



1 gender, religion, political party, age, sexual orientation, national origin, handicap, or veteran  
2 status.

3  
4  
5 ARTICLE III: OFFICERS  
6

7 Section 1. The officers of the Board of Directors shall be: Chairman, Vice Chairman,  
8 Secretary, Treasurer, Parliamentarian, Member-at-Large, and such assistants as may be deemed  
9 necessary. These officers shall be elected from and by the members of the Board of Directors.  
10 The Chairman shall have served at least one (1) year on the Board of Directors prior to election  
11 as Chairman.

12  
13 Section 2. The officers shall serve for a term of one year. If the Chairman position  
14 becomes vacant before the end of the term, the Vice Chairman will serve out the remainder of  
15 the term. If another board position becomes vacant before the end of the term, the Board may  
16 appoint another person to that position to serve out the remainder of the term. No person may  
17 hold two board officer positions at the same time.

18  
19 Section 3. No person shall serve in the same office for more than two (2) consecutive  
20 terms.

21  
22  
23 ARTICLE IV: DUTIES AND POWERS OF OFFICERS AND BOARD  
24

25 Section 1. The executive power of the Agency shall be vested in the Board of Directors  
26 who shall have charge of the affairs and funds of NEMO AAA, and shall have the power and  
27 authority to do and perform all acts and functions in accordance with these Bylaws.

28  
29 Section 2. The Area Agency Board of Directors shall maintain the ultimate authority and  
30 responsibility for implementation of the approved area plan to provide services to the elderly  
31 within the designated planning and service area in accordance with all applicable federal and  
32 state laws and regulations and Missouri Division of Aging policies and procedures.

33  
34 Section 3. The Chairman of the NEMO AAA Board of Directors shall be the presiding  
35 officer at all meetings of the Agency's Board of Directors and Executive Committee. The  
36 Chairman shall present a report of the organization's activities to the Board at its first meeting of  
37 the fiscal year.

38  
39 Section 4. The Vice-Chairman shall perform the duties of the Chairman in his/her  
40 absence, shall chair the Personnel Committee, and shall perform other duties as directed by the  
41 Chairman.

42  
43 Section 5. The Secretary shall keep or cause to be kept an accurate report of the  
44 proceedings of the meetings of the Area Agency Board. The record shall be open at all times for

1 reasonable inspection by an individual. The Secretary shall give notice of the meetings of the  
2 Agency through the Area Agency Office.

3  
4 Section 6. The Treasurer shall chair the Finance Committee. The Treasurer shall oversee  
5 preparation and distribution of financial audits by an accountant or financial professional, make  
6 sure all the board's financial policies are being followed, give regular reports to the board as to  
7 the financial health of the organization, assist in the preparation of the budget, and review  
8 financial documents of the organization. The books shall be open at all times for examination or  
9 audit by the auditors, Missouri Department of Social Services, Missouri Division of Senior and  
10 Disability Services, Administration on Aging, and such representatives of the Executive  
11 Committee as it may designate from time to time. The Treasurer shall render or cause to be  
12 rendered a monthly as well as an annual report to the Board of Directors, and books shall be  
13 audited annually.

14  
15 Section 7. The Parliamentarian shall give advice to the Chairman and, when requested,  
16 to any other member. The Parliamentarian should also call the attention of the Chairman to any  
17 error in the proceedings that may affect the substantive rights of any member or otherwise do  
18 harm, serve as an advisor to the Governance Committee, and chair the Bylaws Committee.

19  
20 Section 8. The Member-at-Large shall chair the Program Planning Committee.

## 21 22 23 ARTICLE V: STANDING COMMITTEES

24  
25 Section 1. There shall be a Governance Committee, consisting of five (5) members,  
26 elected at the Annual Meeting to serve the following year. The committee shall elect its own  
27 Chairman.

## 28 29 30 ARTICLE VI: MEETINGS

31  
32 Section 1. There will be five meeting per year. Preferably, meeting will be held in  
33 person, but if circumstances require, meetings may be held via conference call or  
34 telecommunications. Such circumstances may be civil unrest, war, natural disaster or other  
35 unusual circumstances such as a pandemic. The Chairperson will decide the form of the meeting  
36 and notify the rest of the Board within 48 hours of the scheduled meeting. The Chairperson may  
37 also decide to reschedule a meeting to a later date in such circumstances. Any changes to the  
38 meeting schedule or format should be memorialized in a note to the minute book.

39  
40 Section 2. The Board of Directors of NEMO AAA must comply with the provisions of  
41 19 CSR (Code of State Regulations) 15-4.100 Section 1 to 6 and 19 CSR 15-7.

42  
43 Section 3. Board members must sign a Conflict of Interest statement, Code of Ethics, and  
44 Functions of the Board of Directors prior to being seated on the Board. Copies of these  
45 documents are attached to the Bylaws as Appendix 1, 2, and 3.

1  
2       Section 4. The Board of Directors shall not select, appoint, or elect as a member or ex-  
3 officio member, any individual who is an owner, board member, employee, or an immediate  
4 family member (spouse, sibling, parent, or child) of an employee or board member of a service  
5 provider agency that has currently submitted a proposal to the area agency to receive funding to  
6 provide services, or that is currently providing services under grant, contract, or stipend with the  
7 Area Agency. Board members shall recognize and strive to prevent conflicts of interest. No  
8 Board member shall:

- 9  
10       a.     Be an owner or employee of a service provider agency/organization that has  
11             submitted (during or for the term of the member/alternate) a proposal to NEMO  
12             AAA to receive funding to provide services, or that is currently providing services  
13             under a grant, contract, or stipend with NEMO AAA;  
14  
15       b.     Be a board member of a service provider agency/organization that has submitted  
16             (during the term of the member/alternate) a proposal to receive funding to provide  
17             services, or that is currently providing services under a grant, contract, or stipend  
18             with NEMO AAA;  
19  
20       c.     Be an immediate family member (spouse, sibling, parent, or child) of an  
21             employee or board member of a service provider agency/organization that has  
22             submitted (during the term of the member/alternate) a proposal to receive funding  
23             to provide services, or that is currently providing services under a grant, contract,  
24             or stipend with NEMO AAA.  
25  
26       d.     None of these provisions shall be construed to limit NEMO AAA Board  
27             members/alternates from serving as advisory council members or in any other  
28             advisory position for a service provider.  
29

30       Section 5. It is the policy of the NEMO AAA Board that members must attend meetings  
31 to maintain governance continuity, to be fully informed about the issues on which they will vote,  
32 and to meet their responsibility to contribute to the decisions the board is required to make.  
33

- 34       a.     If a Board member will be absent from all or part of a meeting, the member is  
35             expected to contact the Board Chairman or the Executive Director as soon as the need  
36             to be absent is known.  
37  
38       b.     When a Board member is absent from any meeting without prior notice, the Board  
39             Chairman will remind the member of this meeting attendance policy.  
40  
41       c.     If a Board member is absent from three (3) Board meetings in a fiscal year the  
42             Board Chairman will ask the Board to remove the member from the Board. It will  
43             be the duty of the Board Chairman to notify the member in writing.  
44  
45       d.     A member may also be removed from the Board because of:

- Negligence of Board duties and responsibilities.
- Illegal activity as a member of the Board.
- Acting in any manner detrimental to NEMO AAA.

Section 6. The Executive Director of NEMO AAA shall be an ex-officio member of the Area Agency Board, acting in an advisory capacity.

### ARTICLE III: OFFICERS

Section 1. The officers of the Board of Directors shall be: Chairman, Vice Chairman, Secretary, Treasurer, Parliamentarian, Member-at-Large, and such assistants as may be deemed necessary. These officers shall be elected from and by the members of the Board of Directors. The Chairman shall have served at least one (1) year on the Board of Directors prior to election as Chairman.

Section 2. The officers shall serve for a term of one year. If the Chairman position becomes vacant before the end of the term, the Vice Chairman will serve out the remainder of the term. If another board position becomes vacant before the end of the term, the Board may appoint another person to that position to serve out the remainder of the term. No person may hold two board officer positions at the same time.

Section 3. No person shall serve in the same office for more than two (2) consecutive terms.

### ARTICLE IV: DUTIES AND POWERS OF OFFICERS AND BOARD

Section 1. The executive power of the Agency shall be vested in the Board of Directors who shall have charge of the affairs and funds of NEMO AAA, and shall have the power and authority to do and perform all acts and functions in accordance with these Bylaws.

Section 2. The Area Agency Board of Directors shall maintain the ultimate authority and responsibility for implementation of the approved area plan to provide services to the elderly within the designated planning and service area in accordance with all applicable federal and state laws and regulations and Missouri Division of Aging policies and procedures.

Section 3. The Chairman of the NEMO AAA Board of Directors shall be the presiding officer at all meetings of the Agency's Board of Directors and Executive Committee. The Chairman shall present a report of the organization's activities to the Board at its first meeting of the fiscal year.



1 members of the NEMO AAA Board, (one from each region). The committee shall elect its own  
2 Chairman.

3  
4 The Governance Committee shall prepare a slate of nominees for selection as officers of  
5 the incoming Governance Committee and present the slate at the annual meeting. Nominations  
6 may be made from the floor, but will require a second.

7  
8 The Governance Committee shall assist the Board of Directors in fulfilling its oversight  
9 responsibilities relating to developing and implementing sound governance policies and  
10 practices. The Committee is responsible for: nominating qualified individuals to become  
11 members of the Board and the Advisory Council; reviewing and recommending to the Board the  
12 adoption of governance guidelines and committee charters; recommending director assignments  
13 to Board committees; overseeing compliance with the Code of Ethics, the Conflicts of Interest  
14 policy, and other governance policies; and, developing a process for the Board's assessment of  
15 its performance and the performance of Board committees and a self-assessment by Directors.

16  
17 The Committee shall meet twice annually or more frequently as it shall determine is  
18 necessary to carry out its duties and responsibilities. The Chairman will schedule regular  
19 meetings; additional meetings may be held at the request of two or more members of the  
20 Committee, the Executive Director, or the Chairman of the Board.

21  
22 In carrying out its oversight responsibilities, the Governance Committee shall:

23  
24 1. Review the structure, size and, composition of the Board, its committees and  
25 Advisory Council, and make recommendations as appropriate.

26  
27 2. Annually review the composition of the Board with regard to the competencies,  
28 skills, and attributes of its members as they relate to the needs of the Board.

29  
30 3. Develop and recommend to the Board for approval the criteria and policies for  
31 consideration and selection of members of the Board to be appointed to fill vacancies. The  
32 criteria should include integrity, independence, diversity of experience, leadership, and the  
33 ability to exercise sound judgment.

34  
35 4. Conduct a search for prospective new Directors to be appointed to fill Board  
36 vacancies based on the criteria and needs of the Board. The Committee will review and evaluate  
37 the qualifications of prospective Directors in consultation with the Chairman of the Board and  
38 the Executive Director. Following the initial review, the Committee will select those individuals  
39 to be interviewed by the Chairman of the Board, the Chairman of the Committee, and the  
40 Executive Director. From among those individuals who have been interviewed, the Committee  
41 will recommend candidates for appointment to the Board of Directors. The Governance  
42 Committee shall name candidates for any vacancies among the officers and submit these names  
43 to the Agency Board for election by the Agency Board.

1           5. Recommend committee assignments and chairmanships of committees for approval  
2 by the Board in consultation with the Chairman of the Board and the Executive Director. The  
3 preferences of individual Directors for committee assignments will be taken into account where  
4 possible.  
5

6           6. Evaluate and recommend for approval by the Board individuals to serve as  
7 Advisory Council members. The criteria and evaluation process for selecting Advisory Council  
8 members shall be the same as that applied for prospective new Directors to be appointed to fill  
9 Board vacancies, except the requirements for interviews as provided in paragraph three (3). The  
10 Executive Director shall interview potential Advisory Council members and, at his or her  
11 discretion, may request the participation of the Chairman of the Board and/or Chairman of the  
12 Committee.  
13

14           7. In consultation with the Compensation Committee, develop succession plans for  
15 the positions of Executive Director and Fiscal Manager and submit such plans to the Board for  
16 approval. The Committee and Compensation Committee shall share responsibility for  
17 conducting a search for candidates, evaluating potential successors, and making  
18 recommendations to the Board. The Committee and the Compensation Committee are jointly  
19 authorized to engage a professional search firm. In consultation with the Compensation  
20 Committee, the Committee will review NEMO AAA's succession plans annually, and jointly  
21 recommend to the Board revisions as needed.  
22

23           8. Oversee the orientation of new Board members and continuing education for  
24 directors.  
25

26           9. Develop and oversee the annual performance assessment process for the Board,  
27 and each committee of the Board (including a review by the Committee of its own performance),  
28 and provide a report of the results to the Board of Directors. The Committee will develop a  
29 process for the annual self-assessment of Directors.  
30

31           10. Periodically review the Board's Governance Guidelines to ensure that they are  
32 consistent with sound governance principles, and recommend any proposed changes to the Board  
33 for approval.  
34

35           11. Develop, and periodically update, a Code of Ethics for approval by the Board, and  
36 ensure that management has established a system to monitor compliance and is enforcing the  
37 Code.  
38

39           12. Develop, and periodically update, a Conflict of Interest policy for approval by the  
40 Board, and ensure that management has established a system to monitor compliance with such  
41 policy.  
42

43           13. Review any proposed changes to NEMO AAA's governing documents and  
44 recommend appropriate action to the Board.



1 14. Oversee and periodically discuss with outside counsel the implementation and  
2 effectiveness of NEMO AAA's compliance and ethics programs, including its Code of Ethics.

3  
4 15. In consultation with the Audit Committee, monitor and review NEMO AAA  
5 policies and procedures relating to compliance with laws and regulations, its Code of Ethics, and  
6 Conflicts of Interest policy.

7  
8 16. Review and make recommendations to the Board regarding conflicts of interest,  
9 related-party transactions, and the Code of Ethics involving Board members or executive  
10 officers.

11  
12 17. Periodically review the Governance Guidelines and recommend any proposed  
13 changes to the Board for approval.

14  
15 18. Report regularly to the Board on the Committee's activities and actions, as  
16 appropriate. The Committee will maintain minutes of meetings and report to the Board the  
17 results of Committee meetings.

18  
19 19. Annually review the Committee's own performance, and report the results of such  
20 review to the Board.

21  
22 20. Annually review and reassess the adequacy of this charter and recommend any  
23 proposed changes to the Board for approval.

24  
25 21. Perform such other duties required by law or otherwise as are necessary or  
26 appropriate to further the Committee's purposes, or as the Board may from time to time assign to  
27 it.

28  
29 Section 3. There shall be a Program Planning Committee of at least five (5) Board  
30 members appointed at the Annual Meeting to serve the following year. The Executive  
31 Committee Member-at-Large shall chair the Program Planning Committee. The Executive  
32 Director and Program Staff shall serve as advisors to the Program Planning committee.  
33 Responsibilities of the committee include: (1) establishment of long range goals and objectives  
34 for the organization; (2) reviews of the Area Plan and revisions; and (3) recommendations for  
35 implementation of new federal and state program initiatives.

36  
37 Section 4. There shall be a Bylaws Committee of at least three (3) Board Members  
38 appointed at the first meeting of the fiscal year to serve the following year. The Parliamentarian  
39 shall chair the Bylaws Committee. Responsibilities of the committee include: (1) reading and  
40 reviewing the Bylaws; (2) proposing changes to be voted on by the Board of Directors; and  
41 (3) giving Board members prior notice of meetings at which Bylaws changes will be voted on.

42  
43 Section 5. There shall be a Personnel Committee of at least three (3) Board Members  
44 appointed at the first meeting of the fiscal year to serve the following year. The Vice-Chairman

1 shall chair the Personnel Committee. The committee shall be responsible for reviewing and  
2 updating personnel policies.  
3

4 Section 6. There shall be a Finance Committee of at least three (3) Board members  
5 appointed at the first meeting of the fiscal year to serve the following year. The Treasurer shall  
6 chair the Finance Committee. The Fiscal Manager shall serve as advisors to the Finance  
7 Committee. Responsibilities of the committee are to: (1) oversee the budget; (2) oversee the  
8 investments of the organization; and (3) plan and oversee the financial stability and integrity of  
9 the organization.  
10

11 Section 7. There shall be a Compensation Committee composed of the Executive  
12 Committee of the Board of Directors. The Chairman of the Board shall serve as the Chairman of  
13 the Committee.  
14

15 The Compensation Committee shall assist the Board of Directors in fulfilling its oversight  
16 responsibilities relating to the compensation and benefits of the Executive Director and other  
17 executive officers, and shall provide recommendations regarding management successors.  
18

19 The Committee shall meet twice annually or more frequently as it shall determine is necessary to  
20 carry out its duties and responsibilities. The Chairman will schedule regular meetings; additional  
21 meetings may be held at the request of two or more members of the committee, or the Executive  
22 Director.  
23

24 In carrying out its oversight responsibilities, the Committee shall:

25 1. Develop a compensation philosophy and compensation policies for approval by the  
26 Board.  
27

28 2. Review and recommend NEMO AAA's goals and objectives relevant to the  
29 compensation of the Executive Director and Fiscal Manager for approval by the Board, provided  
30 that persons with conflict of interest with respect to any compensation arrangement at issue were  
31 not involved. The committee will use data as to comparable compensation for similarly qualified  
32 person in functionally comparable positions at similarly situated organizations to help make their  
33 recommendations.  
34

35 3. Annually evaluate the Executive Director's performance in light of these goals and  
36 objectives, and make a recommendation to the Board with respect to the Executive Director's  
37 compensation.  
38

39 4. Annually review the staff salaries with the Executive Director to ensure that such  
40 salaries are appropriate and consistent with published compensation surveys or reports prepared  
41 for the Committee by outside consultants.  
42

43 5. Review all proposed employment contracts and severance agreements with the  
44 Executive Director and make recommendations for approval by the Board.  
45

1  
2 6. Oversee the administration of NEMO AAA's compensation and benefits program.  
3

4 7. In consultation with the Governance Committee, develop succession plans for the  
5 position of Executive Director and other executive officers and submit such to the Board for  
6 approval. The Committee and the Governance Committee shall share responsibility for  
7 conducting a search for candidates, evaluating potential successors, and making  
8 recommendations to the Board. The Committee and the Governance Committee are jointly  
9 authorized to engage a professional search firm. In consultation with the Governance  
10 Committee, review the NEMO AAA's succession plans annually and jointly recommend to the  
11 Board revisions as needed.  
12

13 8. Report regularly to the Board on the Committee's activities and actions, as  
14 appropriate. The Committee will maintain minutes of meetings and report to the Board the  
15 results of Committee meetings. This will include accurate record keeping with respect to any  
16 deliberations and decisions regarding any compensation agreements.  
17

18 9. Annually review the Committee's own performance, and report the results of such  
19 review to the Board.  
20

21 10. Annually review and reassess the adequacy of this charter and recommend any  
22 proposed changes to the Board.  
23

24 11. Perform such other duties required by law or otherwise as are necessary or  
25 appropriate to further the Committee's purposes, or as the Board may from time to time assign to  
26 it.  
27

28 Section 8. There shall be an Audit Committee composed of three (3) members appointed  
29 annually by the Chairman of the Board. The Chairman of the Board shall designate the  
30 Chairman of the Committee. At least one member of the Committee will be independent of the  
31 Board and shall have experience in finance or accounting, or other comparable experience or  
32 background that demonstrates and understanding of financial statements, generally acceptable  
33 accounting principles, internal controls, and procedures for financial reporting, and shall have  
34 experience in preparing, auditing, or evaluating financial statements.  
35

36 The Audit Committee shall assist the Board of Directors in fulfilling its oversight  
37 responsibilities relating to the quality and integrity of NEMO AAA's financial reporting  
38 processes and accounting practices; the adequacy and effectiveness of its systems of internal  
39 controls regarding finance, accounting, and legal and regulatory compliance; and the  
40 performance, qualifications, and independence of NEMO AAA's independent auditors. In  
41 discharging its oversight role, the Committee has the authority to investigate any matter within  
42 its area of responsibilities that is brought to its attention, with full access to all of the books,  
43 facilities, and staff of NEMO AAA.  
44

1 The Committee shall meet twice annually or more frequently as it shall determine is  
2 necessary to carry out its duties and responsibilities. The Chairman will schedule regular  
3 meetings; additional meetings may be held at the request of two or more members of the  
4 Committee, the Executive Director, or the Chairman of the Board. The Committee shall meet at  
5 least once annually, or more frequently as circumstances may require, with independent auditors  
6 outside the presence of management.

7  
8 In carrying out its oversight responsibilities, the Committee shall:

- 9  
10 1. Review the independent auditors' scope of work, as well as any proposed and  
11 permitted non-audit engagements.
- 12  
13 2. Assist with the selection and evaluation of the performance of the  
14 Independent auditors.
- 15  
16 3. Review with management and the independent auditors the audited annual financial  
17 statements, including any comments or recommendations of the independent auditors.  
18 Review any disagreements among management and the independent auditors in  
19 connection with the annual audit.
- 20  
21 4. Review with the independent auditors and management the audit and any restrictions  
22 on the scope of work or access to required information.
- 23  
24 5. Assist with the review of a report from the independent auditors and describing:  
25  
26 (a) the independent auditors' internal quality-control procedures;  
27  
28 (b) any material issues raised by the most recent internal quality-control review,  
29 or peer review, of the independent auditors, or by any authority, within the preceding five  
30 years, respecting one or more independent audits carried out by the independent auditors,  
31 and any steps taken to deal with any such issues; and  
32  
33 (c) if non-audit services have been provided, include in such report a statement  
34 disclosing all relationships between the independent auditors and NEMO AAA (including  
35 a description of each category of services provided by the independent auditors to NEMO  
36 AAA and a list of the fees billed for each such category).
- 37  
38 6. Review and evaluate the quality and integrity of NEMO AAA's financial reporting  
39 processes and internal controls regarding finance, accounting, and legal and regulatory  
40 compliance. Report any findings to the Board of Directors.
- 41  
42 7. Review and discuss with management and the independent auditors any significant  
43 risk exposure, financial or otherwise. Review the underlying policies with respect to risk  
44 assessment and risk management. Assess the steps management has taken to monitor,  
45 report, and control such risk exposures.

1  
2 8. Provide an open avenue of communication between the independent auditors,  
3 management, and the Board by requiring the auditors to bring critical issues to the  
4 Committee's attention and by meeting regularly with the auditors regarding significant  
5 audit findings and the adequacy and effectiveness of the internal audit function.  
6

7 9. Review with appropriate NEMO AAA legal counsel any significant legal matter  
8 that could have a material impact on NEMO AAA's financial condition.  
9

10 10. Develop, and periodically update, a Whistle-Blower Protection policy and  
11 procedures regarding the receipt, investigation, retention, and disposition of complaints  
12 or reports of suspected illegal or improper activity, financial or otherwise, from  
13 employees or third parties. The Committee shall have primary responsibility for ensuring  
14 compliance with this policy and for ensuring that employees who complain or make  
15 reports are not subjected to any retaliation.  
16

17 11. Develop, and periodically update for approval by the Board, (a) a policy for  
18 Document Retention and Document Destruction and procedures setting forth standards  
19 for document integrity, retention, and destruction; and (b) a policy concerning Related-  
20 Party Transactions Involving Directors and Officers.  
21

22 12. In consultation with the Governance Committee, monitor and review Board of  
23 Directors' policies and procedures relating to compliance with laws and regulations, its  
24 Code of Ethics, and its Conflicts of Interest policy.  
25

26 13. Report regularly to the Board on the Committee's activities and actions, as  
27 appropriate. The Committee shall review with the Board any issues that arise with  
28 respect to the quality or integrity of the financial statements; the overall control  
29 environment, including management controls, compliance with laws or regulation; and  
30 reports of any financial disparities. The Committee will maintain minutes of meetings  
31 and report to the Board the results of Committee meetings.  
32

33 14. Annually review the Committee's own performance, and report the results of such  
34 review to the Board.  
35

36 15. Annually review and reassess the adequacy of this charter and recommend any  
37 proposed changes to the Board for approval.  
38

39 16. Perform such other duties required by law or otherwise as are necessary or appropriate  
40 to further the Committee's purposes, or as the Board may from time to time assign to it.  
41  
42  
43  
44  
45

1  
2  
3 ARTICLE VI: MEETINGS

4 Section 1. All meetings of the Board of Directors shall be open to the public except for  
5 time spent on agenda items which include personnel actions, legal actions or litigation, real estate  
6 transactions (or other items as identified under Missouri's Sunshine Law) in which public  
7 knowledge may adversely affect consideration thereof, the development of contractual costs, or  
8 other appropriate matters permitted by law.

9 Section 2. There shall be five meetings per year. Preferably, meetings will be held in  
10 person, but if circumstances require, meeting may be held via conference call or other  
11 telecommunications. Such circumstances may be civil unrest, war, natural disaster or other  
12 unusual circumstances. The Chairperson will decide the form of the meeting and notify the rest  
13 of the Board within 48 hours of the scheduled meeting. The Chairperson may also decide to  
14 reschedule a meeting to a later date in such circumstances. Any changes to the meeting schedule  
15 or format should be memorialized in a note to the minute book.  
16

17 Section 3. The annual meeting shall be held in June of each year for the election of  
18 officers and the Governance Committee, from and by the new Board of Directors, and for such  
19 other business as may properly come before the meeting. The election of officers shall be the  
20 final item of business and they shall assume their offices immediately. At this time, an  
21 orientation packet will be given to new Board members. The packet will contain an updated  
22 copy of the NEMO AAA Bylaws and other such materials deemed necessary for a Board  
23 member to become fully familiar with the duties and powers of the Board and completely  
24 understand their roles and responsibilities.  
25

26 Section 4. A quorum shall consist of five (5) members of the Board of Directors. The  
27 presiding officer is entitled to vote any time the vote is taken by ballot and in all other cases  
28 where their vote would change the result (i.e. in a case where a two-thirds (2/3) vote is necessary  
29 and the presiding officer's vote with the minority would prevent adoption, and when the  
30 presiding officer's vote would create a tie and cause a motion to fail). If the presiding officer  
31 should vote to cause a tie, he/she may not vote a second time on that matter.  
32

33 Section 5. In case of the absence of a board member, an alternate shall be appointed by  
34 the presiding officer to act in his/her behalf.  
35

36 Section 6. The Agency Board shall meet at such time as shall be determined by the  
37 Board. Special meetings of the Agency Board may be called by the Chairman for the transacting  
38 of business, and must be called by the Chairman at the request of the Agency Board or at the  
39 written request of any five members of the Board. The time and place of such special meetings  
40 shall be determined by the Chairman, but must be called within ten (10) business days.  
41

42 Section 7. Notice of all meetings of the Agency Board shall be given by the staff of the  
43 Agency under the direction of the secretary of the Board of Directors of NEMO AAA.  
44  
45

1 ARTICLE VII: OFFICIAL DOCUMENTS

2  
3 Section 1. All documents made, accepted, or executed by NEMO AAA shall be signed  
4 by the appropriate officers and/or by staff designated by the Board of Directors.  
5

6 Section 2. The Chairman of the Board of Directors and/or the Executive Director is  
7 authorized to sign official documents.  
8

9 Section 3. All checks drawn against funds of the organization for routine expenses shall  
10 be signed by two members of the organization. Check signers may be the Chairman of the Board  
11 or the Executive Director or the Treasurer or designated alternates. These alternates must be  
12 approved by the Board prior to signing.  
13

14 Section 4. All persons authorized to sign checks or handle funds must be bonded in  
15 adequate amounts. The bonding will be paid for by the Agency.  
16  
17

18 ARTICLE VIII: FISCAL YEAR

19  
20 Section 1. The fiscal year of NEMO AAA shall commence on the first day of July and  
21 shall end on the last day of the following June.  
22  
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24 ARTICLE IX: ADMINISTRATIVE STAFF

25  
26 Section 1. An Administrative staff shall be established to administer the directives of the  
27 Agency Board of Directors. The Administrative staff shall consist of a full time Executive  
28 Director and such other staff as deemed necessary by the Board of Directors.  
29

30 Section 2. The Executive Director shall be hired by the NEMO AAA Board of Directors  
31 according to the attached hiring procedures (Attachment 2), and shall serve at their pleasure.  
32 The Executive Director shall be responsible to the Board for administering all programs  
33 specified by the Northeast Missouri Area Agency on Aging Area Plan.  
34

35 Section 3. The Executive Director shall be authorized to engage and terminate all other  
36 personnel of the NEMO AAA. He/she may delegate this authority to other appropriate staff,  
37 who may further delegate this authority.  
38  
39

40 ARTICLE X: AMENDMENTS

41  
42 Section 1. These Bylaws may be amended and shall become effective by the affirmative  
43 vote of two-thirds (2/3) of the members of the Board present, voting at any regular or special  
44 meeting of the organization, provided that notice shall have been given to each Board member at  
45 least two weeks prior to the date set for the meeting at which the amendment is to be presented.

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2        Section 2. These Bylaws shall be reviewed by the Board annually and updated if  
3 necessary.  
4

5  
6                                    ARTICLE XI: UNAUTHORIZED ACTIVITIES  
7

8        Section 1. No part of the net earnings of the Northeast Missouri Area Agency on Aging  
9 shall inure to the benefit of or be distributable to its individual members, Board of Directors,  
10 officers, or other private persons, except that the organization shall be authorized and  
11 empowered to pay reasonable compensation for services rendered. No substantial part of the  
12 activities of the organization shall be the dissemination of propaganda, or otherwise attempting  
13 to influence legislation, and the organization shall not participate in nor interfere in any political  
14 campaign on behalf of any candidate for public office. Notwithstanding any other provision of  
15 these Bylaws, the organization shall not carry on any activities not permitted to be carried on by  
16 a corporation exempt from federal income tax under Sections 501 (1) and 501 (c) (3) of the  
17 Internal Revenue Code of 1954, as amended, or any corresponding provision of any future  
18 United States Internal Revenue Law.  
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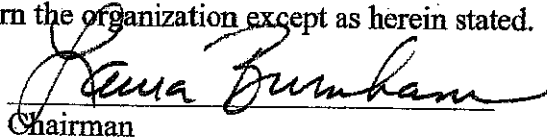
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2 ARTICLE XII: DISPOSITION OF ASSETS UPON DISSOLUTION  
3

4 Section 1. In the event of dissolution of NEMO AAA, the Board of Directors shall, after  
5 paying or making provision for the payment of all the liabilities of the organization, dispose of  
6 all the assets of the association exclusively for the purposes of the association in such a manner  
7 and to such groups or organizations as exist to promote and meet the social, recreational,  
8 educational, nutritional, home care, or transportation needs of senior citizens in the area of  
9 Northeast Missouri.

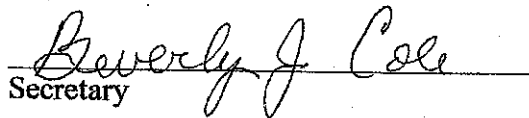
10  
11 Section 2. In the event of dissolution of NEMO AAA, such dissolution shall be  
12 accomplished according to the provisions for the same contained in the General Not-For-Profit  
13 Corporation Law of the State of Missouri.

14  
15 ARTICLE XIII: PARLIAMENTARY AUTHORITY  
16

17 Robert's Rules of Order, Newly Revised, shall govern the organization except as herein stated.

18  
19   
20 Chairman

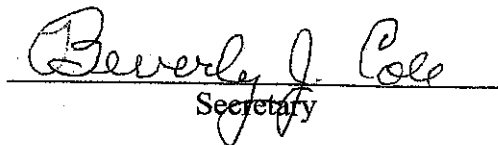
21 ATTEST:

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24 Secretary

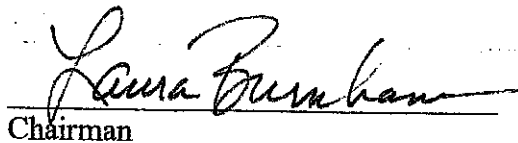
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26 Considered and adopted by Board of Directors on February 23, 2021.  
27

28  
29 **CERTIFICATE**

30  
31 Know all Men by these Presents: That the undersigned Secretary of the not-for-  
32 profit corporation known as Northeast Missouri Area Agency on Aging does hereby  
33 certify that the above and foregoing Bylaws were duly adopted as amended by the  
34 members of the Board of said corporation, as the Bylaws of the corporation on the 23rd  
35 day of February, 2021

36  
37   
38 Secretary

39  
40  
41 ATTEST:

42  
43   
44 Chairman  
45