

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



**ORGANIZATIONAL BYLAWS**

**Revised: January 10, 2008**  
**Approved: February 28, 2008**

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

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**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 or Area Agency on Aging 1-C. 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 comprised 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, 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 policy making body shall be the "Board of Directors of The Senior Alliance, Inc." hereinafter referred to as the Board. **All meetings are conducted to follow the Open Meeting Act of 1976, as amended, and in accordance with OSA Operating Standards.**

**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 which best 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 of Directors 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 Michiganians 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 comprised~~ consist of ~~up to 37~~ 18 voting members. Board members shall be residents of TSA's Public Service Area. ~~and shall include:~~

- ~~a. — one person from each municipality within the PSA to be designated by the chief elected official of that municipality;~~
- ~~b. — the Chairperson of the Advisory Council or his/her (alternate);-~~
- ~~e. — the Chairperson of the Corporate Committee or his/her (alternate); and~~
- ~~d. — one At Large Member and an alternate, both elected by the Board of Directors~~

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

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- a. Six 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 shall be transmitted to the CWW by TSA's Recording Secretary no later than June 1 of each year.
- b. Six members shall be appointed by the Mayors and Township Supervisors of the Downriver Community Conference (DCC). Eligibility requirements and suggested qualifications for Board membership shall be transmitted to the DCC by TSA's Recording Secretary no later than June 1 of each year.
- c. One 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 members shall be at-large members appointed by the serving members of the Board. The Board shall appoint the initial at-large members at its second meeting of 2010, upon recommendation of the Board Membership Committee. Upon expiration of the initial at-large terms, all future at-large Board members shall be recommended by the Board Membership Committee and appointed by the serving members of the Board. Eligibility requirements and suggested qualifications for Board membership shall be provided by TSA's Recording Secretary at the first meeting of the Board Membership Committee each year.

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

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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:

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

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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:

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

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

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~~Section 2. Alternates: Each chief elected official has the right to designate in writing a voting alternate who may serve in the absence of the designated Board member at any and all meetings, as outlined for each committee. The Advisory Council and the Corporate Committee, respectively, may also elect an alternate to serve on the Board in absence of the Chairperson, upon approval by the Board (see Article VII, Part A, Section 7, and Advisory Council Bylaws, Article IV, Section 1).~~

**Section 34. Terms of Office:** The terms of office 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.

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~~Terms of office for Board members or their alternates who represent communities shall be at the pleasure of the respective community’s chief elected official.~~

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Following the initial terms of office described above, subsequent appointments shall be for 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.

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**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.

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**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.

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**Section 7. Removal From Office for Unexcused Absenses:** ~~The TSA~~ staff shall keep an annual attendance record of each Board member. Where the record shows three (3) or more consecutive unexcused absences in a calendar year, the Chairperson of the Board may write the appointing body Chief elected official of that community, to and request the

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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.

When appropriate, when three or more consecutive absences occur within the Standing Committee membership, the Chairperson of the Advisory Council and Corporate Committee may seek new members via the same written procedure to the individual Board member. The Advisory Council Chairperson's alternate's term will correspond to the term of office of the Advisory Council Chairperson. The Corporate Committee Chairperson's alternate's term will correspond to the term of office of the Corporate Committee's ~~s~~ Chairperson.

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**Section 48. Vacancies:** In the event of a vacancy on the Board ~~of Directors 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 within 30 business days of receiving the notice letter 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.~~communities, the appointment of a replacement will be the responsibility of the chief elected official of the community that has the vacancy.~~ 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~~appointee~~ will assume all the responsibilities of the past Board member with the following exceptions:

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

~~**Section 5. Membership Goal.** It is the goal of The Senior Alliance that 50% of the Board members be over the age of 60. If the percentage should fall below 50%, the Chairperson may request that appointing officials, (when filling vacancies) consider selecting representatives who are age 60 or over.~~

**Section 69. Voting Privileges.** Voting privileges are reserved for Board members whose communities have paid their annual community match, unless otherwise recommended by the Executive/Personnel Committee and approved~~voted upon~~ by the Board ~~of Directors~~. This rule does not apply to the representatives ~~s~~ from the Advisory Council ~~or Corporate Committee~~.

**Section 710. Annual Community Match.** ~~The A~~annual community match, ~~which gives community representatives full voting rights on the Board of Directors,~~ is due April 1 (with a 30 day grace period for voting privileges only). The Executive/Personnel Committee has

the authority to recommend voting privileges for Board members whose communities ~~whose~~ match is not current due to special circumstances. Communities whose fiscal policies or guidelines do not allow remittance by the due date are asked to contact The Senior Alliance.

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**Section 811. Responsibilities of the Board of Directors.**

The Board of Director's shall have the following duties and responsibilities:

- a. Adoption and/or amendments of the Bylaws;
- b. Consideration of recommendations of the Advisory Council;
- c. Consideration of recommendations of the Executive/Personnel Committee;
- d. Consideration of recommendations of the Finance/Program Committee;
- e. Consideration of recommendations of the Corporate Committee;
- ~~f.~~ f. Consideration of recommendations of the Board Membership Committee;
- ~~g.~~ g. Consideration of recommendations from the Ad-hoc Committees.
- ~~h.~~ h. Adoption of an annual budget;
- ~~i.~~ i. Adoption of the Multi-year Area Plan, Annual Implementation Plan, and/or amendments;
- ~~j.~~ j. Bi-annual reviews, of progress in implementing the annual plan;
- ~~k.~~ k. Approval of contracts with service agencies for delivery of services and implementation of the Board's plans;
- ~~l.~~ l. Determination and allocation of State and Federal funds within the PSA;
- ~~m.~~ m. Establishment of policy and monitoring of implementation of the policies of TSA.
- ~~n.~~ n. Election of officers.
- ~~o.~~ o. Development of policy and program related to services for older people by acting as advocates and spokesmen on issues at the federal, state, and local levels;
- ~~p.~~ p. Participation in resource development and fund-raising issues on behalf of the agency;
- ~~q.~~ q. Approval of membership of the Advisory Council and Corporate Committee;
- ~~r.~~ r. Review and approval of any responses to findings of OSA assessments of agency performance; and,
- ~~s.~~ s. 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 officers of this organization shall be a Chairperson, Vice Chairperson, Secretary and Treasurer. 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 Chief Executive Officer of the Board of Directors, the Executive/Personnel Committee, and shall preside at all meetings of the Board and Executive/Personnel Committee. The Chairperson may appoint ad-hoc or special committees to assist him/her in execution of the functions and responsibilities of the office. The Chairperson will serve as the presiding officer for any appeals submitted before to the Board. The Chairperson shall be an ex-officio member of all committees with the exception of the Nominating Committee.

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

**Secretary** - The Secretary or Acting Secretary shall sign approved minutes of Board and Executive/Personnel 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/Personnel Committee. The Treasurer shall serve as Chairperson of the Finance Committee.

**Section 2. Election of Officers.** Officers shall be elected from the Board (see Article VII, Section 9, Item 2), for the nominating and election procedure, and shall automatically become members of the Executive/Personnel Committee.

**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. Vacancies.** In the case of a vacancy arising in the office of Chairperson, Vice-Chairperson, Secretary, or Treasurer, the Board shall fill the remainder of the term by a special election, to finish out the term of office.

In the event the Advisory Council Chairperson and Vice-Chairperson positions become vacant ~~and the Corporate Committee Chairperson and Vice-Chairperson positions are vacant, then~~ each respective committee must ~~go to follow~~ its nominating and election process as outlined in Article IV, Sections 1, 2, and the Advisory Council By-Laws Item 4, to elect a chairperson and vice-chair to fill the vacancy.

~~In the event the elected At Large Member serving on the Executive/Personnel Committee position becomes vacant, the Board must implement the nominating and election process as outlined in (Article VII, Part A, Sections 4 and 7a) of these bylaws, to elect the At Large Member. The At Large alternate shall temporarily fill the position until a new election is conducted.~~

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

**Section 1. Number of Meetings.** The Board shall meet at least six (6) times a year or as required by the Michigan Office of Services to the Aging Minimum Operating Standards. The Chairperson, in consultation with staff, may cancel or reschedule a meeting. Regular Board meetings are to be held on the fourth Thursday of each month. Additional meetings may be called, in consultation with staff, at the discretion of the Chairperson or at the request of ~~10~~7 Board members. Notice shall be provided to the members of the Board via

the United States Post Office at least 48 hours in advance, including a specific agenda for such a meeting. All action shall be limited to the purpose specified in such notice and agenda. A quorum must be present to conduct business. Vacancies will not count for the purpose of ascertaining the presence of a quorum.

**Section 2. Annual –Meeting.** The annual meeting of the Board will be held ~~in-on~~ the last Friday ~~later part~~ of April. All Board of Director Officers, Standing Committee officer designations, At-Large Member and alternate, will be voted on annually at the Annual Meeting.

**Section 3. Quorum.** A quorum shall consist of no less than one-third of the current members plus one. Vacancies shall not be counted for the purpose of ascertaining the presence of a quorum.

**Section 4. Voting Procedures.** Unless otherwise specified in these bylaws, adoption or passage by the Board of any question shall require a majority of those present and eligible to vote. A quorum must be present.

## **Article VI** **Executive/Personnel Committee**

### **Section 1. Membership**

The Executive/Personnel Committee shall be comprised of the Officers of the Board; and the Chairpersons of the Advisory Council, ~~and the Corporate Committee, and an At-Large Member and alternate, to be elected by the members of the Board of Directors. The Standing Committees' Vice Chair may serve as the alternate subject to approval by the Board.~~

**Section 2. Officers.** Officers shall be selected from the Board and shall automatically become members of the Executive/Personnel Committee.

**Section 3. Responsibilities.** The Executive/Personnel Committee shall make recommendations to the Board when appropriate 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. (Article III, Section 7).
- 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
- k. Personnel Policies;
- l. Annually evaluating the Executive Director and recommending;
- m. Remuneration changes to the Finance/Program Committee and the Board; and
- n. Annually reviewing the Organizational By-laws.

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**Section 4. Number of Meetings.** The Executive/Personnel Committee shall meet at least four (4) times a year, and as needed when requested by the Executive Director, Board Chairperson, or the Board.

**Section 5. Voting Procedures.** Unless otherwise specified in these bylaws, adoption or passage by the Executive/Personnel Committee of any question shall require a majority of those present and eligible to vote.

**Section 6. Acting for the Board.** The Executive/Personnel Committee shall represent and act for the Board when it is not in session. Executive/Personnel Committee actions shall bind the Board as full agency actions immediately subject to the following conditions:

1. If an objection arises, five (5) voting members of the whole Board must present the objection to the recording secretary within ten (10) business days, to be presented before the full Board within thirty-one (31) days.
2. If no objection arises within ten (10) business days, the Executive/Personnel Committee action shall bind the Board and the action is approved immediately.
3. The Executive/Personnel Committee will not have the power or authority to:
  - a. Amend the Articles of Incorporation;
  - b. Adopt an agreement of merger or consolidation;
  - c. Approve the sale, lease or exchange of all or substantially all of the Corporation's property and assets;
  - d. Approve the dissolution of the Corporation or a revocation of dissolution;
  - e. Amend the Bylaws of the Corporation;
  - f. Fill vacancies on the Board; or
  - g. Fix compensation of the Directors for serving on the board or on a committee.

**Section 7. Quorum.** One-third of the membership plus one shall constitute a quorum. Vacancies shall not be counted for the purpose of ascertaining the presence of a quorum.

**Section 8. Term of Office.** The term of office for Executive/Personnel Committee members will be one year subject to re-appointment, and shall correspond to the selection procedures for officers, Committee Chairpersons, and the At-Large Member.

## **Article VII** **Committees**

### **A. Standing Committees**

**Section 1. Number.** There shall be four (4) Standing Committees: Advisory Council, Finance/Program, Corporate, and Executive/Personnel.

**Section 2. Members.** With the exception of the Board Chairperson, who is an ex-officio member of all Committees; Board and Advisory Council members may not serve on the Corporate Committee. Voting committee membership on the other standing committees will be limited to voting Board and one (1) Advisory Council member and will be appointed by the Chairperson of the Board. Only the Advisory Council Vice-Chairperson may serve in the absence of the Advisory Council Chairperson. ~~Alternates may serve in the absence of the appointed Board or Advisory Council members.~~—The Board chairperson, with the approval of the Board, may appoint members of the public as non-voting committee members.

**Section 3. Quorums.** Quorums for all standing and ad-hoc committees shall be one-third of the current members plus one. Vacancies shall not be counted for the purpose of ascertaining the presence of a quorum.

**Section 4. Election of Chairperson.** The Standing Committee members shall elect their own Chairperson annually upon approval of the Board of Directors, with the exception of the Finance Committee, (see Article IV, Section 1, Treasurer). In the absence of a committee Chairperson the committee shall be chaired by the elected Vice-Chairperson or a member designated by the committee Chairperson.

**Section 5. Procedures for Recommendations.** All recommendations and actions of the committees will be forwarded to the Board of Directors for action.

**Section 6. The Finance/Program Committee** shall consist of at least five (5) voting Board members or one alternate each, and one (1) voting Advisory Council member, as selected by the Board Chairperson, or one alternate. ~~If the voting board member has an appointed alternate, the alternate may act as the appropriate voting member of the Finance/Program Committee. If the board member does not have an alternate, the Board Chairperson will appoint an alternate to act as the voting member.~~

The Finance/Program Committee shall have the following responsibilities:

- a. Reviewing the annual budget;
- b. Reviewing all budget changes, such as changes in funding levels, account transfers;
- c. Reviewing monthly status of funds;
- d. Development of the Area Plan and conducting public hearings or forums;

- e. Reviewing progress in meeting current Area Plan objectives semiannually and

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- f. reporting to the Board;
- g. Overseeing the contracting process;
- h. Reviewing the manner and form in which applications and reports from contractors shall be received; and
- i. Implementing the contracts including review of pertinent information and making recommendations regarding subsequent funding, funding with conditions, and non-funding.

**Section 7. The Corporate Committee** shall consist of at least seven (7) members who are not members of the Board or Advisory Council, with the exception of the Corporate Chairperson and the Vice-Chair. The members shall be primarily representatives or retirees from private sector businesses or organizations. The committee shall meet at least four (4) times per year.

The committee shall make recommendations to the Board on potential and ongoing resource development and entrepreneurial activities and assist the agency in establishing relationships with the private sector.

- a. **Membership-** The committee shall elect a Chairperson, Vice-Chair, and Secretary from its voting membership. The annual meeting for the election of officers of the Corporate Committee shall take place in the month of April.
- b. **Officers-** The Corporate Committee shall elect a Chairperson to serve on the ~~Board of Directors~~ Advisory Council as a voting member. ~~The Chairperson of the Corporate Committee shall also serve on the Executive/Personnel Committee.~~ The Vice-Chairperson of the Corporate Committee shall serve as the Corporate Chairperson's alternate to the Advisory Council.
- c. **Vacancy in Corporate Council Chair and Vice-Chair-** In the event the Corporate Committee Chairperson and Vice-Chair positions are vacant, then the committee must go to its nominating and election process as outlined in (Article VII, Section 4), to elect a Chairperson and Vice-Chairperson to fill the vacancy, subject to approval by the Board of Directors.
- d. **Term of Membership.** The term of membership shall be for one year subject to re-appointment by the Board of Directors.
- e. **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 to be approved by the Board.
- f. **Attendance Requirement.** If any member or his or her alternate fails to attend three (3) consecutive meetings, and at least one-half of the scheduled meetings during a year, without providing a reasonable excuse, the Corporate Committee Chairperson may seek new members by way of the same written procedure, as the Board of Directors, to the individual member.

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g. **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.

h. **Voting and Quorum.** Unless otherwise specified in these bylaws, voting by the Corporate Committee on any question shall require a majority of those present and eligible to vote. A quorum of one-third plus one is required to conduct business.

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Vacancies shall not be counted for the purpose of ascertaining the presence of a quorum.

**Section 8. The Executive/Personnel Committee shall exist as defined in Article VI.**

**Section 9-B. Ad-Hoc Committees.**

**Section 1. Appointment.** The Chairperson of the Board shall appoint ad-hoc committees and committee chairpersons as needed, and designate their responsibilities. The Board Chairperson shall have the discretion to appoint members of the public to appropriate ad-hoc committees.

**Section 2. Nominating Committee.** By the first of November of each year, the Chairperson will appoint a Nominating Committee to nominate officers and award recipients for the upcoming year.

Nominees will be chosen from voting Board membership as outlined below. The Nominating committee will consist of five members as follows, and will select a Chairperson to oversee the Committee:

(One) (1)- Advisory Council ~~Member~~ Chairperson;  
~~(One) (1)- Corporate Committee Member; and~~  
~~(Three) (3)~~ ~~Four~~ (4)- Board Members.

A Nominating Committee member that is nominated for an award or a Board officer position shall abstain from the voting process.

The Nominating Committee will meet after its creation and present its report of the nominations and award recipients to the Recording Secretary no later than November 30~~th~~, each calendar year. The Recording Secretary will report the nominations and award recipients to the full Board in January of each year.

The Nominating Committee will present its report at the Board meeting prior to the Annual Meeting for election of officer position purposes. In the event that a position for an officer is sought by two or more individuals, all elections will be conducted by secret ballot at the Board meeting, prior to the Annual meeting. Nominations from the floor shall also be accepted. Newly elected Board officers

will assume their roles on May 1. Term(s) of office shall be one (1) year.

A quorum of one-third plus one is required to conduct business.

Vacancies shall not be counted for the purpose of ascertaining the presence of a quorum.

**Section 3. Review Committee.**

~~1.~~

A Review Committee shall be appointed by the Board Chairperson and shall be composed of the following voting members:

- ~~Two One (2) - Advisory Council Chairperson; Members;~~
- One (1) - Advisory Council Vice-Chairperson;
- Four (4) - Finance/Program Committee Members;
- Two (2) - Executive/Personnel Committee Members; and
- One (1) - Board Member

~~—~~ A quorum of one-third plus one is required to conduct business. Vacancies shall not be counted for the purpose of ascertaining the presence of a quorum.

~~Vacancies shall not be counted for the purpose of ascertaining the presence of a quorum.~~

This committee will review all proposals, at an open meeting, and forward all recommendations to The Senior Alliance (TSA) Board of Directors.

Advisory Council representative on the Review Committee will report the recommendations back to the full Advisory Council at its next scheduled meeting.

**Section 4. Board Membership Committee.**

No later than June 1 of each year the Board Chairperson shall appoint a Board Membership Committee to recommend individuals for appointment to expiring terms in At-Large seats on the Board. A quorum of the Board Membership Committee must be present to make recommendations. The Board Membership Committee will consist of five (5) Board members and select a committee chairperson to oversee activities of the committee. Eligibility requirements and suggested qualifications shall be utilized by the Board Membership Committee. The committee will recommend individuals to the Board for At-Large Board seats no later than the regular September meeting of the Board.

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**Article VIII  
Parliamentary Authority**

The rules contained in Robert's Rules of Order, Newly Revised, shall govern the procedures of the Board. All meetings must follow the Open Meeting Act of 1976, as amended, in accordance with OSA Operating Standards.

**Article IX**  
**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 two-thirds of the Board members present approve, the amendment shall take effect as indicated.

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**Article X**  
**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**

1. 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:
  - a. The Board member, Advisory Council member, or staff member himself or herself has a financial interest in the contract;
  - b. The Board member, Advisory Council member, or staff member's immediate family has a financial interest in the contract;
  - c. The Board member, Advisory Council member, or staff member's partner has a financial interest in the contract;
  - d. 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.
2. 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.
3. 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;
4. 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 members that would, or would appear to:

- i. Create an excessive demand upon their time and attention, thus depriving the Agency of their best efforts on the job.
- ii. 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.

### **1. 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.

### **2. 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.

**3. Kickbacks and Secret Commissions**

With regard to The Senior Alliance 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.

**4. 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 an 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.

**5. Records and Communications**

Accurate and reliable records of many kinds are necessary to meet The Senior Alliance'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
- False advertising, deceptive marketing practices, or other misleading representations

## **6. 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.

## **7. 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.

## **8. Privacy and Confidentiality**

When handling financial and personal information about clients or others with whom The Senior Alliance 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 XI**  
**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 the Corporation, 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 ~~should~~ 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 ~~should~~ shall not vote or use his or her personal influence on the matter, and ~~should~~ shall not be counted in determining a quorum for the meeting at which the matter is voted upon, even though permitted by law. ~~The Board should obtain and rely on appropriate comparability data, when appropriate.~~ The minutes of the meeting ~~should~~ 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 XII**  
**INDEMNIFICATION**

Each director and officer of TSA shall be indemnified by the Corporation to the full extent permitted by law against reasonable expenses incurred by him/her and/or damages imposed on him/her on behalf of the corporation if such action was authorized by the Board.

**Section 1.** The Corporation will, to the fullest extent now or hereafter permitted by law, indemnify any Director or officer of the Corporation (and, to the extent provided in a resolution of the Board of Directors or by contract, may indemnify any volunteer, employee or agent of the Corporation) who was or is a party to or threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding by reason of the fact that the person is or was serving at the request of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, officer, partner, member, volunteer, employee or agent of another corporation partnership, limited liability company, joint venture, trust or other enterprise, whether for profit or not for profit, against expenses including attorneys' fees (which expenses may be paid by the Corporation in advance of a final disposition of the action suit or proceeding as provided by law), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with the action, suit or proceeding, if the person acted (or refrained from acting) in good faith and in a manner the person reasonably believed to be in or not opposed to best interests

of the Corporation, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe his or her conduct was lawful.

**Section 2. Rights to Continue.** This indemnification will continue as to a person who has ceased to be a Director or officer of the Corporation. Indemnification may continue as to a person who has ceased to be a volunteer, employee or agent of the Corporation to the extent provided in a resolution of the Board of Directors or in any contract between the Corporation and the person. Any indemnification of a person who entitled to indemnification after such person ceased to be a Director, officer, volunteer, employee or agent of the Corporation will insure to the benefit of the heirs and personal representatives of that person.

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**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 be referred to as AAdvisory Council. @

**Article II  
Purpose**

The 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. Number of Members.** The Advisory Council shall consist of at least 15 members appointed by TSA's Board of Directors.

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

- a. More than 50% older persons;
- 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.

h. The Corporate Committee Chairperson shall be a voting member of the Advisory Council. The Corporate Committee Vice-Chairperson shall serve as a voting member of the Advisory Council only in the absence of the Advisory Council Chairperson. The Chairperson or Vice-Chairperson of the Corporate Committee shall not serve as an officer of the Advisory Council.

**Section 33. Term of Membership.** The term of membership shall be for one year (1) year subject to reappointment.

**Section 44. 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 to be approved by the Board.

**Section 55. Attendance Requirement.** If any member or his or her alternate fails to attend three (3) consecutive meetings, and at least one-half of the scheduled meetings during a 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 66. 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 77. 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. One voting Advisory Council member, appointed by the Board Chairperson, can serve on each of the Program, Finance and Ad-hoc Committees. Other Advisory Council members, appointed by the Advisory Council Chairperson, may serve as non-voting members on the Board's Finance/Program Committee, and, as members on ad-hoc committees, at the discretion of the Board Chairperson

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

**Section 1. Officers.** The Advisory Council shall elect from its members the following officers: Chairperson, Vice Chairperson, and Secretary.

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

shall attend all meetings of the Board and shall serve as a voting member of the Board.

**Vice Chairperson** The Vice Chairperson shall preside and perform the duties of the Chairperson in the Chairperson's absence, and shall perform all other duties that may be assigned by the 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 to each member a copy of draft minutes prior to the next regular meeting.

**Section 2. ~~Selection~~ Election of Officers.** The Chairperson and Vice Chairperson shall be chosen from different municipalities and the elected Chairperson, Vice Chairperson, and Secretary shall serve one year, subject to re-appointment. It is recommended that at least two (2) officers be senior citizens.

**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 be filled at a subsequent Advisory Council meeting by an open nomination and vote process.

## **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. Election of Officers.** The annual meeting for the election of officers of the Advisory Council shall take place in the month of April. Election shall follow nominations by the Nominating Committee, which shall present a slate of candidates one (1) month in advance of elections. Further nominations may be made from the floor at the time of the elections. Voting shall be done by a voice vote. Members may request a secret ballot or a hand count. All officers elected shall assume office at the following meeting in May.

**Section 4. Special Meetings.** The Chairperson of the Advisory Council, in consultation with staff, and with the consent of the other executive 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 5. Acting on behalf of the Advisory Council.** The officers of the council will be authorized to act on behalf of the council when time constraints require immediate action. Such action shall be reported to the advisory council at a subsequent regular or special meeting.

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