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AMENDED AND RESTATED BYLAWS

OF

AREA AGENCY ON AGING 1-B a Michigan Nonprofit Corporation

ARTICLE I - NAME

Section 1.1 The name of this corporation is the Area Agency on Aging 1-B, hereinafter referred to as the “AAA 1-B.” The AAA 1-B governing body shall be the AAA 1-B Board of Directors (also referred to herein as the “Board” or the “Directors”) as defined in Article V.

ARTICLE II - MANDATE AND AUTHORITY

Section 2.1 The AAA 1-B is mandated by the federal Older Americans Act and the Older Michiganians Act and operates within directives from the Michigan State Unit on Aging (“SUA”). The Board of Director’s authority to establish policy and allocate resources, and its authority to fulfill all other functions and activities associated with an area agency on aging, extend throughout the Region 1-B planning and service area of Livingston, Macomb, Monroe, Oakland, St. Clair, and Washtenaw counties (“Region 1-B”). The geographic area of Region 1-B complies with the prescribed boundaries created by the Governor of Michigan in dividing the State into planning and service areas. Designation as the recognized area agency on aging for Region 1-B was established through approval by the county governments in Region 1-B and by the Michigan Commission on Services to the Aging. AAA 1-B’s mission as an AAA has been expanded to serve older adults, as well as adults with disabilities through other funders, in addition to services under the authority of the Older American Act.

Section 2.2 The AAA 1-B is a Michigan nonprofit corporation, organized on a non- stock, directorship basis under the Michigan Nonprofit Corporation Act (the “Act”), recognized

as tax exempt under Section 501(c)(3) of the Internal Revenue Code. The AAA 1-B is intended to, and shall be operated exclusively for charitable, scientific, and educational purposes as a nonprofit corporation. No individual member or Director of the AAA 1-B shall have any title to or interest in the corporate property or earnings in his or her individual or private capacity and no part of the net earnings of the AAA 1-B shall inure to the benefit of any Director, Officer, individual member, or otherwise. No substantial part of the activities of the AAA 1-B shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall the AAA 1-B participate in or intervene in any political campaign on behalf of or in opposition to any candidate or public office.

Section 2.3 The AAA 1-B's registered office and agent shall be in Michigan as indicated in the Articles of Incorporation. The AAA 1-B may change its registered office and/or agent by resolution of the Board of Directors and by filing the appropriate statement with the State of Michigan Department of Licensing and Regulatory Affairs. .

ARTICLE III - MISSION, VISION AND VALUES

Section 3.1 Mission:

The Area Agency on Aging 1-B enhances the lives of older adults and adults with disabilities in the communities we serve.

Section 3.2 Vision:

Independence and well-being for those we serve.

Section 3.3 Values:

Teamwork: We will engage all of our stakeholders in an environment that promotes teamwork, partnerships, and collaboration.

Integrity: We are committed to the highest levels of integrity, fiscal responsibility, ethical and honest behavior, and transparency.

Quality: We will strive for excellence in the performance of our duties and provision of services that are timely, affordable, accessible, and promote personal choice.

Innovation: We will be a leader in seeking innovative, visionary, and proactive solutions and approaches in the delivery of services.

Respect: We will foster an atmosphere that values the contributions of all employees, members of the Advisory Council and Board of Directors, and community partners. We will assist those we serve with the greatest level of respect and compassion and with a high regard for cultural diversity and personal choice.

ARTICLE IV - PURPOSE

Section 4.1 The purposes of the AAA 1-B, as further outlined in the Articles of Incorporation, are to:

- (a) ensure access to unbiased information regarding available resources and services for older adults and adults with disabilities;
- (b) assess and identify needs of older adults and adults with disabilities;
- (c) coordinate the planning and development of a network of supportive, nutritional, and long-term care services for older adults and adults with disabilities;
- (d) allocate and monitor state and federal funds for the benefit of older adults and adults with disabilities;
- (e) serve as an advocate on behalf of older adults and adults with disabilities;
- (f) solicit public and private sector involvement in expanding service delivery capacity through fund development activities for older adults and adults with disabilities; and
- (g) be organized and operated exclusively in furtherance of such purposes for charitable purposes as described in Section 501(c)(3) of the Internal Revenue Code.

ARTICLE V - BOARD OF DIRECTORS

Section 5.1 Responsibilities. The charge, control and overall management of the business, property and affairs of AAA 1-B shall be governed by the Board of Directors in accordance with applicable laws, regulations, and these Bylaws. The Board shall serve in the best interest of all older adults and adults with disabilities residing throughout the Region 1-B planning and service area. The Board's responsibilities shall include, but are not limited to, the following:

- (a) Appointment of the President of the AAA 1-B, either through a negotiated contract or as a salaried at-will employee;
- (b) Provide input to the Executive Committee in evaluating the President's performance and approve the President's compensation. If the President requests, the portion of any Board meeting constituting a periodic personnel evaluation of him or her shall be held in closed session;
- (c) Approve core policies that govern AAA 1-B's affairs including Operational Policies, Governance Policies, Finance Policies (including the adoption of procedures that are consistent with generally accepted accounting principles), human resources policies, corporate compliance policies, and risk management policies;

(d) Approve and provide oversight in the administration of the Multi-Year Plan (“MYP”)/Annual Implementation Plan (“AIP”) and its administration relative to program development and service objectives, including conducting a bi-annual review of the progress of the AIP’s implementation;

(e) Approve contracts and/or awards to implement all services identified in the AIP, unless granted a waiver by the Commission of Services to the Aging (“CSA”) for the direct provision of services;

(f) Approve the annual operating budget to ensure adequate financing of AAA 1-B operations;

(g) Review all SUA assessment and performance findings of the AAA 1-B, including its subcontractors, as well as review all proposed responses;

(h) Approve the annual audit of the AAA 1-B and related federal government filings, including approval and implementation of any corrective actions found under audit (the Chairperson shall also receive all correspondence between the auditor and the AAA 1-b and attend the audit exit interview);

(i) Allocate state and federal service funds to eligible organizations in accordance with all federal and state laws and regulations, including SUA and the CSA;

(j) Issue an annual report for the past fiscal year on the operation of the AAA 1-B;

(k) Operate under an approved code of ethics (the “Code of Ethics”) consistent with the Older Michiganians Act and the Act;

(l) Advocate on behalf of older adults and adults with disabilities, consider policy-related issues, and take positions on proposed legislation;

(m) Whenever possible, engage in fundraising activities that support the mission, which may include serving on fundraising committees; soliciting donations through personal contact, phone calls or letter writing campaigns; and making an annual monetary donation; and

(n) Any other responsibility, power or authority as provided for in the Act or these Bylaws.

Section 5.2 Board Composition. The Board shall be composed of up to twenty (20) voting members, consisting of, and subject to, the following:

(a) six (6) County Commissioners (the “County Commissioner Directors”), one appointed by each of the six respective county Boards of Commissioners in Region 1-B (each, a “Board of Commissioners”) and designated in writing by the Chairperson of each Board of Commissioners;

(b) six (6) adults 60 years of age or older (the “Older Adult Directors”), one from each of the six (6) counties in Region 1-B, appointed by the respective Boards of Commissioners, and designated in writing by the Chairperson of the Board of Commissioners, which older adults may be appointed from either a slate of candidates recommended by the AAA 1-B or from among any other older adults who meet the state and federal requirements; and

(c) eight (8) representatives from the non-governmental sector (the “Non-Governmental Sector Directors”) appointed by the Board.

(d) AAA 1-B will follow the conflict-of-interest guidelines contained in the Michigan Nonprofit Corporation Act, any other conflict-of-interest requirements imposed by federal and state law with jurisdiction over AAA 1-B and any conflict-of-interest policy adopted by the Board.

(e) Unless otherwise limited by the provisions of the Code of Ethics, at least one-third of the Board of Directors shall be persons aged 60 or older.

(f) The Board shall endeavor to be representative of and reflect the diversity of the community.

(g) No Board member may be related as an immediate family member, as defined by the AAA 1-B Conflict of Interest – Board Directors, Officers and Committee Members policy, to any employee of AAA 1-B on the date of appointment to the Board and at any time during such appointment.

Section 5.3 Directors and Terms. Appointments to the Board shall be effective as follows:

(a) The County Commissioner Directors shall be appointed by each respective County Board of Commissioners. The County Commissioner Directors shall serve for two (2) years, or until such time as they are reappointed or replaced by their respective Boards of Commissioners, with the term beginning January 1 in odd-numbered years. However, a County Commissioner Director shall only serve on the Board during his or her term as a County Commissioner, and a County Commissioner’s term on the Board shall automatically terminate upon the termination for any reason of his or her term as a County Commissioner. The County Boards of Commissioners may replace County Commissioner Directors or fill vacant County Commissioner Director positions at any time.

(b) The Older Adult Directors shall be appointed by each respective County Board of Commission. The Older Adult Directors shall serve for two (2) years, or until such time as they are reappointed or replaced by their respective Boards of Commissioners, with the term beginning January 1 in even-numbered years. The County Boards of Commissioners may replace Older Adult Directors or fill vacant Older Adult Director positions at any time.

(c) The Non-Governmental Sector Directors shall be appointed by a majority vote of the Directors and serve for two (2) years, with the term beginning January 1 in even-numbered years, until such time as they resign or are replaced as provided for herein. Voting will occur at the November meeting of the Board in odd-numbered years (each, an “Election Board Meeting”).

(d) The Governance Committee will prepare, upon consultation with the President, a slate of candidates for Non-Governmental Sector Directors, for Board approval, working from a matrix of needs and expertise to further the mission and activities of the AAA 1-B.

Section 5.4 Resignations and Removals.

(a) A Board member may resign at any time by submitting his or her written resignation to the Chairperson or President at the AAA 1-B principal office. Such resignation shall be effective upon receipt of the written notification, or at such later date as specified.

(b) A Board member may be removed from office at any time, with or without cause, by a two-thirds (2/3) vote of all Directors entitled to vote.

Section 5.5 Vacancies. Positions on the Board, vacated for whatever reason, shall be filled as soon as possible through the processes outlined in this Article. Any Director appointed to fill a vacancy prior to the expiration of a given term shall be appointed for the remainder of the then-current term, with any reappointments to occur as otherwise provided for in this Article.

ARTICLE VI - OFFICERS

Section 6.1 Board Officers. The Board will be led by four Directors who will serve as Board Officers (defined below).

(a) The officers of the Board (the “Board Officers”) shall be members of the Board and consist of a Chairperson, First Vice Chairperson, Second Vice Chairperson, and the Secretary.

(b) The Board Officers shall serve two-year terms, beginning January 1 in even-numbered years, unless a Board Officer’s term as a member of the Board terminates, in which case the term as Board Officer shall contemporaneously terminate. A Board Officer may serve in each given Board Officer position for a lifetime maximum of two consecutive terms. In the event that an individual no longer serves as a Board Officer, that individual will remain a Director subject to the provisions of the Bylaws.

(c) Election of the Board Officers shall be determined from a slate of candidates prepared by the Governance Committee. An individual elected to be a Board Officer must be a Director at the time of the election. Voting will occur at the Election Board Meeting, or as otherwise provided for in Section 6.1(e) below.

(d) It is the intention of the AAA 1-B that the Chairperson, the First Vice Chairperson, the Second Vice Chairperson, and the Secretary (collectively, the “Board Chairpersons” or individually, a “Board Chairperson”) will operate in succession, meaning that upon completion of two consecutive two-year terms, the Secretary will become Second vice Chairperson, the Second Vice Chairperson will become the First Vice Chairperson, the First Vice Chairperson will become the Chairperson, and a new Secretary will be elected as set forth herein. If a Board Chairperson “skips” a position, he or she cannot succeed to the position skipped, e.g., if a Second Vice Chairperson becomes the Chairperson such individual cannot thereafter succeed to First Vice Chairperson.

(e) If at any time a Board Chairperson is removed, resigns, or dies, a new Secretary shall be elected by the Board. In the case of the removal, resignation, or death of the First Vice Chairperson, the Second Vice Chairperson will become the First Vice Chairperson, the Secretary will become Second Vice Chairperson, and the Chairperson will remain in such position. In the case of the removal, resignation, or death of the Chairperson, the Secretary will become Second Vice Chairperson, the Second Vice Chairperson will become the First Vice-Chairperson and the First Vice Chairperson will become the Chairperson. The Board shall use reasonable diligence and good faith efforts to elect a replacement Secretary as soon as practically possible, with the Governance Committee presenting a candidate or slate of candidates to the Board. If more than one Chairperson is removed, resigns, or dies simultaneously, then any remaining Chairpersons shall advance in the line of succession and the vacant positions shall be filled as soon as practically possible by the Board, with the Governance Committee presenting a slate of candidates to the Board. In the event of the removal, resignation, or death of the Secretary, the vacant positions shall be filled as soon as practically possible by the Board, with the Governance Committee presenting a slate of candidates to the Board. A Board Officer elected to fill a vacancy must be an existing Director at the time of the vacancy to be eligible. A Board Officer elected to fill a vacancy prior to the expiration of a given term shall serve for the remainder of the then-current term, with any successive appointments to occur as otherwise provided for in this Article.

(f) Notwithstanding the terms of this Article, the Board may, under extraordinary circumstances and in its discretion, by a two-thirds (2/3) vote of all Directors entitled to vote, elect Board Officers and avoid the application of the requirements set forth in this Article, including but not limited to the application of the automatic succession to fill a vacancy and term limit requirements.

Section 6.2 Duties of Elected Officers.

(a) The Chairperson shall preside at all Board meetings and shall have all necessary authority to conduct such meetings effectively and in an orderly manner in accordance with protocol established by the Chairperson. The Chairperson shall mentor the First Vice Chairperson in preparation for leadership transition to assume the role of Chairperson.

(b) The First Vice Chairperson shall perform such duties as are assigned by the Chairperson, including the duties of the Chairperson in his/her absence. It is expected that the First Vice Chairperson will work closely with the Chairperson and President to observe and learn the duties of the Chairperson, as outlined in these Bylaws, in preparation for leading the Board in the future.

(c) The Second Vice Chairperson shall perform such duties as are assigned by the Chairperson, including the duties of the Chairperson in the absence of the Chairperson and First Vice Chairperson.

(d) The Secretary shall, in addition to the duties described in Section 6.4(c), perform such duties as are assigned by the Chairperson, including the duties of the Chairperson in the absence of the Chairperson, First Vice Chairperson, and Second Vice Chairperson.

Section 6.3 Corporate Officers.

(a) The President of the AAA 1-B shall also be its Chief Executive Officer and shall not be a member of the Board. The President shall be appointed by the Board. The President shall have general charge of the affairs and operations of the AAA 1-B, subject to the authority of the Board and the Chairperson, and the general and active day- to-day management, control, and direction of the business of the AAA 1-B. The President shall also have general authority to execute contracts and grants on behalf of AAA 1-B. To the extent that any such contract or grant is required by the Articles of Incorporation, the Bylaws, or applicable law, including the Act, to be approved by the Board, such approval shall be obtained prior to the execution of such contract or grant or by subsequent ratification. The President shall also have the authority to (1) serve as the presiding officer for appeal hearings before the Board; (2) provide testimony relative to aging issues before bodies conducting hearings and forums on topics of importance to older adults; and (3) participate in national, state and local conferences pertaining to the field of aging.

(b) The Treasurer shall be nominated by the President and appointed by the Board; and shall also be its Chief Fiscal Officer of the AAA 1-B and shall be bonded in accordance with a level approved by the Board. The Treasurer shall also:

(1) have custody of all monies and assets of the AAA 1-B and be responsible for disbursement of all funds;

(2) be responsible for maintaining accounting records showing all financial transactions of the AAA 1-B in accordance with generally accepted accounting principles;

(3) ensure the preparation of all necessary AAA 1-B financial reports for the Board, the SUA, and other bodies requiring accounting of financial resources; and

(4) other duties as determined by the President or Board.

(c) The Secretary shall be elected by the Board as described in Section 6.1(c) above. The Secretary, in his or her role as Corporate Officer, shall perform such duties as determined by the Board and may sign for the Chairperson, as authorized.

(d) The President, Secretary, and Treasurer (the “Corporate Officers”) shall serve until their resignation or removal by the Board. Any Corporate Officer may be removed with or without cause at any time by the affirmative vote of a majority of the Board of Directors. A Corporate Officer may resign by written notice to the AAA 1-B. The resignation is effective upon its receipt by the AAA 1-B or at a subsequent time specified in the notice.

Section 6.4 Other Officers. From time to time, the Board may appoint other officers or assistant officers with such duties and responsibilities as the Board shall specify in the resolution of appointment.

Section 6.5 Resignations and Removals.

(a) An officer may resign at any time by submitting his or her written resignation to the Chairperson or President at the AAA 1-B principal office. Such resignation shall be effective upon receipt of the written notification, or at such later date as specified.

(b) An officer may be removed from office at any time, with or without cause, by a two-thirds (2/3) vote of all Directors entitled to vote.

Section 6.6

ARTICLE VII - BOARD MEETINGS

Section 7.1 Open Meetings Act. The Board shall operate according to the State of Michigan Open Meetings Act to the extent required by contract or otherwise.

Section 7.2 Schedule of Meetings; Notice.

(a) During each calendar year, the Board shall hold a minimum of six (6) regular meetings to conduct its business on a schedule determined by the Board in November of the prior calendar year. The April meeting shall be considered the Annual Meeting of the Board, whereby the Annual Report for the previous fiscal year shall be read. By virtue of attendance at the November meeting, each Board member has been provided with notice of the scheduled regular meetings.

(b) Special meetings may be held at the call of the Chairperson or at the request of a minimum of five (5) Directors.

Section 7.3 Notice of Special Meetings. Notice of any special or adjourned/postponed meeting shall be given in person, or by email or other electronic transmission, telephone, facsimile, or mail, at least ten (10) days, but no more than sixty (60) days before the meeting. Any notice by mail shall be considered to be given when the notice is mailed. The notice of a

special meeting shall state the purpose of the meeting. Board meetings may be held inside or outside of the State of Michigan. The business to be transacted at or the purposes of a special meeting must be specified in the notice or waiver of notice of the meeting.

Section 7.4 Quorum.

(a) At all meetings of the Board, except as provided below, a majority of the disinterested Directors, as defined by the AAA 1-B Conflict of Interest – Board Directors, Officers and Committee Members policy, then in office shall constitute a quorum for the transaction of business.

(b) The resolution or action of a majority of the disinterested Directors, as defined by the AAA 1-B Conflict of Interest – Board Directors, Officers and Committee Members policy, present at any meeting at which a quorum is present shall be the valid resolution or action of the Board, unless the vote of a larger number is specifically required by the Act, by the Articles of Incorporation, or by these Bylaws.

(c) If a majority of the Directors then in office is not present at a meeting, a smaller quorum, in no event less than one-half (1/2) of the Directors then in office, shall constitute a quorum for the transaction of business.

(d) In the event of a smaller quorum as provided in Section 7.4(c) above, the resolution or action of two-thirds (2/3) of the disinterested Directors, as defined by the AAA 1-B Conflict of Interest – Board Directors, Officers and Committee Members policy, present shall be the valid resolution or action of the Board, unless a larger quorum or the vote of a larger number is specifically required by law, by the Articles of Incorporation, or by these Bylaws.

(e) If a quorum is not present at any meeting of the Board, the Directors present may adjourn the meeting to another time or place, provided notice is given to the absent Directors. At such adjourned (rescheduled) meeting, any business may be transacted which might have been transacted at the meeting as originally noticed (scheduled).

(f) The Board shall adhere to a voice vote practice unless a request is made for a hand vote or roll call vote.

Section 7.5 Attendance at Meeting.

(a) The Governance Committee shall provide oversight of Board member absences. The Governance Committee may refer a Board member with poor attendance to the Board for further action which, at the discretion of the Board, may include removal.

(b) A Director's attendance at or participation in any Board meeting waives any required notice to him or her of the meeting unless he or she at the beginning of the meeting or upon his or her arrival objects to the meeting or the transacting of business at the meeting and does not thereafter vote for or assent to any action taken at the meeting.

(c) Except to the extent that AAA 1-B is required to comply with the Open Meetings Act whether by contract or otherwise:

(1) A Director may participate in a Board meeting by means of conference telephone or similar communications equipment through which all Directors participating in a meeting can communicate with the other Directors.

(2) All participants shall be advised of the communications equipment and the names of the participants in the conference shall be divulged to all participants.

(3) Participation in a meeting in this manner constitutes presence in person at the meeting.

Section 7.6 Action by Unanimous Written Consent. Any action required or permitted to be taken at any Board of Directors meeting or a committee of the Board meeting shall not be taken without a meeting, except as approved by the Board at a previously held meeting, and in accordance with the Open Meetings Act, if required.

ARTICLE VIII - COMMITTEES OF THE BOARD

Section 8.1 Generally.

(a) Committees of the Board are set forth in this Article VIII. Subject to all limitations provided by law, a committee shall have and may exercise such powers and authority of the Board in the management of the business and affairs of the AAA 1-B as are prescribed for it in these Bylaws. With the exception of the Executive Committee and only in certain circumstances as identified in Section 8.2(a) of this Article, no committee may take action on behalf of the Board but shall make recommendation to the full Board for approval. A quorum for the transaction of the business of a committee shall be the majority of its disinterested members, as defined by the AAA 1-B Conflict of Interest – Board Directors, Officers and Committee Members policy, and the resolution or action of a majority of the members present at a meeting at which a quorum is present shall be the valid resolution or action of the committee. Minutes of all committee meetings shall be recorded in writing.

(b) Committee members shall determine who will serve as chairperson of each committee, with the exception of the Executive Committee; the Chairperson shall chair the Executive Committee. The chairperson of each committee shall report to the full Board with respect to the applicable committee at the next regularly scheduled Board meeting. Each committee will be responsible for drafting its own operating principles for Board approval.

(c) A committee, to the extent expressly provided in the resolution of the Board, may exercise all powers and authority as provided for herein. However, such a committee does not have power or authority to do any of the following:

- (1) Amend the Articles of Incorporation;
- (2) Adopt an agreement of merger or consolidation;
- (3) Recommend to the Directors the sale, lease, or exchange of all or substantially all of the AAA 1-B's property and assets;
- (4) Recommend to the Directors dissolution of the AAA 1-B or a revocation of a dissolution;
- (5) Amend the Bylaws of the AAA 1-B;
- (6) Fill vacancies in the Board of Directors; or
- (7) Fix compensation of the Directors for serving on the Board or on a committee.

(d) The Board will use reasonable efforts to fill committee member vacancies within ninety (90) days of the date of such vacancy by a meeting of the Board; however, if the Board is unable to fill a committee member vacancy within ninety (90) days, the Board will use reasonable efforts to fill such vacancy as soon as practically possible. A committee member elected to fill a vacancy must be an existing Director at the time of the vacancy to be eligible. This section does not apply to committee positions held by Board Officers or Corporate Officers, whose vacancies will be automatically filled concurrently with their appointment as a Board Officer or Corporate Officer.

Section 8.2 Standing Committees. The committees set forth in this Section shall be the standing committees of the Board. At the Meeting prior to the Election Board Meeting, the Governance Committee shall provide notice of open standing committee positions. At the Election Board Meeting, the Governance Committee shall present a slate of candidates for the standing committees, and nominations from the floor must be allowed. The slate of candidates for each standing committee is subject to the approval of the Board at the Election Board Meeting and three to five Directors shall be appointed to each of the following standing committees, except the Executive and Application Review Committees:

(a) Executive Committee. The Executive Committee shall meet as necessary, and on at least a quarterly basis and be comprised of the four Board Officers, who shall have voting authority, and the President and the Treasurer, who shall have voting authority. The Executive Committee shall have the following responsibilities:

- (1) Board Officers only: With input from the full Board, evaluate the President's performance, and recommend the President's compensation for approval by the full Board;
- (2) Discuss matters brought to the Executive Committee by the President; and

(3) Board Officers only: In accordance with the Open Meetings Act, handle, in a closed session, complaints against Corporate Officers and other Board Members, however, a Board Officer shall not handle any complaint made against himself or herself.

(b) Finance Committee. The Finance Committee shall meet as necessary, but not less than the same months that the Board Meetings occur. Responsibilities of the Finance Committee shall include, but are not limited to, the following:

(1) Strategic financial planning, in partnership with management staff, to include:

;

(i) generating revenue; and

(ii) approving financial policies.

(2) Financial oversight to include:

(i) review the annual operating budget and recommend Board approval;

(ii) review of the fiscal status of the AAA 1-B, including develop projected year-end balances of funds at least three times a year and report to the Board, with such projections, which shall include, at a minimum, the following categories:

a. administration;

b. services;

c. program development; and

d. interest and program income.

(iii) ensure the completion of an annual audit and related federal government filings; and

(iv) recommend local County Match formula for Board approval;

(3) Ensuring the fiscal integrity of the AAA 1-B according to generally accepted accounting principles and in compliance with state and federal laws and regulations.

(c) Governance Committee. The Governance Committee shall meet as necessary, and shall have the following responsibilities:

(1) review of Board and AAA 1-B policies that direct, protect and enable AAA 1-B to carry out its mission (“Governance Policies”) for Board approval; but such review shall not include review of policies that carry out the Governance policies, such as policies that guide leadership, management, and accomplishment of AAA 1-B’s work (the “Operational Policies”). Such review of Governance Policies is limited to policies that are not created by the Finance Committee.

(2) An annual Board self-assessment to be presented at the next full Board Meeting for review;

(3) new Board member orientation;

(4) review of the Bylaws; and

(5) nominations of Board Officers and Directors for standing committee positions. The process for such nominations shall begin with written notice to the Board at a regularly scheduled Board meeting.

(d) Application Review Committee.

(1) In the fiscal year prior to each new SUA three-year contract cycle, the Governance Committee shall appoint up to six Directors to the Application Review Committee, including the First Vice Chairperson. The First Vice Chairperson of the Board shall be the committee chairperson, unless the Board determines by a majority vote to elect a different Director as the committee chairperson.

(2) The Governance Committee may also invite the AAA 1-B Advisory Council to appoint up to four members to sit on the Application Review Committee. However, a majority of the members of the Application Review Committee must be Directors. Further, no employee, officer, director, shareholder, member or other closely affiliated individual of a AAA 1-B (i) funded service provider organization, (ii) vendor, or (iii) contractor shall serve as a member of the Application Review Committee.

(3) The Application Review Committee shall meet with AAA 1-B staff every three years for review of applications for multi-year contracts, and/or annually for review of applications for one-year contracts in Region 1-B. The Application Review Committee shall develop recommendations for the Board relative to funding decisions for these contracts.

Section 8.3 Ad Hoc Committees. The Board may form one or more ad hoc committees each of which shall be composed of 2 members of the Finance Committee and 2 members of the Executive Committee (chosen by the applicable committee plus up to 3 additional members as appointed by the Chairperson. Such ad hoc committees may be formed for purposes such as reviewing new business opportunities, or as otherwise needed. The term of such committees shall cease when the purpose or need has been fulfilled, as determined by the Board.

Section 8.4 Advisory Council.

(a) As mandated by the SUA policy on “Minimum Standards of Operation for Area Agencies on Aging,” the Board will maintain an Advisory Council, which shall not have nor exercise the authority, responsibility, or duties of the Board. Pursuant to these standards, the Advisory Council shall function to advise and make recommendations to the Board and the primary purposes of the Council shall be to:

- (1) advise and make recommendations to the Board on needs and concerns of older adults and adults with disabilities who reside in Region 1-B;
- (2) recommend advocacy positions to the Board and advocate on behalf of older adults and adults with disabilities;
- (3) advise the AAA-1 B on the development of the MYP/AIP; and
- (4) recommend Board approval of the MYP/AIP.

(b) The Advisory Council shall also be responsible to investigate periodically, through an ad hoc study committee, selected issue(s) of importance to older adults and adults with disabilities and prepare study reports with recommendations for subsequent planning and advocacy initiatives.

(c) Except as otherwise provided in such resolution, members of the Advisory Council shall not be Directors. The Advisory Council shall be composed of 12 to 20 members. A minimum of 51% of the membership shall be persons 60 years of age and older. In addition to older adults, members may include persons with greatest social and economic need, adults with disabilities, and up to two students.

(d) Members shall be nominated by the President and approved by the Board. The President will also nominate a committee chairperson to be approved by the Board. Any member may be removed from the Advisory Council by the President, with concurrence of the Advisory Council and Board Chairperson, whenever, in the President's judgment, the best interests of the AAA 1-B shall be served by such removal.

(e) Appointments to the Advisory Council shall be effective January 1 of a given year. No more than two (2) employees, officers, directors, shareholders, members or other closely affiliated individuals of a AAA 1-B (i) funded service provider organization, (ii) vendor, or (iii) contractor, shall serve as members of the Advisory Council. Members of the Advisory Council shall serve staggered terms, with half of the members' terms expiring on odd-numbered years, and half expiring on even-numbered years, and each member, with the exception of any student member(s), shall serve a term of two years, unless a member is removed from the Advisory Council. Any student members shall serve a term of one year, unless the member is removed from the Advisory Council. Vacancies may be filled by appointments made in the same manner as provided in the case of the original appointments.

(f) A quorum of the Advisory Council shall be established by the same rules as required for the Board.

ARTICLE IX - INDEMNIFICATION AND INSURANCE

Section 9.1 Discretionary Indemnification: Actions Brought by Third Parties. Without limitation of any other rights of indemnification that a person may have, the AAA 1-B may, subject to Section 9.3, indemnify any person who was or is a party or is threatened to be made a party to a threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal, other than an action by or in the right of the AAA 1-B, by reason of the fact that the person is or was an incorporator, director, officer, or employee of the AAA 1-B, or is or was serving at the request of the AAA 1-B as an incorporator, director, officer, partner, partnership, joint venture, trust, or other enterprise, whether for profit or not, against actual and reasonable expenses, including attorneys' fees, judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by them in connection with the action, suit or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the AAA 1-B and, regarding a criminal action or proceeding, if the person had no reasonable cause to believe their conduct was unlawful. The termination of an action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, does not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the AAA 1-B and, regarding a criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 9.2 Discretionary Indemnification: Actions Brought by or in the Right of AAA 1-B. Without limitation of any other rights of indemnification that a person may have, the AAA 1-B may, subject to Section 9.3, indemnify any person who was or is a party to or is threatened to be made a party to a threatened, pending or completed action or suit by or in the

right of the AAA 1-B to procure a judgment in its favor or by reason of the fact that the person is or was an incorporator, director, officer, or employee of the AAA 1-B, or is or was serving at the request of the AAA 1-B as an incorporator, director, officer, partner, partnership, joint venture, trust or other enterprise, whether for profit or not, against actual and reasonable expenses, including attorneys' fees, and amounts paid in settlement actually and reasonably incurred by them in connection with the action or suit, if he or she acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the AAA 1-B.

Section 9.3 Determination and Evaluation of Scope of Discretionary Indemnification. Any indemnification under Section 9.1 or 9.2 shall be made by the AAA 1-B only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in this Article and upon an evaluation of the reasonableness of expenses and amounts paid in settlement. This determination and evaluation shall be made in either of the following ways:

- (a) By a majority vote of a quorum of the Board of Directors consisting of the Directors who are not parties or threatened to be made parties to the action, suit, or proceeding; or
- (b) By independent legal counsel in a written opinion, which counsel shall be selected by the Board of Directors in the manner prescribed in subsection (a).

If a person is entitled to indemnification under this Article for a portion of expenses, including reasonable attorneys' fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount thereof, the AAA 1-B may indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

Section 9.4 Mandatory Indemnification of Actual and Reasonable Expenses. To the extent that an incorporator, director, or officer of the AAA 1-B has been successful on the merits or otherwise in defense of an action, suit, or proceeding referred to in Sections 9.1 or 9.2 above, or in defense of any claim, issue, or matter in the action, suit, or proceeding, unless such action, suit, or proceeding was brought by the AAA 1-B, he or she shall be indemnified against actual and reasonable expenses, including attorneys' fees, incurred by him or her in connection with the action, suit, or proceeding and an action, suit, or proceeding brought to enforce the mandatory indemnification provided herein.

Section 9.5 Advanced Reimbursements. The AAA 1-B may pay or reimburse the reasonable expenses incurred by an incorporator, director, officer, employee, or agent who is a party or threatened to be made a party to an action, suit, or proceeding in advance of final disposition of the proceeding if all of the following apply:

- (a) The person furnishes the AAA 1-B a written affirmation of his or her good faith belief that he or she has met the applicable standard of conduct set forth in this Article.

(b) The person furnishes the AAA 1-B a written undertaking, executed personally or on his or her behalf, to repay the advance if it is ultimately determined that he or she did not meet the standard of conduct. The undertaking required by this subsection must be an unlimited general obligation of the person but need not be secured.

(c) A determination is made that the facts then known to those making the determination would not preclude indemnification under the Act.

Determinations of payments under this section shall be made in the manner specified in Section 9.3.

Section 9.6 Insurance. The indemnification provided to any person described in this Article shall be only in excess of any valid and collectible insurance or other source of indemnification available for the benefit of such person, including any benefit available under any insurance or self-insurance plan of the AAA 1-B, and no rights of subrogation are intended to be created hereby. The AAA 1-B may purchase and maintain insurance on behalf of any person described above against any liability asserted against him or her or incurred by him or her in any capacity or arising out of his or her status as such, whether or not the AAA 1-B would otherwise have the power to indemnify under the circumstances. Additionally, the AAA 1-B will, at all times, maintain adequate errors and omissions insurance coverage on behalf of the AAA 1-B and its Directors and officers.

Section 9.7 Non-Exclusivity of Rights. The indemnification or advancement of expenses provided under this Article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under the Articles, Bylaws, or a contractual agreement.

Section 9.8 Limitations on Indemnification. The total amount of expenses advanced or indemnified from all sources shall not exceed the actual amount of expenses incurred by the person seeking indemnification or advancement of expenses.

Section 9.9 Continuation of Indemnification. The indemnification provided for in this Article continues as to a person who ceases to be a director, officer, employee or agent and shall inure to the benefit of the heirs, personal representatives, and administrators of such person.

Section 9.10 Other Requirements. Notwithstanding anything in this Article to the contrary, any indemnification or reimbursement provided in this Article shall not be provided to any extent now or hereafter prohibited by any applicable law or regulation, including the Internal Revenue Code.

Section 9.11 Other Definitions. For the purpose of this Article, “other enterprises” shall include employee benefit plans; “fines” shall include any excise taxes assessed on a person pertaining to an employee benefit plan; and “serving at the request of the AAA 1-B” shall include any service as a director, officer, employee, or agent of the AAA 1-B which imposes duties on, or involves services by the director, officer, employee, or agent with respect to an employee benefit plan, its participants or its beneficiaries; and a person who acted in good faith and in a manner he or she reasonably believed to be in the interest of the participants and

beneficiaries of any employee benefit plan shall be considered to have acted in a manner “not opposed to the best interests of the AAA 1-B or its members” as referred to in this Article.

ARTICLE X - GENERAL PROVISIONS

Section 10.1 Conveyances and Contracts. The Board may authorize any officer, agent or employee to enter into any contract or other instrument on behalf of the AAA 1-B. In addition, the President may designate any officer to enter into any contract or any other instrument on behalf of the AAA 1-B. However, to the extent that any such contract or other instrument is required by the Articles of Incorporation, the Bylaws, or applicable law, including the Act, to be approved by the Board, such approval shall be obtained prior to the execution of such contract or other instrument or by subsequent ratification. Except as authorized by the Board or President, no officer, agent, or employee, shall have any power or authority to bind the AAA 1-B by any contract for any purpose or for any amount.

Section 10.2 Signatures. All checks, drafts or demands for money and notes of the AAA 1-B shall be signed by such officers or other persons as may be designated in policies approved from time to time by the Board.

Section 10.3 Fiscal Year. The fiscal year of the AAA 1-B shall end on September 30 of each year or such other date as shall be fixed from time to time by resolution of the Board.

Section 10.4 Books and Records. The AAA 1-B shall keep books and records of account and minutes of the proceedings of the Board. The AAA 1-B shall keep at its registered office records containing the names and addresses of all Directors. Any of such books, records or minutes may be in written form or in any other form capable of being converted into written form within a reasonable time.

Section 10.5 Reimbursement Policy. Board and Advisory Council members serve as volunteers and shall not receive compensation in the form of a salary, per diem, or other financial payment except that they may be reimbursed for reasonable expenses incurred when conducting AAA 1-B business, according to the AAA 1-B reimbursement policy. Members may also receive a mileage expense reimbursement at the approved rate where such reimbursement is not provided by an employer or other entity.

Section 10.6 Acceptance of Gifts. The Board may accept on behalf of the AAA 1-B any cash contribution, gift, bequest, or device for the general purposes, or for any special purpose, of the AAA 1-B. Prior to acceptance of a significant non-cash contribution, gift, bequest, or device, the Board shall determine, by resolution thereof, that the acceptance of such non-cash contribution, gift, bequest, or device by the AAA 1-B would be consistent with and further the purposes of the AAA 1-B.

Section 10.7 Conflict of Interest. All Board and Advisory Council members are required to sign a Conflict of Interest Acknowledgement and Disclosure Statement on an annual basis affirming their receipt and understanding of and compliance with the AAA 1-B Conflict of Interest Policy.

ARTICLE XI - DISSOLUTION

Section 11.1 In the event of dissolution, all assets, real and personal, shall be distributed to such organizations as are qualified as tax exempt under Section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of a future United States Internal Revenue law.

ARTICLE XII - AMENDMENTS

Section 12.1 The AAA 1-B Bylaws may be amended or replaced and new Bylaws adopted by the Board by a two-thirds (2/3) vote of those present at any Board meeting where a quorum of a majority of the Directors then in office is assembled. Proposed amendments must be sent in writing to each member at least fourteen (14) days prior to the meeting at which action is to be taken.

EFFECTIVE THIS 26th DAY OF APRIL 2024.

Kelli Dobner, Secretary