



MINNESOTA RIVER  
Area Agency on Aging®

APPROVED 12.9.15

**BYLAWS**

## **PREAMBLE**

The Minnesota River Area Agency on Aging®, Inc. (MNRAAA) Board of Directors (Board) adopts these bylaws for the purpose of self-regulation and the regulation of those committees, officers, and members established by, and responsible to it.

MNRAAA is the designated Area Agency on Aging for the twenty-seven counties in southwest Minnesota. Area Agencies on Aging were established under the Older Americans Act (OAA) in 1973 to respond to the needs, concerns and issues of Americans aged 60 and over. Minnesota's area agencies on aging are designated by the Minnesota Board on Aging to provide four critical functions: OAA funding administration, community planning and service development, information and assistance, and advocacy.

## **MISSION STATEMENT**

MNRAAA is the gateway to resources for older adults, caregivers and service providers in the twenty-seven counties of southwest Minnesota.

## **DEFINITIONS**

1. Act: The Minnesota Non-Profit Corporation Act, codified at Minn. Stat. 317A, as amended.
2. Quorum: A majority of the voting members of the Board.
3. Super-Majority: A super-majority shall be made up of at least two-thirds (2/3) of the total membership.
4. SW PSA: Southwest Planning and Service Area as designated by MBA.

## **ARTICLE I. JURISDICTION**

- A. MNRAAA is a 501(c)(3) organization established under the laws of the State of Minnesota governing the incorporation and operation of a nonprofit organization.
- B. The SW PSA, within which MNRAAA shall function, includes an area within the boundaries of the following counties in the State of Minnesota: Big Stone, Blue Earth, Brown, Chippewa, Cottonwood, Faribault, Jackson, Kandiyohi, Lac qui Parle, Le Sueur, Lincoln, Lyon, Martin, McLeod, Meeker, Murray, Nicollet, Nobles, Pipestone, Redwood, Renville, Rock, Sibley, Swift, Waseca, Watonwan and Yellow Medicine.

## **ARTICLE II. PURPOSE AND POWERS**

- A. MNRAAA shall hold, exercise and discharge the powers and duties established by these bylaws for the establishment and continuation of area agency on aging functions in the SW PSA.
- B. MNRAAA's powers and duties shall be performed and carried out by the Board and officers as authorized by these bylaws and any additional operating policies established by the Board.

## **ARTICLE III. BOARD**

### **A. Powers and Duties:**

To administer funds and manage and deliver older adult and caregiver services under MNRAAA, the powers and duties of MNRAAA shall include, but not be limited to:

1. Creating and executing strategy;
2. Establishing policy;
3. Creating and executing fundraising plans for the organization;
4. Assuming responsibility for all monetary resources;
5. Hiring, firing and the evaluation of the Executive Director;
6. Providing an annual report of organizational health and services; and
7. Approving the annual Area Plan on Aging.

The Board shall be non-political and non-sectarian.

### **B. Membership:**

1. There shall be between three (3) and twenty (20) members of the Board.
2. The Board shall establish a policy or policies that encourages a variety of interests and expertise of board membership including but not limited to distributed geographical, professional, and ethnic/racial diversity among its members.

3. It is the Board intent and desire to qualify as an "Advisory Council" under the Old Americans Act codified at 45 C.F.R. Party 1321. In accordance with the requirements of such Act, individuals age 60 and older must comprise 50 percent or more of the Board.
4. All Board members must reside and/or be employed within the SW PSA.
5. Membership terms shall be as follows:
  - a. Terms shall begin on January 1 and end on December 31.
  - b. Members shall be appointed for a term of three (3) years, not to exceed more than two (2) consecutive terms.
  - c. The Board shall establish a policy or policies ensuring that terms are designated in a manner guaranteeing that approximately one-third (1/3) of its members are appointed in each year.
7. When any member is absent from three (3) meetings per year, the Chair shall, by letter, request that member's intent as to whether or not he/she wishes to remain a member of the Board. If no reply is received within three (3) weeks, it shall be deemed a resignation upon Board action.
8. If a member vacates his/her position before the end of his/her term, the vacancy shall be filled by the Board and for the balance of the unexpired term. If the unexpired term is for more than eighteen (18) months, it shall be considered a full term for the purpose of determining the two (2) consecutive-term limit.

**C. Meetings:**

1. The annual meeting shall be held in the fourth quarter.
2. The executive director shall mail or e-mail notice of the time and place of the annual meeting to each member at least five (5) days prior to the date of the meeting. Notice e-mailed or deposited, postage prepaid, in the United States mail shall be deemed sufficient upon such deposit.
3. Along with the notice of the meeting, the executive director shall mail or e-mail to each member a tentative agenda of anticipated business items to be covered at the annual meeting. Business transacted at the annual meeting shall not be limited by the tentative agenda. Members may take up any business at the annual meeting that may properly be brought before MNRAAA, unless that business requires special notice, in which case, bylaws governing special notice must apply.
4. Regular Meetings:

- a. MNRAAA shall hold no less than four (4) regular meetings each calendar year on a quarterly basis. Quarterly meetings shall occur at a location established by the Board. The executive director shall give notice of the time and place of a regular meeting at least five (5) days prior to the proposed date. Notice e-mailed or deposited, postage prepaid, in the United States mail, shall be deemed sufficient upon such deposit.
  - b. Business at regular meetings need not be limited to those items listed on the agenda.
5. Special Meetings:
- a. A special meeting may be called for any purpose(s) at any time by the Chair or at the request of a majority of the Board.
  - b. Persons entitled to call a special meeting shall make a request in writing and shall mail, e-mail or deliver it in person to the Chair or to the executive director. It shall be the duty of the executive director to promptly give notice to all members that a meeting will be held at a time and place to be fixed by the executive director. This notice shall state the purpose or purposes of the meeting and shall fix the date of the special meeting not less than one (1) week after the receipt of the request by the Chair or executive director.
  - c. No business may be transacted at a special meeting except as has been described in the notice.
  - d. Special meetings called by the Chair may be conducted by teleconference or videoconference.
6. Emergency Meetings: Notwithstanding any provision in these bylaws or the Act to the contrary, an emergency meeting of the Board may be called by the Chair or executive director under unusual circumstances without submitting prior notice as elsewhere provided by these bylaws. Board action shall be permitted at an emergency meeting so long as a quorum is present.
7. Notice of Meetings:
- a. Meeting notice as discussed in these bylaws shall be mailed or e-mailed to members and any designated recipients of notices identified by members for the purpose of communication efficiency and effectiveness at least five (5) prior to the meeting.
  - b. The e-mail or mail shall be sent to the last known mailing or e-mail address as the member's address appears in the last available MNRAAA records.

- c. Whenever provisions of the Minnesota Statutes or these bylaws require notice to be given, it shall not be construed to mean personal notice. Notice emailed or deposited, postage prepaid, in the United States mail shall be deemed sufficient upon such deposit.

8. Electronic Communications:

- a. Communication among members by any means through which members can simultaneously hear each other may constitute a meeting, so long as the same notice is given of the conference as would be required for a meeting as described above, and if the number of members participating in the conference would be sufficient to constitute a quorum at a meeting.
- b. Participation in an audio meeting constitutes presence in person at the meeting.

9. Voting and Quorum:

- a. Members may vote in person at the meeting location or electronically.
- b. Electronic participation depends on the meeting location having electronic participation capacity.
- c. An affirmative vote of a majority of the members participating in the meeting shall be required before any action can be taken, provided a quorum is present at the time the vote is taken.

10. Conflict of Interest: See Attachment A.

- a. In order to avoid conflicts of interest, no persons may serve on the Board if he/she receives a salary or wage under a grant awarded by the Board.

11. Adjournments:

- a. Any meeting of the members may be adjourned from time to time upon a vote of a majority of the members present at the meeting.
- b. No other notice regarding resumption of an adjourned meeting shall be required other than by announcement at the meeting at which adjournment is taken.

12. Minutes:

- a. The Secretary shall take minutes or cause them to be taken at all regular and special meetings and distribute them when notice is given for the next meeting.
- b. The Secretary and Chair shall sign minutes and any corrections to them, when duly adopted by the Board. The minutes of the meeting shall not be deemed correct until adopted at a regular or special meeting of the Board.

13. Conduct of Meetings:

- a. Meetings shall proceed under “Robert’s Rules of Order” or any other rules of order as may later be approved and adopted by a super-majority of the Board.

14. Removal of Board Members:

- a. A member may be removed at any time, with or without cause, by a super-majority vote of the members of the Board.

15. Appeal of Removal:

- a. A member may appeal his/her removal. Intent to appeal must be submitted in writing, to the Chair, or Vice-Chair in instances of removal of the Chair, within ten (10) days after removal by the Board.
- b. The current Board shall hear the appeal at its next regular meeting. The decision by the Board regarding the appeal shall be final.

**ARTICLE IV.  
OFFICERS**

- A. The officers of MNRAAA shall be a Chair, Vice-Chair, Secretary and Treasurer. All officers must be voting members of the Board. The same member may not hold multiple offices simultaneously.

**1. Chair:**

- i. The Board shall elect a Chair from its membership at its annual meeting. The Chair shall assume his/her duties on January 1.
- ii. The Chair shall be responsible for carrying out the policy decisions of MNRAAA and shall see that all resolutions of MNRAAA are carried into effect, and shall have an integral role in the hiring process of the executive director.
- iii. The Chair shall execute all contracts or instruments of MNRAAA above \$10,000 and shall have the powers and duties vested in the Chair

established by the Board. In special circumstances, the board may empower the executive director or finance director, through board action that is recorded in the minutes, the ability to execute sub-contracts, purchase orders and/or payment requests above \$10,000 for specific contracts designated by the board.

## **2. Vice-Chair:**

- i. The Board shall elect a Vice-Chair from its membership at its annual meeting. The Vice-Chair shall assume his/her duties on January 1.
- ii. In the absence of the Chair at any meeting, the Vice-Chair shall preside. If both the Chair and Vice-Chair are not in attendance at a regular or special meeting, a temporary Chair shall be chosen from among those members present at the meeting.
- iii. If at any time the Chair is unavailable, the Vice-Chair may execute all contracts or instruments of MNRAAA.

## **3. Secretary:**

- i. The Board shall elect a Secretary from its membership at its annual meeting. The Secretary shall assume his/her duties on January 1.
- ii. The Secretary shall take the minutes or cause them to be taken at all regular and special meetings. Official signed minutes shall be maintained at the administrative office. The executive director and secretary shall share custody of and provide for the safekeeping of all Board meeting minutes.

## **4. Treasurer:**

- i. The Board shall elect a Treasurer from its membership at its annual meeting. The Treasurer shall assume his/her duties on January 1.
- ii. The Treasurer shall oversee the management and reporting of finances.

## **B. Removal of Officers:**

1. An officer may be removed at any time, with or without cause, by a super-majority vote of the members of the Board.
2. In the event of an officer's removal, the Board shall replace him/her within ~~fifteen~~ **ninety** days ~~(15)~~ **(90)** after the disposition of any appeal.

## **C. Appeal of Removal:**

1. An officer may appeal his/her removal. Intent to appeal must be submitted in writing to the Chair, or to the Vice-Chair in instances of the removal of the Chair, within ten (10) days after removal by the Board.
  2. The Board shall hear the appeal at its next regular meeting. The decision by the Board regarding the appeal shall be final.
- D. **Vacancies:** In the event an office becomes vacant prior to the expiration of a member's term, the Board shall elect a replacement at its next regular meeting.

## **ARTICLE V. COMMITTEES**

- A. The Board may establish as many committees as necessary to carry out its duties and responsibilities.

1. **Executive Committee:**

- i. The Executive Committee shall be comprised of the Chair, Vice-Chair, Secretary and Treasurer. The executive director shall serve as staff to the Committee.
  - ii. The executive committee shall serve as a sounding board for management on emerging issues, problems and initiatives.
  - iii. ~~The Executive Committee may be authorized by a super-majority of the Board to act on the Board's behalf from time to time.~~
  - iv. The Executive Committee shall have all the powers and authority of the Board in the intervals between meetings of the Board, except the power to: amend the Articles of Incorporation; amend the bylaws; amend the Area Plan; remove a board member from a committee or the board; hire, discipline or fire the executive director. The Executive Committee is subject to the direction and control of the full Board and must report to the Board at the next Board meeting on any official actions it has taken.
2. **Finance Committee:** The Chair shall annually appoint a Finance Committee which shall include the Treasurer and at least two (2) other Board members. The finance director and executive director shall serve as staff to the Committee. The Committee may include non-Board members whose experience in accounting, finance or business may assist the Committee and the Board in the performance of their financial oversight responsibilities. The Treasurer shall chair the Committee. The Committee shall make recommendations regarding financial policies and procedures for financial operations and budgets.
3. **Audit Committee:** The Chair, with approval from the Board, shall annually appoint an Audit Committee consisting of one (1) Board member (not a member of the Finance Committee) and no fewer than three (3) non-Board members. The finance director shall serve as staff to the Committee. The Committee is

not a policy-making body. It maintains lines of communication with management and the independent auditor.

4. **Nominating and Governance Committee:** The Chair shall annually appoint members to the Nominating and Governance Committee. It shall include a maximum of five (5) Board members, including a minimum of one officer of the Board. The executive director and finance director shall serve as staff to the Committee. The Committee shall be responsible for matters related to board membership and human resources.
5. **Planning Committee:** The Chair shall annually appoint members to the Planning Committee. It shall include a minimum of one officer of the Board and up to 8 non-Board members, approved by the Board. The executive director shall serve as staff to the Committee and may ask other staff to participate, based on the subject matter of a Committee meeting. This Committee is an advisory committee and is subject to the control and direction of the Board. The Board shall have the sole authority and discretion to decide whether it will act on any advice provided to it by the Committee. A key duty of the Committee is providing consultation and recommendations to the Board regarding the distribution/award of Federal Older Americans Act, state nutrition and other related funding that MNRAAA typically awards to direct service providers.

B. **Membership of Other Committees:** The members of any other committee established by the Board need not be made up entirely of members of the Board, so long as at least one (1) member serves on each committee.

C. **Committee Reports:** Each committee shall provide a written report to the Board at the annual meeting, unless the Board requests written reports more frequently.

D. **Removal of Committee Members:**

1. A committee member may be removed at any time, with or without cause, by a super-majority vote of the members of the Board.
2. In the event of a committee member's removal, the Board shall replace him/her after the disposition of any appeal.

E. **Appeal of Removal:**

1. A committee member may appeal his/her removal. Intent to appeal must be submitted in writing to the Chair within ten (10) days after removal by the Board.
2. The Board shall hear the appeal at its next regular meeting. The decision by the Board regarding the appeal shall be final.

## **ARTICLE VI. ADMINISTRATION**

A. **Annual Reports:**

1. The executive director along with other appropriate staff shall prepare an annual report of organizational health and services for the previous year.

2. The report shall be presented to the Board at the first meeting of each calendar year.

**B. Insurance:**

MNRAAA shall carry general liability insurance and other such insurance as is necessary to protect MNRAAA from exposure to liability.

**ARTICLE VII.  
FISCAL MATTERS**

- A. **Fiscal Year:** The fiscal year of MNRAAA shall be from January 1 to December 31.
- B. **Bonding:**
  - 1. All members and contractors of MNRAAA who handle funds of MNRAAA or who are custodians of property shall be bonded.
  - 2. Proof of bonding shall be provided at least annually.
- C. **Financial Audit:** The Board shall ensure that a financial audit is conducted annually in accordance with Generally Accepted Accounting Principles of the United States.
- D. **Policies and Procedures:** See Financial Policies and Procedures.

**ARTICLE VIII.  
AMENDMENT OF BYLAWS**

- A. **Majority Vote:**
  - 1. The Board may amend these bylaws by a majority vote at any of its regular or special meetings, provided that written versions of the proposed amendments are provided to each member thirty (30) days in advance of the meeting, the meeting notice states a summary of the proposed amendment(s), and indicates that the amendment will be voted on at the meeting.
  - 2. Within thirty (30) days after adoption of the amendment, revised bylaws shall be provided to all current members.

**ARTICLE IX.  
CONFLICT WITH STATE OR FEDERAL LAW**

Where MNRAAA bylaws or policies are in conflict with changes in state or federal laws, the state or federal laws will prevail and supersede the MNRAAA bylaws or policies. The Board will promptly amend the bylaws to reflect the changes in state or federal laws.

Effective Date: \_\_\_\_\_, 2015

\_\_\_\_\_, Secretary