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By-Laws

Roscommon County Commission on Aging, Inc.
A Nonprofit Corporation

Article I: Name

The name of this organization shall be the Roscommon County Commission on Aging, Incorporated, hereinafter referred to as the **RCCOA**

Article II: Purpose

The **RCCOA** is a non-profit, non-sectarian, non-political organization, which coordinates programs, public and private, promoting and safeguarding the independence and well-being of the senior citizens of Roscommon County, Michigan. Representative activities in carrying out these programs are as follows:

- A. Providing leadership, consultation, and assistance to interested groups or individuals that foster the well-being of our aging citizenry. A senior citizen defined as a person sixty (60) years of age or older or the younger spouse of a person sixty (60) years of age or older
- B. Accumulating, tabulating, and studying the factual data relating to aging citizens and their resources
- C. Disseminating information concerning services and programs having to do with social economic health and housing needs of the aging
- D. Coordinating governmental and private agencies in order to develop and make available needed resources for the aging throughout Roscommon County
- E. Establishing policy and programs related to services provided at community centers located within Roscommon County
- F. Entering into legally binding agreements and contracts, public and private, which further the purpose and goals of the **RCCOA**

The **RCCOA**, while seeking the guidance and support of all individuals and organizations promoting the well-being of senior citizens, must hold itself, its activities and services, aloof from all encumbrances, domination or direction of any individual or group in order that everyone, regardless of his or her station or affiliation, may enjoy equal status in relation to his or her need for attention or services

Article III: Membership

- A. The **RCCOA** Board shall consist of nine (9) members, subject to the following:
- a. Two (2) from each center chosen by each center
 - b. Two (2) members-at-large, chosen by the **RCCOA** Board of Directors, with a 2/3 majority roll call vote of the **RCCOA** Board
 - c. One (1) Roscommon County Commissioner appointed by the county commissioners
 - d. Notice of at-large vacancies shall be published in the newspaper of record for Roscommon County for two consecutive weeks
- B. Members of the **RCCOA** Board shall be selected for terms of two (2) years and shall initially be appointed in such a manner and for such periods of time that reappointments will be staggered, without term limits
- C. Any voting age person residing in Roscommon County concerned with promoting and safeguarding the welfare of senior citizens may become a member of the **RCCOA** Board
- D. No **RCCOA** Board member shall be an **RCCOA** employee or be affiliated with or employed by a public or private organization that contracts with the Roscommon County Commission on Aging or be involved in any endeavor which would influence the policy decisions regarding the **RCCOA** Board or by public disclosure and approved by the **RCCOA** Board. The director shall not employ or contract with a board member
- E. No member of the **RCCOA** Board shall be a member of an executive, advisory or similar board from any of the Centers, except as approved by the **RCCOA** Board after public disclosure
- F. Members of the **RCCOA** Board shall be volunteers and will not receive

compensation for their services, however, reimbursement for actual expenses, not to exceed that amount allowed by the IRS, will be made to all members requesting it

- G. Absences: All board members must notify the Board Secretary if said board member cannot attend a meeting. Three (3) unexcused absences may result in dismissal from the board
- H. An **RCCOA** Board Member may be censured or removed from the Board for violations of Federal, State, County or Local rules or ordinances, or for violations of the **RCCOA** Code of Conduct. Complaints under this section shall be received by the **RCCOA** Board and will be forwarded to the accused member together with a date and time of hearing by the **RCCOA** Board, acting in closed session. Following the hearing, the Board will come out of closed session to vote regarding the complaint and will require an affirmative 2/3 vote of the **RCCOA** Board

Article IV: Officers (Executive Committee)

- A. The officers of the **RCCOA** Board shall consist of a Chairperson, Vice-Chairperson, Recording Secretary and Treasurer who shall be elected by the **RCCOA** Board and who shall also serve as the Executive Committee
- B. The Chairperson will appoint the Nominating Committee at the October meeting. The Nominating Committee will present a slate of candidates for election of officers at the November Board Meeting each year who shall be elected for a term of one year, beginning January 1st
- C. **VACANCIES** – In the case of death or resignation, or if an **RCCOA** Officer's position was declared vacant , notice shall be given by the Chairperson at the next meeting that nominations will be accepted from the remaining Board members and an election held to fill the vacancy at a subsequent meeting; except in the case of death, resignation or vacancy in the office of Chairperson, the Vice Chairperson would assume the duties of the office of the Chairperson and the office of Vice-Chairperson would then be filled

D. DUTIES OF THE OFFICERS

- 1. **CHAIRPERSON:** Duties are as follows:
 - a. To preside over and conduct all meetings of the **RCCOA** Board
 - b. To see that all orders and resolutions of the **RCCOA** Board are

carried into effect and all deeds, mortgages, bonds, contracts, or other authorized instruments are signed by the Chairperson and one officer and/or authorized agent

- c. To appoint all standing and special committees, except the Executive Committee, to be an ex-officio non-voting member of all committees, except the Nominating Committee, and to appoint an **RCCOA** representatives to other agencies or groups
- d. To serve as chairperson of the Executive Committee
- e. To call special meetings of the **RCCOA** Board as necessary
- f. To consult with the Executive Committee members between meetings and to approve the monthly agenda for the **RCCOA** Board and the Executive Committee in cooperation with the **RCCOA** Executive Director.
- g. To have overall responsibility in directing and coordinating the activities of the **RCCOA** Board in accordance with the by-laws. The Chairperson shall preside at all meetings, and shall appoint Committee Chairpersons, and others, with approval of the **RCCOA** Board.

2. **VICE CHAIRPERSON:** Duties are as follows:

- a. To fulfill all duties of the Chairperson during his/her temporary absence
- b. To serve as a member of the Executive Committee
- c. To perform other duties as designated by the Chairperson

3. **RECORDING SECRETARY:** Duties are as follows:

- a. To maintain true and accurate minutes of all proceedings of the **RCCOA** Board and of the Executive Committee
- b. To ensure that copies of all minutes are kept on file at the **RCCOA** office and made available to the public. Copies are required to be posted at each Center for public review and sent to NEMSCA from each **RCCOA** Board meeting
- c. To ensure that all members of the **RCCOA** Board receive a copy

of minutes, amendments, by-laws, and all other documents of the **RCCOA**

- d. To be responsible for all correspondence to the **RCCOA** Board
- e. To serve as a member of the Executive Committee
- f. To inform those elected and/or appointed to offices and/or committees of their elected status and/or appointments
- g. To supply a list of unfinished business to the Chairperson for the agenda of each meeting

4. **TREASURER:** Duties are as follows:

- a. To oversee all funds, securities, receipts, and disbursements of the **RCCOA**
- b. To serve as a member of the Executive Committee
- c. To serve as chairperson of the Finance Committee

ARTICLE V – MEETINGS

- A. The **RCCOA** Board shall hold regular meetings once a month on the third Wednesday of each month, except July and December, or as amended by a majority of the **RCCOA** Board
- B. All **RCCOA** Board meetings will be available to the Centers and individuals via live feed, subject to technical availability
- C. Five members of the board shall constitute a quorum for the transaction of business

ARTICLE VI - COMMITTEES

- A. Executive Committee meetings may be called by the Chairperson of the committee or at the request of any three members of the board with a minimum of eighteen (18) hours' notice to all members of the Executive Committee
- B. The **RCCOA** Board shall establish four (4) Standing Committees, to-wit: Finance, Personnel, Programs & Evaluation, and Nominating. The Chairperson shall appoint three (3) members to each committee and shall designate the chair of each, except for the Finance Committee, which

shall be chaired by the Treasurer

- C. The Standing Committees may convene a meeting of their Committee upon request of the Committee Chairperson, the **RCCOA** Board Chairperson, or any three members of the **RCCOA** Board, with a minimum of eighteen (18) hours' notice to the committee members
- D. The **RCCOA** Board may establish Special Committees as it deems appropriate, and the Chairperson shall appoint such members and/or other persons who shall advise or consult on matters as requested

ARTICLE VII-STAFF

- A. The **RCCOA** Board shall employ an Executive Director, who shall hire and organize staff in accordance with established programs and policies approved by the **RCCOA** Board

ARTICLE VIII - AMENDMENTS AND RULES OF ORDER

- A. Proposed amendments to these By-Laws must be submitted to the Board Recording Secretary, in writing not less than five (5) days prior to a regular meeting of the Board and included in the NOTICE OF THE MEETING at which time it will be read under NEW BUSINESS. At the next regular meeting of the Board, the amendment will be placed on the Agenda under OLD BUSINESS and voted on. An affirmative 2/3 vote of the **RCCOA** Board shall be required for passage
- B. Except as otherwise provided herein, proceedings of the **RCCOA** shall be governed by the most current edition of ROBERTS RULES OF ORDER
- C. The **RCCOA** Board shall review these By Laws every five (5) year or as needed

ARTICLE IX

In the event the **RCCOA** is dissolved, the **RCCOA**, all buildings, lands and assets will be returned to the County of Roscommon, Michigan.

CERTIFICATION

This is to certify that the above by-laws were accepted and ratified at the _____ (date) meeting of Roscommon County Commission on Aging, held at the _____ and that its policies and objectives will remain in full force until amended

(There are two signature lines, two printed names, and two date lines)

TRACY A. ELLERBROCK-CONSTANCE [Signature] 4-26-2022
Printed Name Signature Date

MADÉLINE C. HILLER [Signature] 4-20-2022
Printed Name Signature Date

