

**AREA IV AGENCY ON AGING AND
COMMUNITY ACTION PROGRAMS, INC.
BYLAWS**

PREAMBLE

WHEREAS the incorporators hereof have deemed it desirable, expedient, practicable, wholesome, and in the best interest of the social, civic, and financial progress of the citizens of mid-northwestern Indiana to help reduce the ill effects of poverty, disability and aging and:

WHEREAS such participation is governed by the applicable federal, state, and local statutes and:

WHEREAS the Area IV Agency on Aging and Community Action Programs, Inc.'s, mission is: *To inspire hope and spark positive change in the lives of those we serve and the communities where we live.*

ARTICLE I

Name and Organization

Section 1

The official name under which this organization will operate shall be Area IV Agency on Aging and Community Action Programs, Inc. (hereafter referred to as Area IV).

Section 2

The fiscal year shall begin on January 1 of each calendar year and shall end on December 31 of the same year.

Section 3

The principal office of Area IV shall be designated by the Board of Directors (hereafter referred to as the Board).

Section 4

Area IV shall be a private not-for-profit corporation and shall have all powers and authority of a corporation authorized and pursuant to the provisions of the Indiana Not-for-Profit Corporation Act, and all acts amendatory of said Act.

Section 5

The geographic area of Area IV shall consist of the following counties: Benton, Carroll, Clinton, Fountain, Montgomery, Tippecanoe, Warren, and White; and Boone, Hamilton and Hendricks counties for energy assistance only; and other counties as may be authorized by the Board.

ARTICLE II

Purpose and Objectives

The purposes and objectives of Area IV shall be:

A. To assure coordination of all available federal, state, local and private resources toward the goal of enabling low-income and disadvantaged families and individuals of all ages to attain the skills, knowledge, motivation and to secure the opportunity needed for them to become fully self-sufficient, or in the case of disability, independent and self-sufficient to the extent feasible.

B. To provide for the planning, development and presenting of programs and services which will intervene at critical points in the causes of poverty; enable low-income and disadvantaged families and individuals to work to improve their self-sufficiency; assist older and disabled persons to maintain their independence and dignity and to provide continuing research related to the problems of poverty and aging.

C. To receive and administer private and public funds. To enter into necessary agreements for projects requiring area-wide planning and program design with any office of federal, state, or local government and private groups.

ARTICLE III

Membership-Board of Directors

Section 1

The membership of Area IV shall be the Board.

Section 2

The governing body of Area IV shall be known as the Board.

Section 3

The Board shall be composed of a minimum of 15 and up to 18 directors. The number may be changed from time to time in accordance with these bylaws and with the approval of the Board of Directors. The Board shall report any change in its total number of seats or in the allocation of seats between public officials, representatives of the low income and the private sector as soon as is practicable to the Indiana Family and Social Services Administration, Indiana Housing and Community Development Authority and such other contracting bodies as may have interest in such changes.

Section 4—Board Composition (Refer to Policy/Procedure on Board Governance)

The Board shall consist of one-third members who are elected public officials, or their representatives, at least one-third representatives of low-income persons and the remaining one-third representatives of the private sector.

- A. **Public Officials:** One third of the directors must be elected officials currently holding office (of government) at their time of selection, or their representatives. If a sufficient number of elected officials or their representatives are not available to serve, appointive public officials or their representatives may take the place of elected officials. One (1) director shall be named for each of the counties of Carroll, Clinton, Tippecanoe and White.

- B. **Representative of the Low-Income:** At least one third of the directors of the Board shall be chosen in accordance with a democratic selection procedure adequate to assure that such directors are persons who are receiving, have received or are eligible for community action services or are representatives of the low-income persons including elderly. At least one (1) director shall be elected in each of the counties of Carroll, Clinton, Tippecanoe, and White.
- C. **Private Sector:** The remaining directors shall be officials or members of business, private social groups, industry, agriculture, labor, religious organizations, or any other major private groups and people interested in the well-being of low-income residents. Whenever possible at least one (1) director shall be selected from each of the counties of Benton, Fountain, Montgomery, and Warren.
- D. Each director selected to represent a county, as provided in A, B, and C above, shall reside in the county he/she represents.

Section 5 - Selecting Directors to the Board

Selecting directors to the Board shall be in such a manner as to assure that they speak and act on behalf of the group or organization which they represent. All new members to the Board of Directors shall be voted in by the Board.

- A. **Public Sector Officials:** The Public Sector directors shall be selected from the pool of publicly elected officials. When there is an opening in this area the Board Development Committee and/or Executive Director will contact the public elected bodies in each service county to request the names of persons with an interest in serving. The names of interested persons will be submitted to the Board for a vote.

Directors selected will have full authority to act for the official(s) whom they represent. Documentation of the vote and selection will be present in the Board minutes.

- B. **Consumer (Low Income) Sector:** The Consumer (Low Income) Sector shall be selected from a pool of persons who are receiving, have received or are eligible for community action services or who are representatives of low income persons and shall be chosen in accordance with democratic selection procedures adequate to assure that they represent the low income in the area served by Area IV (see the Policy and Procedure titled “Democratic Selection of Board Members’ for details as to the approved process).

In the event that a community organization or representative group of the low income, including but not limited to the minority low income, the elderly low income, or the rural low income, feel themselves inadequately represented on the Board, they may petition for adequate representation on the Board by following the procedure hereinafter set out.

A low-income individual, community organization, or religious organization, or representative of low-income individuals that considers its organization, or low-income individuals, to be inadequately represented on the Board may submit a petition for representation to the President who shall present the petition to the Directors at the next Board meeting. In the case of unincorporated organizations or interest, the petition must be signed by at least 25 individuals, unless the President determines that it is appropriate to waive this requirement in a particular case. The petitioning individual or organization shall be given an opportunity to be heard at a meeting of the Board, upon such reasonable terms as the Directors shall determine. A written statement of the Board's action on the petition shall be provided to the petitioning individual or group and a copy of the statement shall be sent to the appropriate government funding sources as required by law or procedure in effect from time to time. Should it decide to provide representation to the petitioning organization or interest, the Board shall take any actions necessary to provide that representation while ensuring that the Board's composition meets the requirements of the federal Community Services Block Grant Act and any other applicable laws or regulations.

- C. **Private Sector Director:** The private sector director shall be selected in such a manner as to assure the Board will benefit from Board representation of community involvement.
1. The private sector directors shall reflect a balance of official business, private social groups, industry, agriculture, labor, private educational institutions, significant minority groups, and other private groups and people interested in the well-being of low-income residents.
 2. The private sector directors shall be selected from a list of potential directors compiled on a county-by-county basis. When there is an opening in this area the Board Development Committee will contact the private sector director and submit their name(s) to the Board for a vote. Documentation of the selection of each director will be present in the Board minutes.
- D. **Vacancies on the Board:** There is a vacancy on the Board when a director has been notified of his/her official removal by action of the Board for cause, when a director notifies the Board of his/her resignation, when the designating official body removes a public official or appointee, or when a public official leaves office. All Community Action designated county's vacancies to the Board are to be filled within 90 days of the vacancy.
- E. **Acceptance of Board Members:** Final acceptance of any person as a member of the Board of Directors or an Advisory Body to the Board is under the authority of the Board. The Board may deny membership of any person who has previously worked in opposition to the aims and goals of the organization, any person who has previously violated Board policies and/or these Bylaws, or any person who has a conflict of interest which may hamper them from proper decision making on behalf of the organization.

Section 6—Terms of Membership

All terms of Board membership shall be deemed to begin or end on the date of the annual meeting. The term of service to the board is in 3-year increments. No director may serve more than nine (9) consecutive years or more than a total of ten (10) years with the exception of public officials or their appointed representatives.

A director is subject to time limitation and may not serve on the Board beyond the ninth (9th) anniversary of his/her appointment or election to the Board unless there has been twelve (12) month interruption of his/her service. Terms of all directors shall begin immediately upon being seated by the action of the Board.

Any member of the Board representing either low-income persons or the private sector may be removed from membership for continued absence or lack of participation in the activities of the Board. Failure to attend or participate in at least four (4) Board meetings during a calendar year shall be deemed lack of participation. Any member subject to removal shall be called by the Board President to discuss his/her lack of attendance. If the absence continues, the Board President, with the approval of the Board, shall notify the member in writing of their removal from the Board. Any vacancy thus created shall be filled in accordance with the provisions of Article III.

Section 7 - Rules for Members

All members of the Board shall have the right to vote and to participate with regard to all matters that shall come before the Board. Vote by proxy shall not be permitted at meetings or committee meetings.

- A. A quorum for the transaction of business by the Board shall be one-third (1/3) plus, one (1) of the non-vacant seats on the Board. Any action by the majority of members present and constituting a quorum shall be an act of the Board.
- B. No member of the Board shall be compensated for their services. Members may be compensated for expenses incurred while attending Board meetings and Committee meetings in accordance with guidelines established by the Board.
- C. Members of the Board may not be an officer or employee of an organization contracting to perform a component of Area IV's work program and in all aspects shall guard against any situation and/or action that will give the appearance of conflict of interest.
- D. When a potential conflict of interest does exist a member of the Board must recuse him or herself from all participation in the matter, i.e., from discussing, questioning, commenting, and voting on that specific matter. Board members who are found to be in violation of this policy shall be under the authority of the Executive Board and the by-laws of the agency.
- E. Any governing board member, relative or staff completing a benefit application for any of the programs administered by Area IV will be reviewed by the Executive Director for determination for approval or denial of a benefit.

- F. Any Board Member found in violation of these bylaws or other Board approved corporate policies may be removed from the Board by action of the appointing authority or the Board of Directors itself. Cause for removal from the Board include but are not limited to the following:
1. Board members who miss 3 consecutive unexcused meetings.
 2. Disclosing confidential information about the organization to unauthorized persons.
 3. Becoming involved in other organizations or businesses in conflict with Agency's mission.
 4. Violating Agency's Code of Ethics and/or Conflict of Interest.
 5. Using board membership for personal gain and/or voting in self-interest contrary to needs of the organization.
 6. Taking part in illegal activities regarding Agency funding; and/or
 7. Creating an unhealthy or dysfunctional boardroom through disrespecting members of the Agency and/or Board of Directors.

Section 8 - Powers of the Board

The Corporate powers, property, and affairs of the Corporation except as otherwise provided by law or these bylaws shall be vested in, exercised, conducted, and controlled by the Board. The powers of the Board shall include, but are not limited to the following:

- A. The Board shall have the power to enter into legally binding agreements with any federal, state, or local agency, or with any private funding organization or individual for the purpose of running programs or providing services.
- B. The Board shall appoint the Executive Director of the Agency.
- C. The Board shall approve major personnel, organization, fiscal and program policies.
- D. The Board shall make final approval of all budgets.
- E. The Board shall determine overall programs and priorities for the Agency, including provisions for evaluating progress against performance.
- F. The Board shall establish policy relating to the mission statement.
- G. The Board shall determine rules and procedures for the governance of the organization.
- H. The Board shall approve officers and the Executive committee of the Board.
- I. The Board shall have all powers granted to the Agency by all applicable federal and state laws.
- J. The Board shall at all times act consistently with provisions of Indiana Code 12-14-23 and conduct business consistent with Public Law 23-17.

ARTICLE IV

Officers

Section 1

The officers of the Board shall be President, Vice-President, Secretary and Treasurer. They shall be elected by the Board and shall, if possible, reflect representation from each sector of Board membership. Officers shall serve a term of two (2) years or until their successors are elected.

Section 2

In the event that an officer resigns or cannot complete her/his term of office, the Board regardless of membership sector or county representation will elect a temporary replacement.

Section 3

The duties of the officers shall include, but not be limited to the following:

- A. The President shall:
 - 1. In consultation with the Executive Director, convene, preside, and prepare the agenda for Board, Executive, and Annual meetings.
 - 2. Appoint with the concurrence of the Board:
 - a. The chair and members of all committees,
 - b. County representatives to the Executive committee.
 - 3. Serve as an ex-officio member of all Board committees.
 - 4. See that the directives of the Board are carried out.

- B. The Vice-President shall:
 - 1. Assist the President in the performance of duties.
 - 2. In the absence of the President, perform all duties of the President.
 - 3. Serve as Chairman of the Board Membership/Development Committee.

- C. The Secretary shall:
 - 1. Attend all meetings of the Board and review the minutes of the meetings for accuracy and sign.
 - 2. See that a current list of Board members, with attendance record, is maintained.
 - 3. Perform other assigned duties.

- D. The Treasurer shall:
 - 1. Chair the Finance Committee.
 - 2. Monitor the corporate revenue and expenditures.
 - 3. If needed, countersign checks together with officials authorized by the Board.

ARTICLE V

Committees

Section 1 - Structure of Committees

Committees created by the Board may include members of the Board or may include other interested residents of the community.

- A. The composition of every committee shall to the extent possible, reflect the structure of the Board as specified in Article III.

- B. Committees and committee membership shall be established during or the meeting following the Annual meeting of the Board. However, the President, with the approval of the Board, may establish such committees as may be necessary between annual meetings pursuant to the effective and efficient operation of the Board and Agency.

- C. The final authority for all matters considered by committees shall be the Board. Said committees shall report periodically to the Board concerning their activities, conclusions, and recommendations.

Section 2 - Committees

The Executive committee shall consist of the Board officers and one representative from each county without officer representation, if at all possible. The Board President appoints the county representatives with the concurrence of the Board. The Board President appoints the Finance Committee Chairman and members with the concurrence of the Board.

- A. Executive Committee shall:
 - 1. Conduct necessary business between Board meetings and report all actions to the Board.
 - 2. Act as an advisory group and as a resource to the Executive Director.
 - 3. Maintain knowledge of public policy issues effecting Area IV and its clients.
 - 4. Review financial status.
 - 5. Serve as Personnel Committee
 - a) Periodically review personnel policy
 - b) Yearly evaluates compensation and the job performance of the Executive Director.
 - c) Provides annual performance goals/objectives to the Executive Director.

- B. Finance Committee shall:
 - 1. Review Area IV budget and make recommendations to Board.
 - 2. Review financial reports and make recommendations to Board.
 - 3. Facilitate Board understanding of financial report.
 - 4. Develops and recommend investment strategies.
 - 5. Participates in Agency fund development.

- C. Board Membership/Development Committee shall:
 - 1. Carry out the selection of Board members according to the bylaws and report the results to the Board.
 - 2. Identify orientation and training needs of the Board and work with the Executive Director to meet those needs.
 - 3. Prior to the Annual meeting, present a slate of officers to the Board for election.

ARTICLE VI

Councils

Section 1 - Area IV Agency on Aging Advisory Council

- A. The Area IV Agency on Aging Advisory Council shall serve as a standing committee of Area IV and shall make recommendations to the Board with regard to:
 - 1. Development of the annual Area Plan for comprehensive services to the elderly.
 - 2. Conducting public hearings on needs of older persons.
 - 3. Representation of the interests of older persons.

4. Review and comment on all community policies, programs, and actions which affects older persons.
 5. Serve as an Advisory Council for the Aging and Disabilities Resource Center.
- B. The membership of the Area IV Agency on Aging Advisory Council shall consist of no more than thirty (30) members chosen or appointed as follows:
1. Two (2) persons from each county shall be named by the county councils on aging representing the respective counties of: Benton, Carroll, Clinton, Fountain, Warren, Montgomery, Tippecanoe and White.
 2. One (1) representative shall be appointed by the Director of the Indiana Veteran's Home.
 3. One (1) representative of an Older Worker Employment Program with 3-year appointments.
 4. Two (2) nutrition program participants (clients) and/or staff appointed by the nutrition program provider agency.
 5. Three (3) representatives to be designated by the Area Agency Director which shall include:
 - a. Senior Center Network
 - b. Long –Term Care Facility
 - c. Home Care Provider
- An additional six (6) at-large members may be selected by the Council so as to ensure representation of minority older persons, private and public agencies, economically disadvantaged older persons and elected public officials.
- C. The Chairman of the Area IV Agency on Aging Advisory Council or their designee shall serve as an ex-officio representative to the Area IV Board.

Section 2 - Other Advisory Councils

Other Advisory Councils or Committees may be established from time to time as the Board deems necessary.

ARTICLE VII

Meetings

Section 1

An Annual Meeting of the Board shall take place each calendar year. It shall serve as a joint meeting of the Board and Advisory Council. The specific date and time will be designated by the President of the Board, in consultation with the Executive Director. Adequate notice of the Annual meeting shall be given to each member. Other residents of the community and area served may be invited.

Section 2

Installation of officers and announcement of Board membership for the ensuing year shall be two items of business transacted at the Annual meeting.

Section 3

The Board shall meet at least bi-monthly at such place as shall be designated by majority vote of the Board. The President of the Board and/or his designate shall be empowered to call special meetings of the Board upon five (5) days written notice to each director which notice shall state the business to be considered by the Board and which may be waived by the directors.

Section 4

A notice and agenda shall be sent in writing to all Board members for any meeting at least five (5) days in advance.

Section 5

Written minutes shall be kept of each meeting and shall include a record of votes on all motions. Minutes of the previous meeting shall be distributed to all members before the next meeting and shall be made available to the public upon request.

Section 6

All meetings of the Board and Committees shall be in accordance with Robert's Rules of Order latest edition, when not inconsistent with this Constitution and bylaws.

ARTICLE VIII

Administration

Section 1

The Board shall employ the Executive Director who shall be the Chief Executive Official. The Executive Director shall be selected on the basis of his/her professional qualifications and shall serve at the direction of the Board. The Executive Director shall be subject to removal for good cause upon the determination of a majority of the Board of Directors.

Section 2

The duties of the Executive Director shall include but not be limited to:

- A. Execution of all policies and programs established by the Board.
- B. Recruiting, directing, and maintaining all staff pursuant to personnel policies established by the Board.
- C. Keeping the Board informed of relevant issues and accomplishments of personnel.
- D. Preparing preliminary budgets and other funding documents for Board consideration.
- E. Maintaining custody of all funds and property of the corporation. Maintaining financial and inventory records.
- F. Prepare the Agenda, in cooperation with the President, and issue notices of all Board, Executive, Advisory Council and Annual meetings. Furnish staff and support to the Board and Board Committees as directed by the Board.

Section 3

The Executive Director shall be responsible for the day-to-day operations of the Corporation. The Executive Director will have the power and authority to receive, negotiate and enter into agreements with contractors on behalf of the Corporation.

Section 4

Except for the purpose of inquiry, authorized by the Board, neither the Board nor the individual members thereof shall issue an order or instructions to a member of the staff. Violation of this section shall be reported to the Board for determination and violator shall be subject to removal from membership on the Board.

ARTICLE IX

Amendments

Section 1

Amendments to the Constitution and bylaws may be made only by action of the members of the Board at a meeting of the Board and will require a two-thirds (2/3) affirmative vote of the members present.

Section 2

Any amendment to the Constitution and bylaws may be proposed at any meeting of the Board and acted upon at next meeting of the Board providing members have been given notice in writing of the proposed changes prior to the meeting.

ARTICLE X

Financial Responsibility

Section 1

Funds received by this Corporation will be deposited in financial institutions within the eight-county area. Such institutions must be a member of the Federal Reserve System. The Board shall be responsible for:

- A. The establishment of bank accounts.
- B. The authorization of signatures on checks.
- C. The authorization of borrowing, if necessary, due to delays of funding.

ARTICLE XI

Dissolution

Section 1

In the event of voluntary dissolution of Area IV Agency on Aging and Community Action Programs, Inc., a plan of dissolution (hereinafter referred to as the Plan) shall be prepared and approved by the Board and shall include the following information:

- A. An accounting of and method of distribution of all Area IV assets.
- B. A schedule and method of returning all funds received from all governmental or other funding sources to said sources.

C. A payment schedule for all Area IV creditors.

Section 2

Following approval of the Plan by the Board, the Board shall cause the filing of a certificate of dissolution with the Office of the Secretary of State of Indiana. All procedures for dissolution shall be in accordance with all applicable provisions of Federal and State law.

Revised and Approved: September 29, 2021

Last Reviewed by Ed Wallis, Attorney, in April 2018