

CENTRAL MISSOURI AREA AGENCY ON AGING  
Board of Directors  
BY-LAWS

Article I: Name and Purpose

Section 1. The name of the organization shall be the Central Missouri Area Agency on Aging (CMAAA).

Section 2. 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 designated in the Articles of Incorporation. 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.

Article II: Meetings

Section 1. The Board of Directors shall meet on the second Tuesday of each month at such time and place as determined by the Board. Notice of all meetings of the Board shall be sent from the CMAAA office.

Section 2. Under unusual circumstances, as determined by the Executive Committee or the Board President in consultation with the Chief Executive Officer, Board meetings may be held at times other than the regularly scheduled meeting date, or may be canceled.

Section 3. There shall be an annual meeting held each year for the election of officers, and such other business requiring the action of the Board.

Section 4. The Executive Committee or the majority of the Board of Directors may call a special meeting of the full membership if needed at any time.

Section 5. A quorum for all meetings of the Board of Directors shall consist of one-third of the Board members.

Article III: Officers and Duties

Section 1. The officers of the CMAAA shall be President, First Vice-President and Second Vice-President, elected from and by the Board at the annual meeting to serve for one year. No person shall serve in the same office for more than two consecutive terms. The three officers must be geographically representative; in other words, one officer will be from each of the three regions and no region shall have more than one officer.

Section 2. The President shall preside at the annual meeting, and all Board of Directors and Executive Committee meetings. The President shall be an ex officio member of all committees except the nominating committee. He/she shall appoint all committees with the consent of the Board of Directors. He/she shall report on the organization's activities at the annual meeting. The President is empowered to sign documents and checks for the organization. He/she shall also serve as the chairperson of the Compensation-Personnel Committee. In case the Board of Director's action results in a tie vote, the president shall cast the deciding vote.

Section 3. The First Vice-President or the Second Vice-President shall assume the duties of the President in his/her absence.

Section 4. The First Vice-President shall ensure that an accurate record of the annual meeting and all Board and Executive Committee meetings be kept. The records shall be open at reasonable times for inspection. A recording secretary may be appointed to take and type the minutes of the meeting. The First Vice-President will serve as chairperson of the Governance-Program Committee.

Section 5. The Second Vice-President shall cause to be kept detailed accounts of assets, liabilities, receipts and disbursements, insuring internal accounting and administrative control procedures are followed. The books shall be open at all times for examination by the finance committee and for audit annually. The Second Vice-President will serve as chairperson of the Audit-Financial Committee.

#### Article IV: Board of Directors

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

Section 2. The Board of Directors shall consist of nineteen (19) members, one (1) from each county in the CMAAA area. Membership on the Board shall be open to individuals from any specific race, creed, color, sex, religion, age, national origin, handicapped or veteran status.

- a. In May, approximately one-third of the counties shall elect one representative to the Board of Directors for a term of three years.
- b. Vacancies on the Board of Directors shall be filled by a nomination from the local senior citizen organizations. This person's name shall be submitted to the CMAAA Board of Directors for approval. If the local senior citizens' organizations cannot agree on a single individual to fill the unexpired term, then an election will be scheduled to fill the vacancy.
- c. The Chief Executive Officer of the CMAAA shall be an ex-officio member of the Board of Directors, acting in an advisory capacity.
- d. The President of the Advisory Council shall serve in an ex-officio capacity to the CMAAA Board of Directors.
- e. The immediate past president shall be an ex-officio member of the board for one year if (s)he is not currently serving as a regular voting member.
- f. Any member having more than three (3) unexcused absences from board meetings in a fiscal year shall be deemed to have vacated his/her position.
- g. All ex-officio members serve without a vote.

## Article V: Committees

### Section 1. Executive Committee

- a. The Executive Committee shall consist of six members, two from each of the three geographic regions. The President, First Vice-President, and Second Vice-President shall automatically serve. The Immediate Past President shall serve for one year. Additional members will be elected to ensure equal geographic representation. These additional members shall be elected from among the board members of that region and will serve for a period of one year.
- b. Meetings of the Executive Committee may be called by the President or any three members of the committee, at a time suitable to a majority of the members of the committee.
- c. The Executive Committee shall annually conduct a performance appraisal of the CMAAA Chief Executive Officer.

### Section 2. Nominating Committee

- a. It shall consist of three (3) members, one from each region, appointed by the President with the approval of the Board.
- b. The Nominating Committee shall submit a slate of officers for the next year which shall be mailed to the Board members at least ten days prior to annual meeting. The Nominating Committee shall function throughout the year to fill vacancies among officers.
- c. No officer shall be appointed to the Nominating Committee.

### Section 3. Compensation-Personnel Committee

- a. The Compensation-Personnel Committee shall consist of seven (7) Board members. The President shall recommend appointments based on the experience, expertise, interest, and education of Board members. Co-chairperson shall be appointed by the President.
- b. The Committee shall assist the Board of Directors in fulfilling its oversight responsibilities relating to Personnel Policies, Wage and Salary Plan, Chief Executive Officer's compensation, employee benefits, and shall provide recommendations on Chief Executive Officer successor.
- c. The Committee shall meet at least one time annually or more frequently as it shall determine is necessary to carry out its duties and responsibilities.

### Section 4. Governance-Program Committee

- a. The Governance-Program Committee shall consist of six (6) members of the Board. The President shall recommend appointments based on the experience, expertise, interest, and education of Board members. Co-chairperson to be appointed by the President.

- b. The Committee shall assist the Board of Directors in fulfilling its oversight responsibilities relating to developing and implementing sound governance policies and practices. This includes recommendations on by-laws, committee charters, Code of Ethics, Conflict of Interest and other governance policies. The Committee shall also develop a process for the Board's assessment of its performance and the performance of its committees. This Committee will also review all Requests for Proposals documents, and evaluate and make recommendations for contract awards.
- c. The Committee shall meet at least one time annually or more frequently as it shall determine is necessary to carry out its duties and responsibilities.

#### Section 5. Audit-Financial Committee

- a. The Audit-Financial Committee shall consist of six (6) members of the Board. . The President shall recommend appointments based on the experience, expertise, interest, and education of Board members. Co-chairperson to be appointed by the President.
- b. The Committee shall provide an independent oversight of the Agency's accounting and financial reporting and oversee the Agency's annual audit. It shall also oversee compliance with the Code of Ethics and Conflict of Interest policies. This Committee will review agency monitoring reports. In discharging its oversight role, the Committee has the authority to investigate any matter within its area of responsibilities that is brought to its attention, with full access to all of the books, records, facilities, and staff of CMAAA.
- c. The Committee shall meet at least one time annually or more frequently as it shall determine is necessary to carry out its duties and responsibilities.

#### Section 6. Select Committees

- a. The President with Board approval shall appoint Select Committees with representation from each region when they are needed for specific projects.

### Article VI: Advisory Council

Section 1. The Board of Directors recognizes the 'CMAAA Advisory Council' as the official area agency Advisory Council. The President of the CMAAA Advisory Council shall serve as an ex-officio member of the Board of Directors.

Section 2. The Board of Directors shall approve the by-laws of the advisory council.

### Article VII: Documents and Checks

Section 1. All documents such as contracts or financial arrangements accepted or executed by CMAAA shall be signed by the Chief Executive Officer as directed by the Board.

Section 2. The Board shall assure that all financial records are maintained in accordance with Generally Accepted Accounting Principles (GAAP).

### Article VIII: Fiscal Year

The fiscal year of the CMAAA shall begin on the first day of July and end on the last day of June.

#### Article IX: Amendments

These by-laws may be amended by a majority vote of members of the Board of Directors, provided the amendment was read at a previous meeting or a copy sent to each member prior to the meeting date. The Board shall review the by-laws annually, and update if necessary.

#### Article X: Conflict of Interest

To be a member of the CMAAA Board of Directors, an individual shall:

1. Reside within the boundaries of the county they are representing;
2. Not be an owner or employee of a Service Provider Agency/Organization that has submitted (during or for the term of the member) a proposal to CMAAA to receive funding to provide services or that is currently providing services under a grant, contract or stipend with CMAAA.
3. Not be a board member of a Service Provider Agency/Organization that has submitted (during the term of the member) a proposal to CMAAA to receive funding to provide services or that is currently providing services under a grant, contract, or stipend with CMAAA.
4. Not be an immediate family member, that is, a member of a household such as parent, sibling, spouse or child, of those identified in (2) & (3) above.

#### Article XI: Order of Business

Roberts Rules of Order, newly revised shall be followed.

#### Article XII: Parliamentarian

A parliamentarian shall be designated by the President.

#### Article XIII: Public Meetings

All meetings of the Board shall be open to the public except for time spent on agenda items which include personnel actions, legal actions or litigation, real estate transactions in which public knowledge may adversely affect consideration thereof, the development of contractual costs, or other appropriate matters permitted by law. The President will call for an executive session when necessary.

CMAAA Board of Directors  
OPERATING PROCEDURES

These operating procedures have been adopted by the CMAAA Board of Directors in order to conduct their business in the most effective and efficient manner.

1. The CMAAA staff may be recognized to speak and participate in discussions at Board meetings upon request. Guests will be recognized to speak when responding to a request from a seated voting member.
2. Guests who wish to address the Board must state the specific nature of their presentation, receive prior approval of the President and be placed on the agenda. There will be a 5 minute limitation on guest presentations, unless the Board votes to allow more time.
3. Anyone who participates in a closed session of the Board or has information which is confidential (i.e. disciplinary action, legal litigation, etc.) shall be bound by confidentiality rules.

Step 1 Anyone who through carelessness or otherwise discloses confidential information will be warned by the President of CMAAA that such disclosure can be detrimental to the Agency.

Step 2 If the person continues to disclose confidential information, a closed session of the board will be called and the individual will be requested to explain his/her actions.

Step 3 If the person continues to disclose confidential information, the board will determine whether this person should retain his/her position of trust on the board.

If the President should be the one revealing information, any board member can ask for a closed meeting where Step 2 of this policy will be in effect.

4. An annual orientation session shall be held to provide current and in-depth information on the agency and its operations to new and returning board members.
5. Any member who is absent from a board meeting must notify the CMAAA office of the reasons for the absence. These notices will be filed and after three (3) absences in any fiscal year, the member's attendance will be reviewed at the next Executive Committee meeting to determine if the reasons are of sufficient substance to allow the board member to remain on the board. If no notice is received, it will be assumed that the board member is not interested in board responsibility and the absence will be considered unexcused.
6. The conduct of all board members shall be governed by the "Code of Ethics" as adopted by the CMAAA Board of Directors.
7. The election of board members shall be governed by the "CMAAA Election Policy Statement" as adopted by the CMAAA Board of Directors.