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## MISSOULA AREA AGENCY ON AGING BYLAWS<sup>i</sup>

### ARTICLE I - NAME, LOCATION AND AREA SERVED

**Section 1. Name.** The name of the organization is Missoula Area Agency on Aging, a non-profit organization incorporated under the laws of the State of Montana, doing business as Missoula Aging Services, Inc.

**Section 2. Location.** The principal office of the corporation shall be located in the City of Missoula, County of Missoula, Montana. The corporation shall maintain a registered office and a registered agent whose office is identical with such registered office, as required by the Montana Non-profit Corporation Act, Title 35, section 2, part 3, Montana Code Annotated.

**Section 3. Designated Area.** The Agency is the designated Area XI, Area Agency on Aging, as determined by the Missoula County Commissioners, the appropriate unit of general purpose local government in accordance with Sec. 305(c)(3) of the Older Americans Act of 1965, as amended.

### ARTICLE II – PURPOSE

The purpose of Missoula Aging Services is to develop and implement a plan to provide a comprehensive and coordinated system for the delivery of social and health services to the elderly in Missoula and Ravalli Counties, Montana.

### ARTICLE III-GOVERNING BOARD

**Section 1. General Power.** The business of the corporation, which includes seeking funding sources, responsible management of funds, evaluating of the effectiveness of established programs and services, preparing the annual budget, and advocating for elders, shall be managed by the Governing Board. The Governing Board shall in all cases act as a Board, and may adopt such rules and regulations for the conduct of its meetings and management of the corporation as deemed proper, not inconsistent with these Bylaws and the laws of this state. The Governing Board also is responsible for hiring, evaluating, and if necessary, terminating the employment of the Chief Executive Officer (CEO). It is essential that the relationship between the Governing Board and the CEO be characterized by open communication, mutual respect and trust, thus facilitating operational decisions, problem solving and planning. The Board has no role in the daily operation of the organization.

**Section 2. Number, Tenure, and Qualifications.** The number of voting members shall be between eleven (11) and thirteen (13) members, including one (1) representative from the Missoula Board of County Commissioners. These members serve at the pleasure of the Missoula County Commissioners for a term of three (3) years, renewable for two (2) consecutive three year terms for a total of nine (9) years<sup>ii</sup> at the pleasure of the Missoula

Board of County Commissioners. Terms are staggered so that 1/3 of the Board is open for appointment each year.

**Section 3. Non-voting Member.** There shall be one (1) non-voting member, serving as the Missoula City Council Liaison position. The City Council liaison will serve at the pleasure of the Missoula City Council.

**Section 4. Reappointment.** The Board Governance Committee<sup>iii</sup> will review the performance of Board members as their terms approach expiration, make annual recommendations to the Missoula Board of County Commissioners for reappointment and advise Commissioners of open positions.

**Section 5. Resignation.** Resignation of any member will be made by giving thirty (30) days written notice to the Missoula Board of County Commissioners and the Governing Board.

**Section 6. Absences.** After three (3) absences from Board meetings in a twelve month period, the Chair shall notify the member and the County Commissioners in writing of such absences and recommend replacement.<sup>iv</sup>

**Section 7. Electronic Votes.** When time is a factor, or for any other valid reason, a specified item requiring Governing Board action may be voted on electronically. A majority electronic vote has the same validity as a vote at a Board meeting.

#### ARTICLE IV – MEETINGS

**Section 1. Regular meetings.** Regular meetings will be held not less than five times<sup>v</sup> a fiscal year or as determined by the Governing Board.

**Section 2. Annual Meeting.** The annual meeting of the corporation will be held in June.

**Section 3. Special Meetings.** With the consent of a majority of the members of the Executive Committee, the Board Chair may call a special meeting. A special meeting may also be called at the request of a majority of Governing Board members.

**Section 4. Notice.** Written notice of special meetings shall be given at least ten (10) days prior to the meeting, delivered personally to each member of the Governing Board at their designated address or via e-mail at the designated e-mail address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail. If delivered via e-mail, such notice shall be deemed to be delivered when the recipient acknowledges receipt. The attendance of a Governing Board member at a meeting shall constitute a waiver of notice of such meeting, except when a Board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**Section 5. Open Meetings.** All meetings of the Governing Board and Committees are open to the public as provided in Title 2, Part 3, section 203 Montana Code Annotated.

**Section 6. Quorum.** A quorum for the purpose of transacting business shall consist of a simple majority of the appointed voting members of the Governing Board. Members of the Board on official leave of absence shall not be counted when the quorum is determined.

**Section 7. Cancellation or Postponement.** Any meeting may be cancelled or postponed by the Chair if a quorum is not present, if weather conditions prohibit travel, or for reasonable circumstances consistent with the welfare of the Board.

**Section 8. Conflict of Interest.** Should a Board member have a conflict of interest in any matter under consideration by the Board, it is the Board member's responsibility to disclose the potential for a conflict of interest. This member may be asked by the Board to be disqualified to vote and the disqualification will be entered into the minutes. This member may also be asked by the Board to be excused from the discussion and the request to excuse will be entered into the minutes.<sup>vi</sup>

**Section 9. Compensation.** No compensation shall be paid to members of the Governing Board for participation on the Board.

#### ARTICLE V – OFFICERS

**Section 1. Designation.** The officers of the Governing Board include the Chair, Vice-Chair, Past Chair, Secretary, and Treasurer.<sup>vii</sup>

**Section 2. Election and Terms.** Officers will be elected by a majority of the voting Governing Board members at the June Board meeting for a one year term, and may not serve more than two (2) consecutive terms in the same office. An officer who has served two (2) consecutive terms may be elected to a different office. New officers will assume office in July.<sup>viii</sup>

**Section 3. Vacancies.** A vacancy in any office will be filled by a majority vote of the voting Governing Board members. The newly elected officer will fill the remainder of the term.

**Section 4. Chair.** The Chair shall preside at all meetings of the Governing Board. The Chair shall perform all duties incident to the office as may be prescribed by the Governing Board or staff from time to time.

**Section 5. Vice-Chair.** In the absence of the Chair, or in the event of inability or refusal to act, the Vice-Chair shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice-Chair shall perform such other duties as from time to time may be assigned by the Chair, the Governing Board, or the staff.

**Section 6. Secretary.** The Secretary oversees the process of taking minutes, coaching the staff member taking the minutes about proper procedure, validating the accuracy of the minutes, and ensuring that minutes are safely archived.

**Section 7. Treasurer.** The Treasurer oversees the financial records and ensures that the Governing Board regularly receives accurate reports of the financial condition of the organization.

**Section 8. Authority to Speak.** No officer or past officer of the Governing Board has the authority to speak or act on behalf of the Board other than the authority specifically granted by Board policy or by resolution of the Board.

#### ARTICLE VI - BUDGET

The Missoula Aging Services staff will prepare an annual budget, to be approved by the Governing Board.

#### ARTICLE VII – FISCAL YEAR

The fiscal year shall begin on the first day of July and end on the last day of June each year.

#### ARTICLE VIII – COMMITTEES

**Section 1. Standing Committees.** There are four <sup>ix</sup>standing committees, including the Executive, Finance, Multi-County Coordination Committee (MCCC) and Board Governance. Except for the Executive Committee, committee members are appointed by the Chair. The Chair of each committee shall be a voting member of the Governing Board. Terms of committee members run concurrently with that of the Chair who appointed them, but may be re-appointed by the incoming Chair.<sup>x</sup>

**Section 2. Executive Committee.** The Executive Committee shall consist of the Governing Board officers and the immediate Past Chair if that person continues as a member of the Governing Board. If the Past Chair is no longer a member of the Governing Board, the Executive Committee shall select any other past officer of the Governing Board who is currently a member of the Governing Board. If there are no past Governing Board officers currently members of the Governing Board, the Executive Committee shall select a Board member to fill that position. All members of the Executive Committee are voting members of the Committee.

- a. In case of an unexpected circumstance that calls for immediate action, or in case of an organizational crisis, the Executive Committee may act to resolve the issue. Such action will be taken only if it is impracticable for the whole Board to meet. Such action shall be affirmed by the full Governing Board at its next regular meeting.

**Section 3. Multi-County Coordinating Committee (MCCC).** There shall be a Multi-County Coordinating Committee, for the purpose of coordinating county functions of the Area Agency on Aging.

- a. Membership from Missoula County includes the Chair and the Treasurer of the Governing Board, the County Commissioner member of the Governing Board, and the past Chair of the Governing Board. If the past Chair is no longer a member of the Governing Board, another member of the Board shall be appointed by the Board Chair to serve on the Committee
- b. Membership from Ravalli County will be comprised of three (3) representatives from Ravalli County appointed by the RCCOA Executive Committee. xi
- c. Ex-officio members of the Committee include the Executive Director of each County Council on Aging.
- d. The Committee shall meet semi-annually to determine the funding formula each year; review state assessment results; implement a planning process that results in a four year plan for each county; provide legislative advocacy at the local, state, and federal levels; and share concerns and progress on the implementation of programs and services for elders, their caregivers and family.<sup>xii</sup>

**Section 4. Ad Hoc Committees.** Other ad hoc committees may be established and discontinued by the Board Chair as needed.<sup>xiii</sup>

#### ARTICLE IX - ADVISORY COUNCIL

**Section 1. Purpose<sup>xiv</sup>.** The Advisory Council will provide advice to MAS on all matters related to the development of the area plan, the administration of the plan and operations conducted under the plan for the elderly in Montana's Missoula and Ravalli Counties as required in accordance with SEC. 306, 6 (d) of the Older Americans Act Amendments of 2006.

**Section 2. Membership<sup>xv</sup>.** Membership consists of older individuals (including minority individuals and older individuals residing in rural areas) who are participants or who are eligible to participate in programs assisted under the Older Americans Act, representatives of older individuals, family caregivers of older individuals who receive services or who are eligible to receive services, service providers, representatives of the business community, local elected officials, providers of veterans' health services, other providers of supportive services and the general public.

**Section 3. Meetings<sup>xvi</sup>.** The Advisory Council shall meet at least annually. These bodies shall not function in a policy-making or decision-making capacity.

**Section 4. Terms.<sup>xvii</sup>** The members of the Advisory Council will serve at the pleasure of the Governing Board for an unspecified term.

#### **ARTICLE X - PROGRAM COUNCILS**

Missoula Aging Services may, as needed, establish and monitor other Councils for various sponsored programs.

#### **ARTICLE XI – AMENDMENT OF BYLAWS**

These Bylaws may be amended, or repealed and new Bylaws may be adopted, by a two-thirds (2/3) vote of the voting members of the Governing Board at any meeting of the Board, provided notice of the meeting includes a notice of intention to submit the proposed amendment(s), and a copy of the proposed amendment or amendments. Bylaws and amendments thereto must also be approved by the County Commission before taking effect.<sup>xviii</sup>

#### **ARTICLE XII-DISSOLUTION**

In the event of the dissolution of the Missoula Aging Services, the Governing Board shall, after paying, or making provision for payment of all its liabilities, return the remaining assets in their appropriate proportion to all governmental or other funding agencies which help support Missoula Aging Services. Any further remaining assets not so distributed shall be distributed to organizations to be utilized exclusively for the charitable purposes for which this organization was established. Any of these assets not so distributed shall be distributed by the District Court in Missoula County, Montana in the same manner.

These Bylaws were amended and approved by the Governing Board 2<sup>nd</sup> day of February, 2015

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Margaret McManus, Chair

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Edine Loran, Secretary

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County Commissioner Signatures for approval

\_\_\_\_\_  
Date

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Margaret McManus, Chair



Edine Loran, Secretary

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County Commissioner Signatures for approval

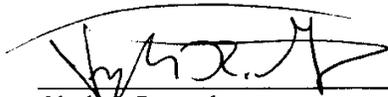
Date

These By-Laws were amended and approved by the  
Aging Services Governing Board on the 2<sup>nd</sup> day of February, 2015

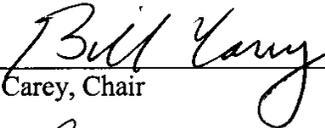
**AUTHORIZED BY THE BOARD OF COUNTY COMMISSIONERS  
ON THE 12<sup>th</sup> DAY OF February, 2015**

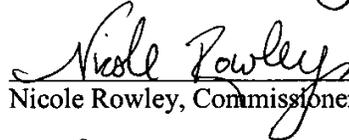
**BOARD OF COUNTY COMMISSIONERS  
MISSOULA COUNTY, MONTANA**

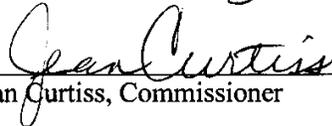
**ATTEST:**

  
Clerk & Recorder



  
Bill Carey, Chair

  
Nicole Rowley, Commissioner

  
Jean Curtiss, Commissioner

### Amendments

- <sup>i</sup> Previous – Change all reference of By Law(s) to Bylaw(s).
- <sup>ii</sup> Previous – Article III, Section 2. Change to implement term limit of 3 consecutive terms (9 years).
- <sup>iii</sup> Previous – Article III, Section 4 Reappointments. Change from Executive to Board Governance.
- <sup>iv</sup> Previous – Article III, Section 6. Unexcused Absences. Change to delete unexcused and reference 12 month period.
- <sup>v</sup> Previous – Article IV, Section 1 Meetings. Change from 6 to 5 times per fiscal year.
- <sup>vi</sup> Previous – Article IV, Meetings, Section 8. Conflict of Interest. Add wording for Board member's responsibility to disclose.
- <sup>vii</sup> Previous – Article V Officers Section 1. Add Past Chair.
- <sup>viii</sup> Previous - Article V Officers Section 2. Election and Terms. Officers will be elected by a majority of the voting Governing Board members at the June Board meeting for a two year term, and may not serve more than two (2) consecutive terms. New officers will assume office in July.  
Wording changed 5/24/10 Board meeting.
- <sup>ix</sup> Previous - ARTICLE VIII – COMMITTEES Section 1. Standing Committees. There are five standing committees, including the Executive, Finance, Programs, Advocacy and Board Governance. Except for the Executive Committee, committee members are appointed by the Chair. The Chair of each committee shall be a voting member of the Governing Board. Terms of committee members run concurrently with that of the Chair who appointed them, but may be re-appointed by the incoming Chair.  
Amended 9/19/11 Board Meeting
- <sup>x</sup> Previous – Article VIII, Committees, Section 1. Delete Advocacy and add MCCC.
- <sup>xi</sup> Previous – Article VIII, Committees, Section 3, b. Remove specifics from RCCOA membership composition.
- <sup>xii</sup> Previous – Article VIII, Committees, Section 3, d. Change to semi-annually from quarterly
- <sup>xiii</sup> Previous – Article VIII, Committees, Section 4. Add and discontinued by Board Chair.
- <sup>xiv</sup> Previous – Article IX, Section 1. Update purpose statement.
- <sup>xv</sup> Previous – Article IX, Section 2. Clarify membership requirements.
- <sup>xvi</sup> Previous – Article IX, Section 3. Update meeting requirement to minimum annually.
- <sup>xvii</sup> Previous – Article IX, Section 4. Clarify term is for unspecified period.
- <sup>xviii</sup> Previous – Article XI, Added requirement for County Commissioner approval before amended Bylaws can take effect.