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NORTHEAST MISSOURI AREA AGENCY ON AGING
BYLAWS

ARTICLE I: NAME AND PURPOSE

Section 1. The name of the organization shall be Northeast Missouri Area Agency on Aging (hereafter NEMO AAA). The Agency shall have jurisdiction over a 16 county area. These include Adair, Clark, Knox, Lewis, Lincoln, Macon, Marion, Monroe, Montgomery, Pike, Ralls, Randolph, Schuyler, Scotland, Shelby, and Warren.

Section 2. The purpose of this organization shall be the establishment of the priorities and development of overall plans for programs on aging in the Multi-Regional Area of Boonslick, Mark Twain, and Northeast planning and service areas. This organization shall be non-profit in nature, and not for pecuniary gain or profit of any type or description to or for the members, nor for its Incorporators or Directors. The organization shall endeavor to formulate and initiate concrete, action-oriented plans to meet the priority needs of older people in the community. This organization shall receive funds and/or property as a not-for-profit organization under the new comprehensive TITLE III and/or other TITLES of the Older Americans Act as amended, and/or such other sources as may become available.

Section 3. NEMO AAA does not discriminate on the basis of creed, race, color, gender, religion, age, national origin, handicap, or veteran status, as an essential governmental function within the meaning of Section 115 of the Internal Revenue Code of 1954, as amended, and exempt from taxation under such section.

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ARTICLE II: AREA AGENCY BOARD OF DIRECTORS

Section 1. The Board of Directors shall be the governing body of NEMO AAA and shall consist of nine (9) voting members and two (2) alternates. There should be a maximum of nine (9) voting members seated by the Chairman at the beginning of each meeting. All existing Board members shall be grandfathered in until they choose to resign. Staff members may not be voting members. Three Board members shall be elected to serve three-year term from each of the three regions in which they reside according to the attached election procedures. (Attachment 1). The three regions shall consist of the following counties- Northeast (Adair, Clark, Knox, Schuyler, Scotland); Mark Twain (Lewis, Macon, Marion, Randolph, Shelby); Booneslick (Lincoln, Monroe, Montgomery, Pike, Ralls Warren). At least three (3) members of the Board should be a member of the Senior Service Council, and the two (2) alternates must be appointed by the Chairman for a three-year term. Any person interested in the care and well-being of the elderly can become a Board member. Membership shall not be restricted to individuals from any specific race, creed, color, gender, religion, political party, age, sexual orientation, national origin, handicap, or veteran status.

1
2 Section 2. The Board of Directors of NEMO AAA must comply with the
3 provisions of 19 CSR (Code of State Regulations) 15-4.100 Section 1 to 6 and 19 CSR
4 15-7.

5 Section 3. Board members must sign a Conflict of Interest statement, Code of
6 Ethics, and Functions of the Board of Directors prior to being seated on the Board.
7 Copies of these documents are attached to the Bylaws as Appendix 1, 2, and 3.
8

9 Section 4. The Board of Directors shall not select, appoint, or elect as a member
10 or ex-officio member, any individual who is an owner, board member, employee, or an
11 immediate family member (spouse, sibling, parent, or child) of an employee or board
12 member of a service provider agency that has currently submitted a proposal to the
13 area agency to receive funding to provide services, or that is currently providing
14 services under grant, contract, or stipend with the Area Agency. Board members shall
15 recognize and strive to prevent conflicts of interest. No Board member shall:
16

- 17 a. Be an owner or employee of a service provider agency/organization that
18 has submitted (during or for the term of the member/alternate) a proposal
19 to NEMO AAA to receive funding to provide services, or that is currently
20 providing services under a grant, contract, or stipend with NEMO AAA;
21
- 22 b. Be a board member of a service provider agency/organization that has
23 submitted (during the term of the member/alternate) a proposal to receive
24 funding to provide services, or that is currently providing services under a
25 grant, contract, or stipend with NEMO AAA;
26
- 27 c. Be an immediate family member (spouse, sibling, parent, or child) of an
28 employee or board member of a service provider agency/organization that
29 has submitted (during the term of the member/alternate) a proposal to
30 receive funding to provide services, or that is currently providing services
31 under a grant, contract, or stipend with NEMO AAA.
32
- 33 d. None of these provisions shall be construed to limit NEMO AAA Board
34 members/alternates from serving as advisory council members or in any
35 other advisory position for a service provider.
36

37 Section 5. It is the policy of the NEMO AAA Board that members must attend
38 meetings to maintain governance continuity, to be fully informed about the issues on
39 which they will vote, and to meet their responsibility to contribute to the decisions the
40 board is required to make.
41

- 42 a. If a Board member will be absent from all or part of a meeting, the member is
43 expected to contact the Board Chairman or the Executive Director as soon as the need
44 to be absent is known.

- 1 b. When a Board member is absent from any meeting without prior notice, the Board
 2 Chairman will remind the member of this meeting attendance policy.
 3
 4 c. If a Board member is absent from three (3) Board meetings in a fiscal year the
 5 Board Chairman will ask the Board to remove the member from the Board. It will
 6 be the duty of the Board Chairman to notify the member in writing.
 7
 8 d. A member may also be removed from the Board because of:
 9
- 10 ● Negligence of Board duties and responsibilities.
 - 11 ● Illegal activity as a member of the Board.
 - 12 ● Acting in any manner detrimental to NEMO AAA.

13
 14 Section 6. The Executive Director of NEMO AAA shall be an ex-officio member
 15 of the Area Agency Board, acting in an advisory capacity.
 16

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 18 ARTICLE III: OFFICERS
 19

20 Section 1. The officers of the Board of Directors shall be: Chairman, Vice
 21 Chairman, Secretary, Treasurer, Parliamentarian, Member-at-Large, and such
 22 assistants as may be deemed necessary. These officers shall be elected from and by
 23 the members of the Board of Directors. The Chairman shall have served at least one
 24 (1) year on the Board of Directors prior to election as Chairman.
 25

26 Section 2. The officers shall serve for a term of one year. If the Chairman
 27 position becomes vacant before the end of the term, the Vice Chairman will serve out
 28 the remainder of the term. If another board position becomes vacant before the end of
 29 the term, the Board may appoint another person to that position to serve out the
 30 remainder of the term. No person may hold two board officer positions at the same
 31 time.
 32

33 Section 3. No person shall serve in the same office for more than two (2)
 34 consecutive terms.
 35

36
 37 ARTICLE IV: DUTIES AND POWERS OF OFFICERS AND BOARD
 38

39 Section 1. The executive power of the Agency shall be vested in the Board of
 40 Directors who shall have charge of the affairs and funds of NEMO AAA, and shall have
 41 the power and authority to do and perform all acts and functions in accordance with
 42 these Bylaws.
 43

44 Section 2. The Area Agency Board of Directors shall maintain the ultimate
 45 authority and responsibility for implementation of the approved area plan to provide

1 services to the elderly within the designated planning and service area in accordance
2 with all applicable federal and state laws and regulations and Missouri Division of Aging
3 policies and procedures.
4

5 Section 3. The Chairman of the NEMO AAA Board of Directors shall be the
6 presiding officer at all meetings of the Agency's Board of Directors and Executive
7 Committee. The Chairman shall present a report of the organization's activities to the
8 Board at its first meeting of the fiscal year.
9

10 Section 4. The Vice-Chairman shall perform the duties of the Chairman in
11 his/her absence, shall chair the Personnel Committee, and shall perform other duties as
12 directed by the Chairman.
13

14 Section 5. The Secretary shall keep or cause to be kept an accurate report of
15 the proceedings of the meetings of the Area Agency Board. The record shall be open at
16 all times for reasonable inspection by an individual. The Secretary shall give notice of
17 the meetings of the Agency through the Area Agency Office.
18

19 Section 6. The Treasurer shall chair the Finance Committee. The Treasurer
20 shall oversee preparation and distribution of financial audits by an accountant or
21 financial professional, make sure all the board's financial policies are being followed,
22 give regular reports to the board as to the financial health of the organization, assist in
23 the preparation of the budget, and review financial documents of the organization. The
24 books shall be open at all times for examination or audit by the auditors, Missouri
25 Department of Social Services, Missouri Division of Senior and
26 Disability Services, Administration on Aging, and such representatives of the Executive
27 Committee as it may designate from time to time. The Treasurer shall render or cause
28 to be rendered a monthly as well as an annual report to the Board of Directors, and
29 books shall be audited annually.
30

31 Section 7. The Parliamentarian shall give advice to the Chairman and, when
32 requested, to any other member. The Parliamentarian should also call the attention of
33 the Chairman to any error in the proceedings that may affect the substantive rights of
34 any member or otherwise do harm, serve as an advisor to the Governance Committee,
35 and chair the Bylaws Committee.
36

37 Section 8. The Member-at-Large shall chair the Program Planning Committee.
38
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40 ARTICLE V: STANDING COMMITTEES

41

42 Section 1. There shall be an Executive Committee whose membership shall
43 consist of the officers and the Member-at-Large of the NEMO AAA Board.
44

1 Each regional area (Northeast, Mark Twain, and Boonslick) should have at least
2 one officer serving as a member of the Executive Committee.

3
4 The Executive Committee shall exercise all powers of the Board of Directors
5 during the interim between meetings of the Board of Directors, and shall make available
6 to the full Board of Directors copies of the minutes of all Executive Committee meetings.
7 The Executive Committee shall complete and present to the full Board for approval the
8 Executive Director Evaluation on an annual basis from the date of employment.

9
10 Three (3) Executive Committee members shall constitute a quorum for the
11 conducting of any business. All actions of the Executive Committee shall be subject to
12 ratification by the Board of Directors.

13
14 Section 2. There shall be a Governance Committee, consisting of six (6)
15 members, elected at the Annual Meeting to serve the following year. Three (3) of these
16 members should be members of the NEMO AAA Board, (one from each region). The
17 committee shall elect its own Chairman.

18
19 The Governance Committee shall prepare a slate of nominees for selection as
20 officers of the incoming Governance Committee and present the slate at the annual
21 meeting. Nominations may be made from the floor, but will require a second.

22
23 The Governance Committee shall assist the Board of Directors in fulfilling its
24 oversight responsibilities relating to developing and implementing sound governance
25 policies and practices. The Committee is responsible for: nominating qualified
26 individuals to become members of the Board and the Advisory Council; reviewing and
27 recommending to the Board the adoption of governance guidelines and committee
28 charters; recommending director assignments
29 to Board committees; overseeing compliance with the Code of Ethics, the Conflicts of
30 Interest policy, and other governance policies; and, developing a process for the
31 Board's assessment of its performance and the performance of Board committees and
32 a self-assessment by Directors.

33
34 The Committee shall meet twice annually or more frequently as it shall determine
35 is necessary to carry out its duties and responsibilities. The Chairman will schedule
36 regular meetings; additional meetings may be held at the request of two or more
37 members of the Committee, the Executive Director, or the Chairman of the Board.

38
39 In carrying out its oversight responsibilities, the Governance Committee shall:

40
41 1. Review the structure, size and, composition of the Board, its committees
42 and Advisory Council, and make recommendations as appropriate.

43

1 2. Annually review the composition of the Board with regard to the
2 competencies, skills, and attributes of its members as they relate to the needs of the
3 Board.
4

5 3. Develop and recommend to the Board for approval the criteria and policies
6 for consideration and selection of members of the Board to be appointed to fill
7 vacancies. The criteria should include integrity, independence, diversity of experience,
8 leadership, and the ability to exercise sound judgment.
9

10 4. Conduct a search for prospective new Directors to be appointed to fill
11 Board vacancies based on the criteria and needs of the Board. The Committee will
12 review and evaluate the qualifications of prospective Directors in consultation with the
13 Chairman of the Board and the Executive Director. Following the initial review, the
14 Committee will select those individuals to be interviewed by the Chairman of the Board,
15 the Chairman of the Committee, and the Executive Director. From among those
16 individuals who have been interviewed, the Committee will recommend candidates for
17 appointment to the Board of Directors. The Governance Committee shall name
18 candidates for any vacancies among the officers and submit these names to the Agency
19 Board for election by the Agency Board.
20

21 5. Recommend committee assignments and chairmanships of committees for
22 approval by the Board in consultation with the Chairman of the Board and the Executive
23 Director. The preferences of individual Directors for committee assignments will be
24 taken into account where possible.
25

26 6. Evaluate and recommend for approval by the Board individuals to serve as
27 Advisory Council members. The criteria and evaluation process for selecting Advisory
28 Council members shall be the same as that applied for prospective new Directors to be
29 appointed to fill Board vacancies, except the requirements for interviews as provided in
30 paragraph three (3). The Executive Director shall interview potential Advisory Council
31 members and, at his or her discretion, may request the participation of the Chairman of
32 the Board and/or Chairman of the Committee.
33

34 7. In consultation with the Compensation Committee, develop succession
35 plans for the positions of Executive Director and Fiscal Manager and submit such plans
36 to the Board for approval. The Committee and Compensation Committee shall share
37 responsibility for conducting a search for candidates, evaluating potential successors,
38 and making
39 recommendations to the Board. The Committee and the Compensation Committee are
40 jointly authorized to engage a professional search firm. In consultation with the
41 Compensation Committee, the Committee will review NEMO AAA's succession plans
42 annually, and jointly recommend to the Board revisions as needed.
43

44 8. Oversee the orientation of new Board members and continuing education
45 for directors.

1
2 9. Develop and oversee the annual performance assessment process for the
3 Board, and each committee of the Board (including a review by the Committee of its
4 own performance), and provide a report of the results to the Board of Directors. The
5 Committee will develop a process for the annual self-assessment of Directors.
6

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

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

14 12. Develop, and periodically update, a Conflict of Interest policy for approval
15 by the Board, and ensure that management has established a system to monitor
16 compliance with such policy.
17

18 13. Review any proposed changes to NEMO AAA's governing documents and
19 recommend appropriate action to the Board.
20

21 14. Oversee and periodically discuss with outside counsel the implementation
22 and effectiveness of NEMO AAA's compliance and ethics programs, including its Code
23 of Ethics.
24

25 15. In consultation with the Audit Committee, monitor and review NEMO AAA
26 policies and procedures relating to compliance with laws and regulations, its Code of
27 Ethics, and Conflicts of Interest policy.
28

29 16. Review and make recommendations to the Board regarding conflicts of
30 interest, related-party transactions, and the Code of Ethics involving Board members or
31 executive officers.
32

33 17. Periodically review the Governance Guidelines and recommend any
34 proposed changes to the Board for approval.
35

36 18. Report regularly to the Board on the Committee's activities and actions, as
37 appropriate. The Committee will maintain minutes of meetings and report to the Board
38 the results of Committee meetings.
39

40 19. Annually review the Committee's own performance, and report the results
41 of such review to the Board.
42

43 20. Annually review and reassess the adequacy of this charter and
44 recommend any proposed changes to the Board for approval.
45

1 21. Perform such other duties required by law or otherwise as are necessary
2 or appropriate to further the Committee's purposes, or as the Board may from time to
3 time assign to it.
4

5 Section 3. There shall be a Program Planning Committee of at least five (5)
6 Board members appointed at the Annual Meeting to serve the following year. The
7 Executive Committee Member-at-Large shall chair the Program Planning Committee.
8 The Executive Director and Program Staff shall serve as advisors to the Program
9 Planning committee.

10 Responsibilities of the committee include: (1) establishment of long range goals and
11 objectives for the organization; (2) reviews of the Area Plan and revisions; and (3)
12 recommendations for implementation of new federal and state program initiatives.
13

14 Section 4. There shall be a Bylaws Committee of at least three (3) Board
15 Members appointed at the first meeting of the fiscal year to serve the following year.
16 The Parliamentarian shall chair the Bylaws Committee. Responsibilities of the
17 committee include: (1) reading and reviewing the Bylaws; (2) proposing changes to be
18 voted on by the Board of Directors; and
19 (3) giving Board members prior notice of meetings at which Bylaws changes will be
20 voted on.
21

22 Section 5. There shall be a Personnel Committee of at least three (3) Board
23 Members appointed at the first meeting of the fiscal year to serve the following year.
24 The Vice-Chairman shall chair the Personnel Committee. The committee shall be
25 responsible for reviewing and updating personnel policies.
26

27 Section 6. There shall be a Finance Committee of at least three (3) Board
28 members appointed at the first meeting of the fiscal year to serve the following year.
29 The Treasurer shall chair the Finance Committee. The Fiscal Manager shall serve as
30 advisors to the Finance Committee. Responsibilities of the committee are to: (1)
31 oversee the budget; (2) oversee the investments of the organization; and (3) plan and
32 oversee the financial stability and integrity of the organization.
33

34 Section 7. There shall be a Compensation Committee composed of the
35 Executive Committee of the Board of Directors. The Chairman of the Board shall serve
36 as the Chairman of the Committee.
37

38 The Compensation Committee shall assist the Board of Directors in fulfilling its
39 oversight responsibilities relating to the compensation and benefits of the Executive
40 Director and other executive officers, and shall provide recommendations regarding
41 management successors.
42

43 The Committee shall meet twice annually or more frequently as it shall determine is
44 necessary to carry out its duties and responsibilities. The Chairman will schedule

1 regular meetings; additional meetings may be held at the request of two or more
2 members of the committee, or the Executive Director.

3
4 In carrying out its oversight responsibilities, the Committee shall:

5
6 1. Develop a compensation philosophy and compensation policies for
7 approval by the Board.

8
9 2. Review and recommend NEMO AAA's goals and objectives relevant to the
10 compensation of the Executive Director and Fiscal Manager for approval by the Board,
11 provided that persons with conflict of interest with respect to any compensation
12 arrangement at issue were not involved. The committee will use data as to comparable
13 compensation for similarly qualified person in functionally comparable positions at
14 similarly situated organizations to help make their recommendations.

15
16 3. Annually evaluate the Executive Director's performance in light of these
17 goals and objectives, and make a recommendation to the Board with respect to the
18 Executive Director's compensation.

19
20 4. Annually review the staff salaries with the Executive Director to ensure that
21 such salaries are appropriate and consistent with published compensation surveys or
22 reports prepared for the Committee by outside consultants.

23
24 5. Review all proposed employment contracts and severance agreements
25 with the Executive Director and make recommendations for approval by the Board.

26
27 6. Oversee the administration of NEMO AAA's compensation and benefits
28 program.

29
30 7. In consultation with the Governance Committee, develop succession plans
31 for the position of Executive Director and other executive officers and submit such to the
32 Board for approval. The Committee and the Governance Committee shall share
33 responsibility for conducting a search for candidates, evaluating potential successors,
34 and making
35 recommendations to the Board. The Committee and the Governance Committee are
36 jointly authorized to engage a professional search firm. In consultation with the
37 Governance Committee, review the NEMO AAA's succession plans annually and jointly
38 recommend to the Board revisions as needed.

39
40 8. Report regularly to the Board on the Committee's activities and actions, as
41 appropriate. The Committee will maintain minutes of meetings and report to the Board
42 the results of Committee meetings. This will include accurate record keeping with
43 respect to any deliberations and decisions regarding any compensation agreements.
44

1 9. Annually review the Committee's own performance, and report the results
2 of such review to the Board.

3
4 10. Annually review and reassess the adequacy of this charter and
5 recommend any proposed changes to the Board.

6
7 11. Perform such other duties required by law or otherwise as are necessary
8 or appropriate to further the Committee's purposes, or as the Board may from time to
9 time assign to it.

10
11 Section 8. There shall be an Audit Committee composed of three (3) members
12 appointed annually by the Chairman of the Board. The Chairman of the Board shall
13 designate the Chairman of the Committee. At least one member of the Committee will
14 be independent of the Board and shall have experience in finance or accounting, or
15 other comparable experience or background that demonstrates and understanding of
16 financial statements, generally acceptable accounting principles, internal controls, and
17 procedures for financial reporting, and shall have experience in preparing, auditing, or
18 evaluating financial statements.

19
20 The Audit Committee shall assist the Board of Directors in fulfilling its oversight
21 responsibilities relating to the quality and integrity of NEMO AAA's financial reporting
22 processes and accounting practices; the adequacy and effectiveness of its systems of
23 internal controls regarding finance, accounting, and legal and regulatory compliance;
24 and the performance, qualifications, and independence of NEMO AAA's independent
25 auditors. In discharging its oversight role, the Committee has the authority to
26 investigate any matter within its area of responsibilities that is brought to its attention,
27 with full access to all of the books, facilities, and staff of NEMO AAA.

28
29 The Committee shall meet twice annually or more frequently as it shall determine
30 is necessary to carry out its duties and responsibilities. The Chairman will schedule
31 regular meetings; additional meetings may be held at the request of two or more
32 members of the Committee, the Executive Director, or the Chairman of the Board. The
33 Committee shall meet at least once annually, or more frequently as circumstances may
34 require, with independent auditors outside the presence of management.

35
36 In carrying out its oversight responsibilities, the Committee shall:

- 37
38 1. Review the independent auditors' scope of work, as well as any proposed and
39 permitted non-audit engagements.
40
41 2. Assist with the selection and evaluation of the performance of the
42 Independent auditors.
43

- 1 3. Review with management and the independent auditors the audited annual
2 financial statements, including any comments or recommendations of the
3 independent auditors. Review any disagreements among management and
4 the independent auditors in connection with the annual audit.
5
- 6 4. Review with the independent auditors and management the audit and any
7 restrictions on the scope of work or access to required information.
8
- 9 5. Assist with the review of a report from the independent auditors and
10 describing:
11
12 (a) the independent auditors' internal quality-control procedures;
13
14 (b) any material issues raised by the most recent internal quality-control
15 review, or peer review, of the independent auditors, or by any
16 authority, within the preceding five years, respecting one or more
17 independent audits carried out by the independent auditors, and any
18 steps taken to deal with any such issues; and
19
20 (c) if non-audit services have been provided, include in such report a
21 statement disclosing all relationships between the independent
22 auditors and NEMO AAA (including a description of each category of
23 services provided by the independent auditors to NEMO AAA and a
24 list of the fees billed for each such category).
25
- 26 6. Review and evaluate the quality and integrity of NEMO AAA's financial
27 reporting processes and internal controls regarding finance, accounting,
28 and legal and regulatory compliance. Report any findings to the Board of
29 Directors.
30
- 31 7. Review and discuss with management and the independent auditors any
32 significant risk exposure, financial or otherwise. Review the underlying
33 policies with respect to risk assessment and risk management. Assess the
34 steps management has taken to monitor, report, and control such risk
35 exposures.
36
- 37 8. Provide an open avenue of communication between the independent
38 auditors, management, and the Board by requiring the auditors to bring
39 critical issues to the Committee's attention and by meeting regularly with
40 the auditors regarding significant audit findings and the adequacy and
41 effectiveness of the internal audit function.
42
- 43 9. Review with appropriate NEMO AAA legal counsel any significant legal
44 matter that could have a material impact on NEMO AAA's financial
45 condition.

- 1 10. Develop, and periodically update, a Whistle-Blower Protection policy and
2 procedures regarding the receipt, investigation, retention, and disposition of
3 complaints or reports of suspected illegal or improper activity, financial or
4 otherwise, from employees or third parties. The Committee shall have
5 primary responsibility for ensuring compliance with this policy and for
6 ensuring that employees who complain or make reports are not subjected to
7 any retaliation.
8
- 9 11. Develop, and periodically update for approval by the Board, (a) a policy for
10 Document Retention and Document Destruction and procedures setting
11 forth standards for document integrity, retention, and destruction; and (b) a
12 policy concerning Related-Party Transactions Involving Directors and
13 Officers.
14
- 15 12. In consultation with the Governance Committee, monitor and review Board
16 of Directors' policies and procedures relating to compliance with laws and
17 regulations, its Code of Ethics, and its Conflicts of Interest policy.
18
- 19 13. Report regularly to the Board on the Committee's activities and actions, as
20 appropriate. The Committee shall review with the Board any issues that
21 arise with respect to the quality or integrity of the financial statements; the
22 overall control environment, including management controls, compliance
23 with laws or regulation; and reports of any financial disparities. The
24 Committee will maintain minutes of meetings and report to the Board the
25 results of Committee meetings.
26
- 27 14. Annually review the Committee's own performance, and report the results
28 of such review to the Board.
29
- 30 15. Annually review and reassess the adequacy of this charter and recommend
31 any proposed changes to the Board for approval.
32
- 33 16. Perform such other duties required by law or otherwise as are necessary or
34 appropriate to further the Committee's purposes, or as the Board may from
35 time to time assign to it.
36

37 ARTICLE VI: MEETINGS

38
39
40 Section 1. All meetings of the Board of Directors shall be open to the public
41 except for time spent on agenda items which include personnel actions, legal actions or
42 litigation, real estate transactions (or other items as identified under Missouri's Sunshine
43 Law) in which public knowledge may adversely affect consideration thereof, the
44 development of contractual costs, or other appropriate matters permitted by law.
45

1 Section 2. There shall be five meetings annually.

2
3 Section 3. The annual meeting shall be held in June of each year for the election
4 of officers and the Governance Committee, from and by the new Board of Directors, and
5 for such other business as may properly come before the meeting. The election of
6 officers shall be the final item of business and they shall assume their offices
7 immediately. At this time, an orientation packet will be given to new Board members.
8 The packet will contain an updated copy of the NEMO AAA Bylaws and other such
9 materials deemed necessary for a Board member to become fully familiar with the
10 duties and powers of the Board and completely understand their roles and
11 responsibilities.

12
13 Section 4. A quorum shall consist of six (6) members of the Board of Directors.
14 The presiding officer is entitled to vote any time the vote is taken by ballot and in all
15 other cases where their vote would change the result (i.e. in a case where a two-thirds
16 (2/3) vote is necessary and the presiding officer's vote with the minority would prevent
17 adoption, and when the presiding officer's vote would create a tie and cause a motion to
18 fail). If the presiding officer should vote to cause a tie, he/she may not vote a second
19 time on that matter.

20
21 Section 5. In case of the absence of a board member, an alternate shall be
22 appointed by the presiding officer to act in his/her behalf.

23
24 Section 6. The Agency Board shall meet at such time as shall be determined by
25 the Board. Special meetings of the Agency Board may be called by the Chairman for
26 the transacting of business, and must be called by the Chairman at the request of the
27 Agency Board or at the written request of any five members of the Board. The time and
28
29 place of such special meetings shall be determined by the Chairman, but must be called
30 within ten (10) business days.

31
32 Section 7. Notice of all meetings of the Agency Board shall be given by the staff
33 of the Agency under the direction of the secretary of the Board of Directors of NEMO
34 AAA.

35
36
37 ARTICLE VII: OFFICIAL DOCUMENTS

38
39 Section 1. All documents made, accepted, or executed by NEMO AAA shall be
40 signed by the appropriate officers and/or by staff designated by the Board of Directors.

41
42 Section 2. The Chairman of the Board of Directors and/or the Executive Director
43 is authorized to sign official documents.
44

1 ARTICLE XI: UNAUTHORIZED ACTIVITIES

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

16
17 ARTICLE XII: DISPOSITION OF ASSETS UPON DISSOLUTION

18
19 Section 1. In the event of dissolution of NEMO AAA, the Board of Directors shall,
20 after paying or making provision for the payment of all the liabilities of the organization,
21 dispose of all the assets of the association exclusively for the purposes of the
22 association in such a manner and to such groups or organizations as exist to promote
23 and meet the social, recreational, educational, nutritional, home care, or transportation
24 needs of senior citizens in the area of Northeast Missouri.
25

26 Section 2. In the event of dissolution of NEMO AAA, such dissolution shall be
27 accomplished according to the provisions for the same contained in the General Not-
28 For-Profit Corporation Law of the State of Missouri.
29

30
31 ARTICLE XIII: PARLIAMENTARY AUTHORITY

32
33 Robert's Rules of Order, Newly Revised, shall govern the organization except as herein
34 stated.
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41 _____
Chairman

42 ATTEST:

43 _____
44 Secretary
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ATTACHMENT 1

NORTHEAST MISSOURI AREA AGENCY ON AGING BYLAWS

ELECTION PROCEDURES

1. Open solicitations for nominees for NEMO AAA Board members shall be advertised locally in each **Region** from which Board members will be elected. Nominations may be made by filing a Statement of Intent at publicized locations **within each Region** or at publicized open meetings held in the **Region**.
2. Nominees must be residents of the **Region** he/she will represent and must sign a Conflict of Interest statement (Appendix 1), a Code of Ethics (Appendix 2), and Functions of the Board of Directors (Appendix 3).
3. NEMO AAA will be responsible for printing the official ballots. Nominees will be listed alphabetically.
4. The time and location of the election must be advertised in community newspapers at least seven (7) days prior to the election and posted at least in all AAA-sponsored Senior Centers.
5. Polling location hours shall be consistent with the polling location's hours of operation, and shall be held in [a] handicapped accessible facilities.
6. Any person at least sixty (60) years of age is eligible to vote. Voters must register to vote at the polling location.
7. A minimum of three (3) persons designated by the Administrator of the polling site must be present to count votes, unless a local County Clerk agrees to count votes and certify the results. All ballots will be kept in a locked ballot box until polls are closed.
8. NEMO AAA Board of Directors will designate the polling locations with a minimum of one (1) polling location per county **in each region**. The polling location(s) will be designated at the March Board meeting.
9. Results of the election will be submitted to the AAA central office in a standard reporting format by June 1 of each year.
10. All ballots and affidavits must be kept for a minimum of three (3) years.
11. A maximum of thirty (30) days will be allowed to contest the results of an election.
12. AAA Board members will be elected from each [county] Region. There will be

1 **three (3)** Board members chosen per Region.
2

3 13. No person shall be appointed or elected as a member or ex-officio member,
4 who is an owner, Board member, employee, or an immediate family member
5 (spouse, sibling, parent, or child) of an employee or Board member of a service
6 provider agency that has currently submitted a proposal to NEMO AAA to
7 receive funding to provide services, or that is currently providing services under
8 grant, contract, or stipend with the Agency.
9

10 14. Anyone who has previously served on the AAA Board is eligible to serve again.
11

12 15. Nominations will be received by any NEMO AAA contractor or the AAA
13 central office.
14

15 16. Nominations will be accepted the first and second weeks in April.
16

17 17. Elections will be held during the month of May on the date(s) designated by the
18 NEMO AAA Board.
19

20 18. Eligible voters must be a resident of the Region for which they are electing a
21 Board member.
22

23 19. Write-in candidates are acceptable if they have completed a Statement of Intent,
24 Code of Ethics, and Functions of the Board of Directors prior to balloting.
25

26 20. If the number of ballots and the number of registered voters do not agree, the
27 election may be declared invalid and another election could be held, if determined
28 necessary by the Board of Directors.
29

30 21. Candidates may not be involved in any way with the election process.
31

32 22. Candidates shall not be allowed to campaign within the polling location on
33 election day.
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35 23. If a candidate is unopposed, that person shall be automatically elected. No
36 balloting will be necessary.
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ATTACHMENT 2

EXECUTIVE DIRECTOR HIRING PROCEDURES NORTHEAST MISSOURI AREA AGENCY ON AGING

1. The Board of Directors will appoint a search committee for purposes of filling the vacancy. An interim or acting director may be appointed by the Board until such time as a permanent director is selected.
2. The Board of Directors shall propose a job description and qualifications, and update as necessary. This responsibility may be delegated to the search committee.
3. The Board of Directors shall establish a salary range for the Director of the AAA which is commensurate with the duties and responsibilities of the position.
4. The search committee shall advertise the vacancy in at least two (2) newspapers with greatest circulation in the area.
5. The search committee will screen all applications and conduct initial interviews.
6. The search committee will recommend to the full Board of Directors a list of at least the top three (3) finalists based on applications, interviews, and reference checks.
7. The Board of Directors shall interview candidates recommended by the search committee and make the final decision.

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APPENDIX 1

CONFLICT OF INTEREST STATEMENT NORTHEAST MISSOURI AREA AGENCY ON AGING

Members of the Board of Directors of the Northeast Missouri Area Agency On Aging shall recognize and strive to prevent conflicts of interest.

I attest that I am not:

- a. An owner or employee of a service provider/organization that has submitted (during or for the term of the member/alternate) a proposal to NEMO AAA to receive funding to provide services, or that is currently providing services under a grant, contract, or stipend with NEMO AAA.
- b. A Board member of a service provider agency/organization that has submitted (during the term of the member/alternate) a proposal to receive funding to provide services, or that is currently providing services under a grant, contract, or stipend with NEMO AAA.
- c. An immediate family member (spouse, sibling, parent, or child) of an employee or Board member of a service provider agency/organization that has submitted (during the term of the member/alternate) a proposal to receive funding to provide services, or that is currently providing services under a grant, contract, or stipend with NEMO AAA.

Signature

Date

APPENDIX 2

CODE OF ETHICS FOR THE BOARD OF DIRECTORS NORTHEAST MISSOURI AREA AGENCY ON AGING

We, as members of the Board of Directors of the Northeast Missouri Area Agency on Aging, representing all senior citizens in NEMO AAA's planning and service area, individually recognize the following:

1. I will be a staunch advocate of high quality services for all Older Missourians. In fulfilling my responsibilities, I will remind myself to think of "seniors first".
2. I will, as an agent of NEMO AAA, uphold and enforce all laws, rules, regulations, and court orders pertaining to the Agency. I will strive to bring any needed change only through legal and ethical procedures.
3. I will join with my Board, staff, community, and senior citizens in becoming fully informed about the nature, value, and direction of contemporary services for Older Americans in our society. I will support needed change in our Agency.
4. I will confine my board action to policy making, planning, and appraisal.
5. I will refer all complaints through the proper "line of authority" within the Agency, and I will act on such complaints at public meetings only when administrative solutions have failed.
6. I will recognize that my job is to ensure that the Agency is well managed; not to manage the Agency.
7. I will arrive at conclusions only after discussing all aspects of the issue at hand with my fellow Board members in a meeting. I will respect the opinions of others and abide by the principle of majority rule.
8. I will recognize that authority rests only with the whole Board assembled in a meeting, and I will make no personal promises nor take any private action which may compromise the Board.
9. I will acknowledge that I represent all those whom this Agency serves and not a particular interest group.
10. I will insist that all Agency business transactions be open and ethical.

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11. I will strive to appoint the best professional leader available when a vacancy exists in the chief administrative position.

As a member of the board, I will not:

- criticize fellow board members or their opinions, in or out of the Board room.
- use the Agency for my personal advantage or that of my friends or relatives.
- discuss the confidential proceedings of the Board outside the Board room.
- promise how I will vote on any issue before a meeting.
- interfere with the duties of the Administrator or undermine his/her authority with staff members.

Signature

Date

APPENDIX 3

FUNCTIONS OF THE BOARD OF DIRECTORS NORTHEAST MISSOURI AREA AGENCY ON AGING

The function of the Board of Directors is to establish and monitor corporate policy. To achieve this goal, the Board operates through the Executive Director, who is responsible for the execution of policy and for the prudent and creative operations of the Agency. In this role, the Executive Director exercises leadership in the effective and efficient use of Board and non-board members.

The Board provides resources ad hoc (personal influence, technology, etc.) in support of the Agency in the implementation of said policy, and is responsible for:

1. Directing management. Establishing long-term organizational objectives, deciding on overall policy affecting strategies in the achievement of objectives, and employing the chief executive officer.
2. Judging management action. Evaluating short and long-term performance of executive management to determine whether policies are being carried through and goals are being achieved.
3. Approving and accepting management action. Critically reviewing, approving, or disapproving proposals in policy areas such as major capital needs/expenditures, major contracts, etc., as well as providing formal recognition and acceptance of executive decisions when related to operational concerns.
4. Advising management. Acting in an advisory/consultative capacity on operations when sought by management.
5. Receiving information from management. On a regular schedule, receiving reports on the organization's performance, program development, external factors, issues, etc.
6. Acting as public/community relations resource to management. Helping keep the organization attuned to the external environment in which it operates.

Signature

Date

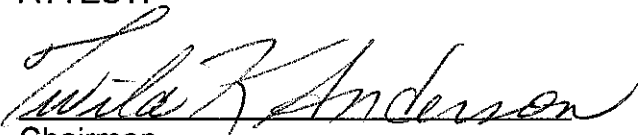
1
2 Considered and adopted by Board of Directors on November 25, 2019.
3
4

5 CERTIFICATE
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7 Know all Men by these Presents: That the undersigned Secretary of the not-for-
8 profit corporation known as Northeast Missouri Area Agency on Aging does hereby
9 certify that the above and foregoing Bylaws were duly adopted as amended by the
10 members of the Board of said corporation, as the Bylaws of the corporation on the 25th
11 day of November, 2019
12

13 
14 _____
15 Secretary
16

17 ATTEST:

18 
19 _____
20
21 Chairman
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