

**RESOLUTION FOR ADOPTION AND IMPLEMENTATION
OF TSA ORGANIZATIONAL BY-LAWS**

Whereas, in a letter dated July 30, 2009 the State of Michigan's Office of Services to the Aging (OSA) issued Finding 2009-02 to The Senior Alliance (TSA) regarding conflicts of interest within the current TSA Board of Directors structure;

Whereas, OSA Finding 2009-02 includes a Corrective Action to remove current TSA Board of Directors members with an appearance of a current or potential conflict of interest between their position as contractors/vendors/service providers receiving funds from The Senior Alliance and their position as a member of the TSA Board of Directors;

Whereas, OSA Finding 2009-02 includes a Corrective Action to revise TSA's current Board of Directors by-laws to reflect a new structure and also reflect Roberts' Rules of Order in the duties and positions of the TSA Board of Directors;

Whereas, OSA Finding 2009-02 includes a Corrective Action which stated TSA Board of Directors should be reduced to a manageable size, suggested by OSA based on a study of other Area Agency on Aging board structures;

Whereas, TSA's Board Reorganizational Ad-Hoc Committee has diligently worked since August 27, 2009 in response to the State of Michigan's Office of Services to the Aging (OSA) Finding 2009-02;

Whereas, in response to OSA Finding 2009-02, TSA's Board Reorganizational Ad-Hoc Committee has reorganized the structure of The Senior Alliance's Board of Directors through a transparent process which included a public hearing, public comment and deliberation at six (6) committee meetings, therefore be it;

Resolved, that the Board Reorganizational Ad-Hoc Committee recommends adoption and immediate implementation by The Senior Alliance Board of Directors the revised Organizational By-Laws of The Senior Alliance, Inc., Area Agency on Aging 1-C as reported by this committee today, November 4, 2009.

Signed:



Tom Jankowski, TSA Board Reorganization Ad-Hoc Committee Chairperson

Date: 11/4/09
