

# AGING **best** **BYLAWS**

## **Article I. General Identification of Organization**

**Section 1. Organization Name.** The name of the organization shall be Aging Best (an Area Agency on Aging).

**Section 2. Organization Purpose.** The purpose of this organization shall be the establishment of priorities and development of overall plans for programs on aging in the multi-county area. This organization shall be non-profit in nature and not for pecuniary gain or profit of any type to its members or directors. The organization shall endeavor to formulate, initiate, and administer concrete, action-oriented plans to meet the priority needs of older people in the area. This organization shall receive and disburse funds and/or property in-kind as a non-profit organization.

**Section 3: Organization Planning and Service Area.** The planning and service region for this designated, contracted Area Agency on Aging includes the following counties: Audrain, Boone, Callaway, Camden, Cole, Cooper, Crawford, Dent, Gasconade, Howard, Laclede, Maries, Miller, Moniteau, Morgan, Osage, Phelps, Pulaski, and Washington.

**Section 4: Nonprofit Status.** Aging Best Area Agency on Aging is organized as a 501(c)3 entity. The organization shall be non-profit in nature, and not for pecuniary gain or unrelated profit of any type or description to or for its members, nor for its incorporators or directors. Nothing can be done that would jeopardize the organization's 501(c)3 non-profit status.

## **Article II: Board of Directors**

**Section 1. Board of Directors Charge.** The executive power of Aging Best shall be vested in the Board of Directors who shall have charge of the affairs of the organization; receive and disburse funds; set program priorities; and select, direct, and assist the Chief Executive Officer of Aging Best who shall be responsible for implementing the purpose of this organization.

### **Section 2. Composition.**

**A. Voting Members.** The Board of Directors shall consist of nineteen (19) voting members, one (1) from each county in the Aging Best area.

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46 **B. Non-Voting Members.** The following persons shall serve as ex  
47 officio non-voting members of the board: The Chief Executive  
48 Officer of Aging Best and the immediate past president if (s)he is  
49 not currently serving as a regular voting member of the board.

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51 **Section 3. Qualifications.** Voting members of the board shall be  
52 individuals from the county they represent from any specific race, creed,  
53 color, sex, religion, age, national origin, handicapped or veteran status. At  
54 least fifty percent of the board members must be 60 years or older. Board  
55 members shall not be:

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57 A. an owner or employee of a Service Provider Agency/Organization  
58 that has submitted (during or for the term of the member) a  
59 proposal to Aging Best to receive funding to provide services or that  
60 is currently providing services under a grant, contract or stipend  
61 with Aging Best;

62

63 B. board member of a Service Provider Agency/Organization that has  
64 submitted (during the term of the member) a proposal to Aging Best  
65 to receive funding to provide services or that is currently providing  
66 services under a grant, contract, or stipend with Aging Best; and

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68 C. immediate family members (members of a household such as  
69 parent, sibling, spouse or child) of those identified in paragraphs A  
70 and B above.

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72 **Section 4. Rotation of Board Positions.** Board members shall be  
73 elected so that approximately one-third of the board positions are up for  
74 election each year.

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**Proviso:** To establish the board member term rotation, the Board of Directors shall establish a policy on rotation so that in the 2021 election one-third of the board members are elected for an initial one (1) year term, one-third are elected for an initial two (2) year term and one-third are elected for a three (3) year term.

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77 **Section 5. Term of Office.** Newly elected board members shall take  
78 office at the July meeting following their election. Each board member  
79 shall serve a term of three (3) years or until their successors are elected.  
80 There shall be no limit on the number of terms a member may serve.

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82 **Section 6. Election.** Voting members of the board shall be elected in May  
83 of the year their current term expires. Elections shall be governed by  
84 board standing rules.

85

86 **Section 7. Absences.** If any board member shall have more than three  
87 (3) absences in one fiscal year from board meetings, the Executive  
88 Committee shall contact the board member and explore the board  
89 member's desire and ability to continue to serve on the board. Upon the  
90 Executive Committee's recommendation, the Board of Directors shall  
91 determine whether the member may continue on the board.

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93 **Section 8. Vacancies.** Vacancies shall be filled for the remainder of the  
94 vacated term by the Board of Directors by a majority vote of those board  
95 members present and voting with nominations from the Nominating  
96 Committee and from the floor allowed.

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98 **Section 9. Board Member Discipline.**

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100 A. In the event of an allegation of conduct that compromises the board  
101 member's ability to serve effectively or to fulfill the board member's  
102 responsibilities, the matter shall be referred to the Executive  
103 Committee.  
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105 B. The Executive Committee shall consider the situation and make a  
106 recommendation to the full board for dealing with the matter. The  
107 board shall then decide on any disciplinary action to be taken.  
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109 C. All disciplinary processes shall follow the provisions of the standing  
110 rules and the parliamentary authority.

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112 **Article III: Board of Directors Meetings**

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114 **Section 1. Missouri Open Meetings Act.** All meetings shall comply  
115 procedurally with the Missouri Open Meetings Act.

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117 **Section 2. Frequency of Meetings.**

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119 **A. Annual Meeting.** The annual meeting of the Board of Directors  
120 shall be held in July of each year for the seating of new board  
121 members, election of officers, approval of standing committee  
122 appointments, and such other business as may properly come  
123 before the board. This annual meeting shall serve as one of the  
124 regular meetings of the board.

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126 **B. Regular Meetings.** Regular meeting dates of the Board of Directors  
127 shall be determined by action of the board. In the case of unusual  
128 circumstances, a regular meeting may be cancelled by the  
129 President after consultation with the CEO. Regular meetings of the  
130 board shall be held at least six (6) times per year.  
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132 **C. Special Meetings.** Special meetings of the Board of Directors may  
133 be called at any time by the President, by a majority of the  
134 Executive Committee, by a majority vote of the board, or on the  
135 written request of any four (4) members of the board for a stated  
136 purpose. The time and place of such special meetings shall be  
137 determined by the Executive Committee. The only business that  
138 may be transacted at a special meeting is the business noticed in  
139 the call of the meeting.

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141 **Section 3. Quorum.** A quorum for all meetings of the Board of Directors  
142 shall be a majority of the total current sitting members in person or via  
143 electronic means.

## 144 **Article IV: Officers**

### 145 **Section 1. Designation of Officers.**

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149 A. The officers of Aging Best shall be a President, a Vice President,  
150 and a Secretary/Treasurer.

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152 B. These officers shall be elected from the Board of Directors at the  
153 annual meeting by a majority of the board members present and  
154 voting from among the nominees provided by the nominating  
155 committee and any other nominations received from the floor.

### 156 **Section 2. Officer Terms.**

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159 A. Officers shall serve for a term of one (1) year or until their  
160 successors are elected.

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162 B. Officers shall not be eligible to serve more than three (3)  
163 consecutive terms in the same office. However, after a one (1) year  
164 absence from office a person may be elected again. There is no  
165 absolute term limit for holding office.

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167 **Section 3. Vacancies in Office.** Any vacancy in the office of President  
168 shall be filled by the Vice President. Any vacancy that occurs in any other  
169 office shall be filled by the Board of Directors by a majority vote of those  
170 board members present and voting.

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172 **Section 4. Qualifications.** To be an officer, an individual shall be a  
173 member of the Board of Directors.

## 174 **Article V. Duties and Responsibilities of Officers**

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177 **Section 1. President.** The President shall:

- 179 A. preside at all meetings of the Board of Directors and Executive  
 180 Committee;  
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 182 B. be an Ex Officio voting member of all committees except the  
 183 Nominating Committee;  
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 185 C. appoint the members of all standing and special committees except  
 186 the Nominating Committee, subject to the approval of the Board of  
 187 Directors; and  
 188  
 189 D. fulfill all functions prescribed in the parliamentary authority and  
 190 those that are ordinarily part of the responsibility of the office of  
 191 President or those assigned by the Board of Directors.  
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193 **Section 2. Vice President.** The Vice President shall:

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 195 A. assume the responsibilities of the President in the event that the  
 196 President is unable to perform these duties. If the office of President  
 197 shall become vacant, the Vice President shall assume the  
 198 presidency for the remainder of the unexpired term; and  
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 200 B. perform the duties of this office as outlined in the parliamentary  
 201 authority or those assigned by the President or the Board of  
 202 Directors and shall assist the President in the performance of that  
 203 officer's duties.  
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205 **Section 3. Secretary/Treasurer.** The Secretary/Treasurer shall:

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 207 A. keep or cause to be kept an accurate record of proceedings of the  
 208 meetings of the Board of Directors and the Executive Committee,  
 209 which records shall be open at all times to reasonable inspection by  
 210 any member of the board;  
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 212 B. give notice of meetings of the Board of Directors and of the  
 213 Executive Committee;  
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 215 C. be the volunteer supervisor of the finances of the organization; and  
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 217 D. perform the duties for the Secretary and Treasurer outlined in the  
 218 parliamentary authority or those assigned by the President or the  
 219 Board of Directors.  
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221 **Article VI. Executive Committee**

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 223 **Section 1. Membership.** There shall be an Executive Committee whose  
 224 membership shall consist of the elected officers, the Immediate Past

225 President, and up to three (3) other board members as the Board of  
226 Directors shall determine.

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228 **Section 2. Powers.** The Executive Committee shall exercise all powers of  
229 the Board of Directors between meetings of the board. All actions of the  
230 Executive Committee shall be reported to the Board of Directors.

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232 **Section 3. Meetings.** Meetings of the Executive Committee may be called  
233 by the President or any two (2) members of the committee, at a time  
234 suitable to a majority of the members of the committee.

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236 **Section 4. Quorum.** The quorum for Executive Committee meetings shall  
237 be a majority of the Executive Committee members who are in office.

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239 **Section 5. Performance Appraisal.** The Executive Committee shall  
240 annually conduct a performance appraisal of the Aging Best Chief  
241 Executive Officer.

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## Article VII: Committees

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245 **Section 1. Selection.** All members of standing and special committees  
246 with the exception of the Nominating Committee, shall be appointed by  
247 the President with the approval of the Board of Directors.

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249 **Section 2. Standing Committees.** There shall be the following standing  
250 committees:

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### A. Nominating Committee.

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### B. Compensation/Personnel Committee.

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1. **Composition.** The Compensation/Personnel Committee shall consist of four (4) board members. Members shall be

271 appointed based on their experience, expertise, interest, and  
272 education.

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### **C. Governance/Program Committee.**

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### **D. Audit/Finance Committee.**

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**Section 3. Special Committees.** There shall be such special committees as are created by the President, the Executive Committee, or the

318 Board of Directors. When establishing a special committee, it shall  
319 be given a charge by the President within which it shall function.  
320

### 321 **Article VIII. Electronic Meetings**

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323 Meetings of the Board of Directors, the Executive Committee, the  
324 Advisory Council, and all Standing and Special Committees may be held  
325 in-person or via video conference, telephone conference, or any other  
326 advanced “virtual” technology platform with the minimum standard being  
327 simultaneous aural communication. The Board of Directors shall  
328 establish special rules for electronic meetings.  
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### 330 **Article IX: Advisory Council**

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332 **Section 1. Advisory Council.** The Board of Directors recognizes the  
333 Aging Best Advisory Council as the official area agency Advisory Council.  
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335 **Section 2. Board Representative.** A board member appointed annually  
336 by the President and approved by the board shall be an ex officio  
337 representative to the council and shall report to each board meeting on  
338 the activities of the council.  
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340 **Section 3. Governance.** The Advisory Council shall report to the Board  
341 of Directors. The board shall approve the policies governing the advisory  
342 council.  
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### 344 **Article X. Indemnification and Bonding.**

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346 **Section 1. Indemnification.** Directors, officers, employees, and agents of  
347 the Aging Best Area Agency on Aging shall be indemnified by the  
348 corporation to the fullest extent permitted by law against the following:  
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- 350 A. reasonable expenses, including attorneys’ fees, actually and  
351 necessarily incurred by him/her in connection with any  
352 threatened pending or completed action, suit, or proceeding,  
353 whether civil, criminal, administrative, or investigative, and  
354 liable by reason of the fact that he/she is or was acting in that  
355 capacity; and  
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357 B. reasonable payments made by him/her in satisfaction of any  
358 judgment, money decree, fine, penalty, or settlement for which  
359 he/she may have become liable in any such action, suit, or  
360 proceeding.  
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362 **Section 2. Insurance.** the Board of Directors shall purchase and  
363 maintain insurance/bonding on behalf of directors, officers, employees,  
364 and agents of the corporation to ensure coverage and payment.

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## Article XI: Parliamentary Authority

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368 The rules contained in the current edition of *Robert's Rules of Order*  
369 *Newly Revised* [RONR] shall govern the operations of this organization in  
370 cases where they are applicable and where they are not inconsistent with  
371 these bylaws or other rules established by the Board of Directors.

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## Article XII: Amendments

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### Section 1. Process for Amendment.

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377 **A. Proposals.** Amendments may be proposed by any member of  
378 the Board of Directors who must send the proposed  
379 amendment to the CEO at least twenty (20) days prior to the  
380 meeting at which it will be considered.

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382 **B. Notice.** Notice of any proposed amendments to these bylaws  
383 shall be sent by the CEO to all members of the Board of  
384 Directors at least ten (10) days prior to the regular or special  
385 meeting at which the amendment is to be considered.

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387 **C. Vote Required.** To be adopted, amendments must be  
388 approved by an affirmative vote of two-thirds (2/3<sup>rds</sup>) of the  
389 board members present and voting at any regular or special  
390 meeting of the Board of Directors provided proper notice has  
391 been given.

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393 **D. Effective Time.** Such amendments shall become effective  
394 upon adoption unless the Board of Directors adopts a proviso  
395 establishing a different time.

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### Section 2. Revision of Bylaws.

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399 **A. Authorization.** A revision of these bylaws may only be  
400 prepared upon the affirmative vote of a majority of the  
401 members of the Board of Directors present and voting. If a  
402 revision is called for, the Governance Committee shall prepare  
403 the revision.

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405 **B. Notice.** The Governance Committee must send the proposed  
406 revision to the CEO at least twenty (20) days prior to the  
407 meeting at which it will be considered. Notice of any proposed  
408 revision to these bylaws shall be sent by the CEO to all

409 members of the Board of Directors at least ten (10) days prior  
410 to the regular or special meeting at which the revision is to be  
411 considered.

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**C. Vote Required.** To be adopted, a revision must be approved by  
an affirmative vote of two-thirds (2/3<sup>rds</sup>) of the board members  
present and voting at any regular or special meeting of the  
Board of Directors provided proper notice has been given.

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**D. Effective Time.** Such revision shall become effective upon  
adoption unless the Board of Directors adopts a proviso  
establishing a different time.

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**Effective Date: March 16, 2021**

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*Debra L. Collins*

\_\_\_\_\_  
President of the Board

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Attest:

*[Handwritten signature]*

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Secretary of the  
Board

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