year, and at least one-half of the scheduled meetings during a calendar year, without providing a reasonable excuse, the member will be dropped from membership. The Chairperson shall advise the Board when such an action takes place.

**Section 6. Vacancies.** Permanent vacancies in membership are filled in the same manner as original appointments. The Chairperson may appoint a membership committee to recruit and/or recommend individuals for membership.

**Section 7. Serving on Board Committees.** Advisory Council members shall not serve on the Board of Directors with the exception of the Advisory Council Chairperson or his/her alternate as prescribed in Article VI, Section 8 of TSA's Bylaws. Advisory Council members may not serve on any Board committees, except for the Program Committee, Ad-Hoc Committees and Task Forces.

#### **Article IV** **Officers**

**Section 1. Officers.** The Advisory Council shall nominate from its members the following officers: Chairperson, Vice Chairperson, and Secretary. The Chairperson and Vice Chairperson shall be from different municipalities. It is recommended that at least two (2) officers be age sixty (60) or over. The term of office for Advisory Council officers begins upon approval by the Board at the Annual meeting and expires at the subsequent Annual meeting of the Board, or until a successor is appointed.

**Chairperson** The Chairperson of the Advisory Council shall preside at all meetings of the Council. After consulting with staff, the Advisory Council Chairperson can cancel or reschedule a meeting. The Advisory Council Chairperson shall appoint all Advisory Council committees and shall be an ex-officio member of all Advisory Council committees. The Advisory Council Chairperson shall be a member of the Board and the Board's Executive Committee.

**Vice Chairperson** The Advisory Council Vice Chairperson shall preside and perform the duties of the Advisory Council Chairperson in the Chairperson's absence, and shall perform all other duties that may be assigned by the Chairperson. The Advisory Council Vice Chairperson shall serve as a voting member of the Board only in the absence of the Advisory Council Chairperson.

**Secretary** The Secretary shall sign all approved meeting minutes, and shall perform such other secretarial duties as may rise from time to time as directed by the Advisory Council. The secretary shall preside at Council meetings in the absence of the Chairperson and Vice Chairperson. TSA staff shall maintain approved minutes of Advisory Council meetings in a book provided for this purpose, and shall mail or electronically transmit to each member a copy of draft minutes prior to the next regular meeting.

**Section 2. Election of Officers.** The Advisory Council will recommend their own officers, and submit them for review and approval by the Board at the Annual meeting.

**Section 3. Parliamentarian.** There shall be a parliamentarian appointed by the Chairperson when necessary.

**Section 4. Mid-Term Vacancies.** In the event of a vacancy in the Chairperson's office, the Vice Chairperson shall assume the office and complete the term of the Chairperson. A vacancy of the Vice Chairperson's office shall be filled by the Secretary. A vacancy in the Secretary's office shall require the Advisory Council to recommend a new Secretary, and submit the nominee for review and approval by the Board.

#### **Article V** **Meetings**

**Section 1. Number of Meetings.** The Advisory Council shall meet at least six (6) times a year, at a time and place agreed upon by the members.

**Section 2. Quorum.** One-third of the current membership of the council plus one member shall constitute a quorum for all meetings. Vacancies shall not be counted for the purpose of ascertaining the presence of a quorum.

**Section 3. Special Meetings.** The Chairperson of the Advisory Council, in consultation with staff, and with the consent of the other officers, shall have the power to call Special meetings as deemed necessary. No less than two (2) days notice of such meetings must be given.

**Section 4. Acting on Behalf of the Advisory Council.** The officers of the Advisory Council are authorized to act on behalf of the Advisory Council when time constraints require immediate action. Such action shall be reported to the Advisory Council no later than the next scheduled Regular meeting.