

## **OTSEGO COUNTY COMMISSION ON AGING BYLAWS**

### **ARTICLE I**

#### **NAME OF THE AGENCY**

The name of this commission shall be the **Otsego County Commission on Aging**, also referred to as the Commission, Commission on Aging or OCCOA.

### **ARTICLE II**

#### **STRUCTURE AND ACTIVITIES**

The OCCOA is established by the Otsego County Board of Commissioners as an agency to be primarily concerned with the county's services and responsibilities to the older adults of Otsego County. The OCCOA and the Board of Directors shall be responsible to implement and administer the charges as set forth in the bylaws and to be accountable to the county Board of Commissioners. The OCCOA is a county agency that will coordinate, provide and initiate programs, public and private, and promote the independence and well-being of older adults of Otsego County, Michigan. The Board of Directors shall govern the agency.

The Board of Directors of the OCCOA has responsibilities to oversee, govern, and supervise OCCOA activities as follows:

- Provide leadership, consultation and assistance to interested groups or individuals who foster the well-being of our older adults;
- Accumulate, tabulate, and study the factual data related to older adults and their resources;
- Disseminate information concerning services and programs having to do with social, economic, health and housing needs of the aging;
- Seek resources and funding for the provision of services to the aged in Otsego County;
- Plan and implement programs consistent with the agency mission statement, utilizing all available resources;
- Cooperate with existing governmental and private agencies in order to develop and make available needed resources for older adults throughout Otsego County.

## **ARTICLE III**

### **BOARD MEMBERSHIP**

**SECTION ONE:** Citizens residing in Otsego County concerned with promoting and safeguarding the welfare of older adults are eligible to be appointed as a board member.

**SECTION TWO:** The Board of Directors of the OCCOA will have nine (9) members, each appointed for three (3) years. In addition, the Board of Commissioners shall appoint one County Commissioner to act as Liaison Officer for one year.

- A. Alternate terms will be determined and will require three (3) members of the OCCOA board to be appointed each January 1<sup>st</sup>.
- B. The OCCOA shall have nine (9) members from across Otsego County. To the extent feasible, the OCCOA Board members will include a diverse cross-section of the local population.
- C. The OCCOA will submit recommendations to the Otsego County Board of Commissioners for their consideration. The County Board of Commissioners will have the final approval for OCCOA board members.

## **ARTICLE IV**

### **REMOVING A BOARD MEMBER VACANCIES**

- A. If, in the opinion of the OCCOA Board of Directors, a member of the OCCOA board is no longer capable of fulfilling his or her responsibilities, or is no longer operating in the best interest of the OCCOA, the board of directors may, by 2/3 vote, remove the board member.
- B. In the event of removal of one or more appointed members, the OCCOA board will seek nominations for replacements to serve out the remainder of the removed board member's term. These nominations will be submitted to the Otsego County Board of Commissioners for appointment. No board member who has been removed will be eligible for nomination.

- C. Vacancies on the OCCOA board shall be filled for the unexpired term in the same manner as regular appointed members.
- D. Members whose term has expired may serve until replaced or re-appointed.

## **ARTICLE V**

### **OFFICERS**

#### **SECTION ONE: Elected Officers**

The elected officers from the OCCOA shall consist of a Chairperson, a Vice Chairperson, a Secretary, and a Treasurer. The officers shall be elected at the annual meeting of the OCCOA in February of each year. In the event of a vacancy within any of these offices, the OCCOA shall elect a new officer for the balance of the unexpired term of office.

#### **SECTION TWO: The duties and responsibilities of the officers are as follows:**

- A. The CHAIRPERSON shall preside at the meetings of the board and the executive committee; shall appoint persons to chair committees deemed necessary for conducting the business of the OCCOA; shall be a member ex-officio of all committees.
- B. The VICE CHAIRPERSON shall perform such duties as are assigned by the Chairperson, including the performance of official duties in the absence of the Chairperson.
- C. The SECRETARY shall ensure that minutes are taken at all meetings of the board and formal executive committee meetings when actions are decided on behalf of the OCCOA.
- D. The TREASURER shall chair the ways and means committee (if active), and shall ensure through the Directors that an audit or financial review is conducted.

## **ARTICLE VI**

### **EXECUTIVE COMMITTEE**

- SECTION ONE:** Personnel of the Executive Committee shall consist of the four elected board members who are the officers of the OCCOA Board.
- SECTION TWO:** The duties of the Executive Committee include the general charge and control of the affairs and program operations of the OCCOA. Proceedings will be reported to the OCCOA Board when interim formal actions have been required.
- SECTION THREE:** The Executive Committee shall hold meetings, which may include telephonic or electronic meetings, as needed to conduct necessary business of the OCCOA between regular OCCOA meetings. Three of the four officers must participate.
- SECTION FOUR:** When acting in place of the full board of the OCCOA, any vote by the executive committee must be unanimous by the participating committee members.

## **ARTICLE VII**

### **MEETINGS**

- SECTION ONE:** The OCCOA board shall hold regular meetings with no less than 6 meetings per year. The Chairperson may call other meetings, giving proper notice to all OCCOA board members and the public in compliance with the Open Meetings Act. Written notice of the meetings shall include a mailing prior to the meeting. This mailing will contain minutes of the previous meeting, the future agenda, financial reports and committee reports as needed.
- SECTION TWO:** Special committees may be appointed by the Chairperson as needed for the necessary business of the board.

## **ARTICLE VIII**

### **DELEGATION OF AUTHORITY AND DUTIES BY BOARD OF DIRECTORS**

**SECTION ONE:** All officers, executives, managers, employees and agents shall be charged with such duties and authority as usually pertains to such offices in an agency of the type described in these bylaws. The officers, executives, and managers shall have such management authority and perform such duties as may be determined by resolution of the board of directors of the OCCOA.

## **ARTICLE IX**

### **AMENDMENTS AND RULES OF ORDER**

**SECTION ONE:** The bylaws of the OCCOA may be amended by a two thirds (2/3) vote of the appointed members of the OCCOA board followed by a two thirds (2/3) vote for approval by the Otsego County Board of Commissioners, provided proper notification has been made to every member of the OCCOA board.

**SECTION TWO:** All assets, real property and personal property will revert to the benefit of the local government if the organization dissolves, or to 501 (c) (3) organization. The OCCOA will remain as a non-profit entity in perpetuity.

**SECTION THREE:** The OCCOA will conduct all activities without regard to race, color religion, creed, gender, national origin, age, marital status, veteran status, sexual orientation, or the presence of handicaps, disabilities, or any other basis protected by state or federal law.