BYLAWS OF THE GOVERNING BOARD

OF THE

BLUE RIVERS AREA AGENCY ON AGING

ARTICLE I: AGENCY

Section 1. Name of Agency. The name of the Agency shall be the Blue Rivers Area Agency on Aging.

Section 2. Governing Body. The Governing Body of the Agency shall be called the Governing Board of the Blue Rivers Area Agency on Aging and shall be composed of representatives from the member units of local government, who shall be deemed eligible for the appointment to the Agency as prescribed in ARTICLE III: Governing Board in these Bylaws.

Section 3. Seal of the Agency. The Seal of the Agency shall bear the name of the Agency and the year of its organization.

ARTICLE II: PURPOSE

Section 1. Purposes. The purposes of the Agency shall be as follows:

A. The Agency is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

B. To act as the firm official advocate for the Area's older citizens with regard to their needs, problems, concerns, and issues;

C. To identify and define the most pressing needs of the Area's older citizens;

D. To develop, in cooperation with the appropriate Federal, State, and Local Agencies or Entities, effective plans to meet the Area's identified needs on a continuing basis;

E. To develop or have developed, in compliance with all current laws, rules, and regulations, governing operations of programs for older citizens, and needed services to meet the identified priority needs of the Area's older citizens as outlined in the Agency's plan;

F. To monitor and evaluate continually the Area's services and programs for older people to ensure that service and program objectives are being met and that those objectives are meeting the needs of older people;

G. To cooperate with and coordinate the Area's public and private programs, services, and efforts on behalf of the older people in the Area for the purpose of ensuring that an effective, comprehensive umbrella of services are at the disposal of any of the Area's older citizens in need of the services;

H. To do any and all things within the ability of the Agency and all Entities served by the Agency to improve the quality of life for the Area's older citizens.

ARTICLE III: GOVERNING BOARD OF THE AGENCY

Section 1. Representation. The number of members on the Governing Board of the Agency shall be fourteen (14). The number of representatives on the Governing Board of the Agency for each participating county shall be: Gage County, four (4) members; Jefferson County, three (3) members; Thayer County, two (2) members; Johnson County, one (1) member; Nemaha County, one (1) member; Pawnee County, one (1) member; Richardson County, one (1) member; and Otoe County, one (1) member.

Section 2. Eligibility. A portion of the representatives of the Governing Board shall be individuals aged sixty (60) and above. Each member county shall appoint one (1) member of its board, or a designee, with full authority to make commitments on its behalf and to represents its interests and the interests of its constituent older persons. The remaining appointees shall be made up of representatives of agencies and institutions serving the elderly, public officials, and interested citizens, except that no individual representing an agency receiving funds under any of the contract(s) by the agency may participate in any way in the deliberations affecting the funding of that contract.

Section 3. Appointment Procedures. The Board Chairperson of the Governing Board of each member county shall appoint the number of Agency Governing Board members allotted to his/her respective county. The Governing Body of each member county shall by resolution approve its chairperson's appointee(s) to the Governing Board of the Agency.

Section 4. Term. Members shall be appointed as aforesaid in Section 3 for a term of three (3) years except that all vacancies shall be filled for the unexpired terms. A member shall hold office until his successor has been appointed. A certificate of the appointment or reappointment of any member shall be filed with the respective county clerk, with a copy to the Administrative office of the Agency, evidence of the due and proper appointment of such member.

Section 5. Compensation. A member shall receive no compensation for his services, but he or she shall be entitled to the necessary expenses, including travel expenses, incurred in the discharge of his or her duties.

Section 6. Executive Committee. At the discretion of the Governing Board, an Executive Committee composed of President, Vice-President, and Secretary of the Governing Board, or such other members of the Governing Board as may be designated, may be appointed and empowered to act on behalf of the Governing Board between regular meetings. Such appointments shall be for the length of time specified in the motion for the appointment, and in all cases shall expire on the date of the next annual meeting as specified in ARTICLE V, Section 1.

Section 7. Special Committees. The President of the Governing Board may as deemed necessary appoint Special Committees to carry out specific projects as identified by the Board or Agency. Such tasks shall be stated in the appointment of the committee, and its role and function shall be limited to its stated purpose. The membership of any Special Committee may not exceed five (5) members of the Governing Board.

ARTICLE IV: OFFICERS

Section 1. Officers. The officers of the Governing Board shall be the President, Vice President, and the Secretary. Officers shall be elected at the Annual Meeting each year, and shall serve until the next election.

Section 2. President. The President of the Governing Board shall preside at all meetings of the Board. The President may submit, at each meeting, such recommendations as he/she may consider proper concerning the business affairs of the Governing Board and/or Agency. He/she shall be empowered to sign, on behalf of the Governing Board, all documents requiring the signature of a member of the Governing Board.

Section 3. Vice President. The Vice President shall perform the duties of the President in the absence or incapacity of the President. The Vice President shall be empowered to carry out all the duties and functions of the President in the event of the resignation or death of the President, and shall serve in this capacity until such time as the Governing Board shall elect a new President.

Section 4. Secretary. The Secretary, or a designated Recording Secretary, shall keep a written record of all meetings of the Governing Board, including a record of all votes and general proceedings. Such records, to be known as the official minutes, shall be submitted for approval at the next Regular or Special Meeting of the Governing Board. The Recording Secretary shall be an employee of the Agency, as identified by the Executive Director prior to each meeting.

Section 5. Additional Duties. The Officers of the Governing Board shall perform other such duties and functions as may from time to time be required by the Governing Board and its Bylaws to carry out the purposes as outlined in Article II above.

Section 6. Vacancies. Should the office of President, Vice President, or Secretary become vacant, the Governing Board shall, at its next Regular Meeting after the vacancy occurs, elect from its membership a successor. Such election shall be for the unexpired term of said office.

Section 7. Personnel. The Governing Board shall employ an Executive Director. He/she shall be authorized to carry out those duties and functions as are necessary to fulfilling the role and mission of the Agency. The Executive Director, subject to review and/or approval of the Governing Board, shall employ other such personnel as are necessary to carry on the operations of the Agency. In the event of the resignation, long term incapacity, or death of the Executive Director, the Governing Board shall appoint an Acting Director. This Acting Director shall serve until such time as the Governing Board selects a new Executive Director, and he/she begins employment with the Agency. The Governing Board may, at its discretion, replace the Acting Director at any time it is deemed necessary for the good of the Agency.

ARTICLE V: MEETINGS

Section 1. Annual Meetings. The Annual Meeting of the Governing Board of the Agency shall be held on the fourth Monday of July at a duly designated time and place.

Section 2. Regular Meetings. Regular Meetings shall be held at such time or place as may from time to time be designated by resolution. In the event such date shall fall on a legal holiday, the meeting shall be held on the next regular working day.

Section 3. Special Meetings. Special Meetings of the Governing Board may be called by the President or five (5) members of the Governing Board for the purpose of transacting any business designated in the call. The call for a Special Meeting shall be delivered at least 24 hours before the scheduled meeting time to each Board member. Delivery may be accomplished in the most cost efficient manner for each call sent.

Section 4. Meeting Agenda. The written Agenda for the Annual, Regular, or Special Meetings of the Governing Board shall be prepared in the office of the Agency by the Executive Director or his/her designee. Agendas for the Annual and Regular

Meetings of the Governing Board shall be mailed or delivered to the members of the Board prior to the meeting date. When feasible, Agendas for Special Meetings will be mailed or delivered to the members of the Board prior to the meeting. However failure of Board members to be provided with copies of the Agenda prior to the Annual or Regular meetings shall not be deemed cause to declare a meeting invalid if all other conditions for the conduct of such meetings are met.

Section 5. Voting. A Quorum shall consist of at least eight (8) members present at a Regular, Special, or Annual Meeting. Action on behalf of the Governing Board and/or Agency may be taken upon a vote of a simple majority of those present and voting at a meeting.

ARTICLE VI: AGENCY SUPPORT

Section 1. Method of Assessment. In sharing the expense of the approved annual Agency Budget, entities being served shall be assessed a proportionate share of the support of the Agency based on a per capita basis of each entity's population aged sixty (60) years and older, and on the level and number of services being received.

Section 2. Assessment of Notification. The Agency shall on or before the last working day of June notify the entities served by the Agency of their assessment for the ensuing fiscal year. This notification shall be in such manner and at such time as is agreeable between the Agency and the Entity being notified.

Section 3. Method of Payment. Payments to the Agency shall be made at such time, and in such manner, as shall be agreed upon by the Agency and the Entity being served. In addition to the assessment, each Entity may provide funds, equipment, and accommodations necessary for the work of the Agency.

ARTICLE VII: FINANCIAL AFFAIRS

Section 1. Fiscal Officer. The Agency shall employ a Fiscal Officer who shall have the primary responsibility for the financial affairs of the Agency. These responsibilities shall include, but not be limited to, General Accounting, Billing, Budgeting, Payroll, Payment of Claims, required record keeping, plan preparation and reports, and such other duties consistent with this position as may be assigned by the Executive Director and/or the Governing Board. This shall include a financial report to be delivered monthly to each Board member. The Fiscal Officer may at his/her discretion assign such duties to other appropriate employee(s) of the Agency.

Section 2. Payment of Claims. The Fiscal Officer or his/her designee shall review and approve all claims for payment. Such payment shall be by bank check, drawn upon the appropriate Agency Account designated for the purpose of support for the program for which the claim is filed. All checks prepared for the payment of claims shall bear the signature of the Executive Director or his/her designee.

Section 3. Receipt of Monies. All monies received by the Agency shall be deposited, by the Fiscal Officer or his/her designee, in the financial account for which they are designated. Such deposits and accounts shall be handled in a manner consistent with generally recognized good financial practices.

Section 4. Audit(s). The Agency shall make arrangements for at least an annual audit of its financial records. It shall also conduct or cause to be conducted such other audits as may be deemed necessary or are required by the laws, rules, or regulations under which the Agency operates. The results of all audits shall be made known to the members of the Governing Board and all other Agencies who, by law, rule, or regulation, are entitled to such results.

ARTICLE VIII: RULES OF ORDER

Section 1. Rules of Governing Board. The rules contained in *Robert's Rules of Order, Revised*, shall govern the Board in all cases to which they are applicable and in which they are not inconsistent with Bylaws and/or laws, rules, and regulations governing the operations of the Board and/or Agency.

ARTICLE IX: AMENDMENTS

Section 1. Amendments of Bylaws. The Bylaws of the Governing Board shall be amended only with the approval of at least a quorum, as defined in ARTICLE V, Section 4, of the Board membership at a Regular or Special Meeting, but no such amendment shall be adopted unless at least thirty (30) days written notice thereof has been given to all members of the Governing Board.

ARTICLE X: DISSOLUTION CLAUSE

Upon the dissolution of the Agency, the Agency shall, after paying or making provision for the payment of all the liabilities of the Agency, dispose of all the assets of the Agency exclusively for the purpose of the Agency in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) as the Governing Board shall determine. Any such asset not so disposed of shall be disposed of by the Court of the Common Pleas of the County in which the principal office of the Agency is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.