

1 NORTHEAST MISSOURI AREA AGENCY ON AGING
2 BYLAWS
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5 ARTICLE I: NAME AND PURPOSE
6

7 Section 1. The name of the organization shall be Northeast Missouri Area Agency on
8 Aging (hereafter NEMO AAA). The Agency shall have jurisdiction over a 16 county area.
9 These include Adair, Clark, Knox, Lewis, Lincoln, Macon, Marion, Monroe, Montgomery,
10 Pike, Ralls, Randolph, Schuyler, Scotland, Shelby, and Warren.
11

12 Section 2. The purpose of this organization shall be the establishment of the priorities
13 and development of overall plans for programs on aging in the Multi-Regional Area of
14 Boonslick, Mark Twain, and Northeast planning and service areas. This organization shall be
15 non-profit in nature, and not for pecuniary gain or profit of any type or description to or for the
16 members, nor for its Incorporators or Directors. The organization shall endeavor to formulate
17 and initiate concrete, action-oriented plans to meet the priority needs of older people in the
18 community. This organization shall receive funds and/or property as a not-for-profit
19 organization under the new comprehensive TITLE III and/or other TITLES of the Older
20 Americans Act as amended, and/or such other sources as may become available.
21

22 Section 3. NEMO AAA does not discriminate on the basis of creed, race, color, gender,
23 religion, age, national origin, handicap, or veteran status, as an essential governmental function
24 within the meaning of Section 115 of the Internal Revenue Code of 1954, as amended, and
25 exempt from taxation under such section.
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28 ARTICLE II: AREA AGENCY BOARD OF DIRECTORS
29

30 Section 1. The Board of Directors shall be the governing body of NEMO AAA and shall
31 consist of sixteen (16) voting members and three (3) alternates. There should be a maximum of
32 sixteen (16) voting members seated by the Chairman at the beginning of each meeting. Staff
33 members may not be voting members. Board members shall be elected to serve a three-year
34 term from the county in which they reside according to the attached election procedures.
35 (Attachment 1). At least five (5) members of the Board should be a member of the Senior
36 Service Council, and the three (3) alternates must be one (1) from each region and will be
37 appointed by the Chairman for a three-year term. Any person interested in the care and well-
38 being of the elderly can become a Board member. Membership shall not be restricted to
39 individuals from any specific race, creed, color, gender, religion, age, national origin, handicap,
40 or veteran status.
41

42 Section 2. The Board of Directors of NEMO AAA must comply with the provisions of
43 19 CSR (Code of State Regulations) 15-4.100 Section 1 to 6 and 19 CSR 15-7.
44

45 Revised 11/24/14

1 Section 3. Any vacancy occurring on the NEMO AAA Board prior to an election shall
2 be selected from the representative county by the Governance Committee and appointed by the
3 Board Chairman, and said Director shall serve for the unexpired term of his/her predecessor.
4

5 Section 4. Board members must sign a Conflict of Interest statement, Code of Ethics, and
6 Functions of the Board of Directors prior to being seated on the Board. Copies of these
7 documents are attached to the Bylaws as Appendix 1, 2, and 3.
8

9 Section 5. The Board of Directors shall not select, appoint, or elect as a member or ex-
10 officio member, any individual who is an owner, board member, employee, or an immediate
11 family member (spouse, sibling, parent, or child) of an employee or board member of a service
12 provider agency that has currently submitted a proposal to the area agency to receive funding to
13 provide services, or that is currently providing services under grant, contract, or stipend with the
14 Area Agency. Board members shall recognize and strive to prevent conflicts of interest. No
15 Board member shall:
16

- 17 a. Be an owner or employee of a service provider agency/organization that has
18 submitted (during or for the term of the member/alternate) a proposal to NEMO
19 AAA to receive funding to provide services, or that is currently providing services
20 under a grant, contract, or stipend with NEMO AAA;
21
- 22 b. Be a board member of a service provider agency/organization that has submitted
23 (during the term of the member/alternate) a proposal to receive funding to provide
24 services, or that is currently providing services under a grant, contract, or stipend
25 with NEMO AAA;
26
- 27 c. Be an immediate family member (spouse, sibling, parent, or child) of an
28 employee or board member of a service provider agency/organization that has
29 submitted (during the term of the member/alternate) a proposal to receive funding
30 to provide services, or that is currently providing services under a grant, contract,
31 or stipend with NEMO AAA.
32
- 33 d. None of these provisions shall be construed to limit NEMO AAA Board
34 members/alternates from serving as advisory council members or in any other
35 advisory position for a service provider.
36

37 Section 6. It is the policy of the NEMO AAA Board that members must attend meetings
38 to maintain governance continuity, to be fully informed about the issues on which they will vote,
39 and to meet their responsibility to contribute to the decisions the board is required to make.
40

- 41 a. If a Board member will be absent from all or part of a meeting, the member is
42 expected to contact the Board Chairman or the Executive Director as soon as the need
43 to be absent is known.
44

- 1 b. When a Board member is absent from any meeting without prior notice, the Board
2 Chairman will remind the member of this meeting attendance policy.
3
- 4 c. If a Board member is absent from three (3) Board meetings in a fiscal year
5 (without excused absence), the Board Chairman will ask the Board to remove the
6 member from the Board.
7
- 8 d. A member may also be removed from the Board because of:
9
- 10 • Negligence of Board duties and responsibilities.
 - 11 • Illegal activity as a member of the Board.
 - 12 • Acting in any manner detrimental to NEMO AAA.

13

14 Section 7. The Executive Director of NEMO AAA shall be an ex-officio member of the
15 Area Agency Board, acting in an advisory capacity.
16

17

18 ARTICLE III: OFFICERS
19

20 Section 1. The officers of the Board of Directors shall be: Chairman, Vice Chairman,
21 Secretary, Treasurer, Parliamentarian, Member-at-Large, and such assistants as may be deemed
22 necessary. These officers shall be elected from and by the members of the Board of Directors.
23 The Chairman shall have served at least one (1) year on the Board of Directors prior to election
24 as Chairman.
25

26 Section 2. The officers shall serve for a term of one year.
27

28 Section 3. No person shall serve in the same office for more than two (2) consecutive
29 terms.
30

31

32 ARTICLE IV: DUTIES AND POWERS OF OFFICERS AND BOARD
33

34 Section 1. The executive power of the Agency shall be vested in the Board of Directors
35 who shall have charge of the affairs and funds of NEMO AAA, and shall have the power and
36 authority to do and perform all acts and functions in accordance with these Bylaws.
37

38 Section 2. The Area Agency Board of Directors shall maintain the ultimate authority and
39 responsibility for implementation of the approved area plan to provide services to the elderly
40 within the designated planning and service area in accordance with all applicable federal and
41 state laws and regulations and Missouri Division of Aging policies and procedures.
42
43
44
45

1 Section 3. The Chairman of the NEMO AAA Board of Directors shall be the presiding
2 officer at all meetings of the Agency’s Board of Directors and Executive Committee. The
3 Chairman shall present a report of the organization's activities to the Board at its first meeting of
4 the fiscal year.

5
6 Section 4. The Vice-Chairman shall perform the duties of the Chairman in his/her
7 absence, shall chair the Personnel Committee, and shall perform other duties as directed by the
8 Chairman.

9
10 Section 5. The Secretary shall keep or cause to be kept an accurate report of the
11 proceedings of the meetings of the Area Agency Board. The record shall be open at all times for
12 reasonable inspection by an individual. The Secretary shall give notice of the meetings of the
13 Agency through the Area Agency Office.

14
15 Section 6. The Treasurer shall chair the Finance Committee. The Treasurer shall oversee
16 preparation and distribution of financial audits by an accountant or financial professional, make
17 sure all the board's financial policies are being followed, give regular reports to the board as to
18 the financial health of the organization, assist in the preparation of the budget, and review
19 financial documents of the organization. The books shall be open at all times for examination or
20 audit by the auditors, Missouri Department of Social Services, Missouri Division of Senior and
21 Disability Services, Administration on Aging, and such representatives of the Executive
22 Committee as it may designate from time to time. The Treasurer shall render or cause to be
23 rendered a monthly as well as an annual report to the Board of Directors, and books shall be
24 audited annually.

25
26 Section 7. The Parliamentarian shall give advice to the Chairman and, when requested,
27 to any other member. The Parliamentarian should also call the attention of the Chairman to any
28 error in the proceedings that may affect the substantive rights of any member or otherwise do
29 harm, serve as an advisor to the Governance Committee, and chair the Bylaws Committee.

30
31 Section 8. The Member-at-Large shall chair the Program Planning Committee.
32
33

34 ARTICLE V: STANDING COMMITTEES

35

36 Section 1. There shall be an Executive Committee whose membership shall consist of
37 the officers and the Member-at-Large of the NEMO AAA Board.

38
39 Each regional area (Northeast, Mark Twain, and Boonslick) should have at least one
40 officer serving as a member of the Executive Committee.
41

42 The Executive Committee shall exercise all powers of the Board of Directors during the
43 interim between meetings of the Board of Directors, and shall make available to the full Board of
44 Directors copies of the minutes of all Executive Committee meetings. The Executive Committee

1 shall complete and present to the full Board for approval the Executive Director Evaluation on an
2 annual basis from the date of employment.

3
4 Three (3) Executive Committee members shall constitute a quorum for the conducting of
5 any business. All actions of the Executive Committee shall be subject to ratification by the
6 Board of Directors.

7
8 Section 2. There shall be a Governance Committee, consisting of six (6) members,
9 elected at the Annual Meeting to serve the following year. Three (3) of these members should be
10 members of the NEMO AAA Board, (one from each region). The committee shall elect its own
11 Chairman.

12
13 The Governance Committee shall prepare a slate of nominees for selection as officers of
14 the incoming Governance Committee and present the slate at the annual meeting. Nominations
15 may be made from the floor, but will require a second.

16
17 The Governance Committee shall assist the Board of Directors in fulfilling its oversight
18 responsibilities relating to developing and implementing sound governance policies and
19 practices. The Committee is responsible for: nominating qualified individuals to become
20 members of the Board and the Advisory Council; reviewing and recommending to the Board the
21 adoption of governance guidelines and committee charters; recommending director assignments
22 to Board committees; overseeing compliance with the Code of Ethics, the Conflicts of Interest
23 policy, and other governance policies; and, developing a process for the Board's assessment of
24 its performance and the performance of Board committees and a self-assessment by Directors.

25
26 The Committee shall meet twice annually or more frequently as it shall determine is
27 necessary to carry out its duties and responsibilities. The Chairman will schedule regular
28 meetings; additional meetings may be held at the request of two or more members of the
29 Committee, the Executive Director, or the Chairman of the Board.

30
31 In carrying out its oversight responsibilities, the Governance Committee shall:

32
33 1. Review the structure, size and, composition of the Board, its committees and
34 Advisory Council, and make recommendations as appropriate.

35
36 2. Annually review the composition of the Board with regard to the competencies,
37 skills, and attributes of its members as they relate to the needs of the Board.

38
39 3. Develop and recommend to the Board for approval the criteria and policies for
40 consideration and selection of members of the Board to be appointed to fill vacancies. The
41 criteria should include integrity, independence, diversity of experience, leadership, and the
42 ability to exercise sound judgment.

43
44 4. Conduct a search for prospective new Directors to be appointed to fill Board
45 vacancies based on the criteria and needs of the Board. The Committee will review and evaluate

1 the qualifications of prospective Directors in consultation with the Chairman of the Board and
2 the Executive Director. Following the initial review, the Committee will select those individuals
3 to be interviewed by the Chairman of the Board, the Chairman of the Committee, and the
4 Executive Director. From among those individuals who have been interviewed, the Committee
5 will recommend candidates for appointment to the Board of Directors. The Governance
6 Committee shall name candidates for any vacancies among the officers and submit these names
7 to the Agency Board for election by the Agency Board.
8

9 5. Recommend committee assignments and chairmanships of committees for approval
10 by the Board in consultation with the Chairman of the Board and the Executive Director. The
11 preferences of individual Directors for committee assignments will be taken into account where
12 possible.
13

14 6. Evaluate and recommend for approval by the Board individuals to serve as
15 Advisory Council members. The criteria and evaluation process for selecting Advisory Council
16 members shall be the same as that applied for prospective new Directors to be appointed to fill
17 Board vacancies, except the requirements for interviews as provided in paragraph three (3). The
18 Executive Director shall interview potential Advisory Council members and, at his or her
19 discretion, may request the participation of the Chairman of the Board and/or Chairman of the
20 Committee.
21

22 7. In consultation with the Compensation Committee, develop succession plans for
23 the positions of Executive Director and Fiscal Manager and submit such plans to the Board for
24 approval. The Committee and Compensation Committee shall share responsibility for
25 conducting a search for candidates, evaluating potential successors, and making
26 recommendations to the Board. The Committee and the Compensation Committee are jointly
27 authorized to engage a professional search firm. In consultation with the Compensation
28 Committee, the Committee will review NEMO AAA's succession plans annually, and jointly
29 recommend to the Board revisions as needed.
30

31 8. Oversee the orientation of new Board members and continuing education for
32 directors.
33

34 9. Develop and oversee the annual performance assessment process for the Board,
35 and each committee of the Board (including a review by the Committee of its own performance),
36 and provide a report of the results to the Board of Directors. The Committee will develop a
37 process for the annual self-assessment of Directors.
38

39 10. Periodically review the Board's Governance Guidelines to ensure that they are
40 consistent with sound governance principles, and recommend any proposed changes to the Board
41 for approval.
42

43 11. Develop, and periodically update, a Code of Ethics for approval by the Board, and
44 ensure that management has established a system to monitor compliance and is enforcing the
45 Code.

1 12. Develop, and periodically update, a Conflict of Interest policy for approval by the
2 Board, and ensure that management has established a system to monitor compliance with such
3 policy.
4

5 13. Review any proposed changes to NEMO AAA’s governing documents and
6 recommend appropriate action to the Board.
7

8 14. Oversee and periodically discuss with outside counsel the implementation and
9 effectiveness of NEMO AAA’s compliance and ethics programs, including its Code of Ethics.
10

11 15. In consultation with the Audit Committee, monitor and review NEMO AAA
12 policies and procedures relating to compliance with laws and regulations, its Code of Ethics, and
13 Conflicts of Interest policy.
14

15 16. Review and make recommendations to the Board regarding conflicts of interest,
16 related-party transactions, and the Code of Ethics involving Board members or executive
17 officers.
18

19 17. Periodically review the Governance Guidelines and recommend any proposed
20 changes to the Board for approval.
21

22 18. Report regularly to the Board on the Committee’s activities and actions, as
23 appropriate. The Committee will maintain minutes of meetings and report to the Board the
24 results of Committee meetings.
25

26 19. Annually review the Committee’s own performance, and report the results of such
27 review to the Board.
28

29 20. Annually review and reassess the adequacy of this charter and recommend any
30 proposed changes to the Board for approval.
31

32 21. Perform such other duties required by law or otherwise as are necessary or
33 appropriate to further the Committee’s purposes, or as the Board may from time to time assign to
34 it.
35

36 Section 3. There shall be a Program Planning Committee of at least five (5) Board
37 members appointed at the Annual Meeting to serve the following year. The Executive
38 Committee Member-at-Large shall chair the Program Planning Committee. The Executive
39 Director and Program Staff shall serve as advisors to the Program Planning committee.
40 Responsibilities of the committee include: (1) establishment of long range goals and objectives
41 for the organization; (2) reviews of the Area Plan and revisions; and (3) recommendations for
42 implementation of new federal and state program initiatives.
43

44 Section 4. There shall be a Bylaws Committee of at least three (3) Board Members
45 appointed at the first meeting of the fiscal year to serve the following year. The Parliamentarian

1 shall chair the Bylaws Committee. Responsibilities of the committee include: (1) reading and
2 reviewing the Bylaws; (2) proposing changes to be voted on by the Board of Directors; and
3 (3) giving Board members prior notice of meetings at which Bylaws changes will be voted on.
4

5 Section 5. There shall be a Personnel Committee of at least three (3) Board Members
6 appointed at the first meeting of the fiscal year to serve the following year. The Vice-Chairman
7 shall chair the Personnel Committee. The committee shall be responsible for reviewing and
8 updating personnel policies.
9

10 Section 6. There shall be a Finance Committee of at least three (3) Board members
11 appointed at the first meeting of the fiscal year to serve the following year. The Treasurer shall
12 chair the Finance Committee. The Fiscal Manager shall serve as advisors to the Finance
13 Committee. Responsibilities of the committee are to: (1) oversee the budget; (2) oversee the
14 investments of the organization; and (3) plan and oversee the financial stability and integrity of
15 the organization.
16

17 Section 7. There shall be a Compensation Committee composed of the Executive
18 Committee of the Board of Directors. The Chairman of the Board shall serve as the Chairman of
19 the Committee.
20

21 The Compensation Committee shall assist the Board of Directors in fulfilling its oversight
22 responsibilities relating to the compensation and benefits of the Executive Director and other
23 executive officers, and shall provide recommendations regarding management successors.
24

25 The Committee shall meet twice annually or more frequently as it shall determine is necessary to
26 carry out its duties and responsibilities. The Chairman will schedule regular meetings; additional
27 meetings may be held at the request of two or more members of the committee, or the Executive
28 Director.
29

30 In carrying out its oversight responsibilities, the Committee shall:

31
32 1. Develop a compensation philosophy and compensation policies for approval by the
33 Board.
34

35 2. Review and recommend NEMO AAA's goals and objectives relevant to the
36 compensation of the Executive Director and Fiscal Manager for approval by the Board, provided
37 that persons with conflict of interest with respect to any compensation arrangement at issue were
38 not involved. The committee will use data as to comparable compensation for similarly qualified
39 person in functionally comparable positions at similarly situated organizations to help make their
40 recommendations.
41

42 3. Annually evaluate the Executive Director's performance in light of these goals and
43 objectives, and make a recommendation to the Board with respect to the Executive Director's
44 compensation.
45

1 4. Annually review the staff salaries with the Executive Director to ensure that such
2 salaries are appropriate and consistent with published compensation surveys or reports prepared
3 for the Committee by outside consultants.
4

5 5. Review all proposed employment contracts and severance agreements with the
6 Executive Director and make recommendations for approval by the Board.
7

8 6. Oversee the administration of NEMO AAA's compensation and benefits program.
9

10 7. In consultation with the Governance Committee, develop succession plans for the
11 position of Executive Director and other executive officers and submit such to the Board for
12 approval. The Committee and the Governance Committee shall share responsibility for
13 conducting a search for candidates, evaluating potential successors, and making
14 recommendations to the Board. The Committee and the Governance Committee are jointly
15 authorized to engage a professional search firm. In consultation with the Governance
16 Committee, review the NEMO AAA's succession plans annually and jointly recommend to the
17 Board revisions as needed.
18

19 8. Report regularly to the Board on the Committee's activities and actions, as
20 appropriate. The Committee will maintain minutes of meetings and report to the Board the
21 results of Committee meetings. This will include accurate record keeping with respect to any
22 deliberations and decisions regarding any compensation agreements.
23

24 9. Annually review the Committee's own performance, and report the results of such
25 review to the Board.
26

27 10. Annually review and reassess the adequacy of this charter and recommend any
28 proposed changes to the Board.
29

30 11. Perform such other duties required by law or otherwise as are necessary or
31 appropriate to further the Committee's purposes, or as the Board may from time to time assign to
32 it.
33

34 Section 8. There shall be an Audit Committee composed of three (3) members appointed
35 annually by the Chairman of the Board. The Chairman of the Board shall designate the
36 Chairman of the Committee. At least one member of the Committee will be independent of the
37 Board and shall have experience in finance or accounting, or other comparable experience or
38 background that demonstrates and understanding of financial statements, generally acceptable
39 accounting principles, internal controls, and procedures for financial reporting, and shall have
40 experience in preparing, auditing, or evaluating financial statements.
41

42 The Audit Committee shall assist the Board of Directors in fulfilling its oversight
43 responsibilities relating to the quality and integrity of NEMO AAA's financial reporting
44 processes and accounting practices; the adequacy and effectiveness of its systems of internal
45 controls regarding finance, accounting, and legal and regulatory compliance; and the

1 performance, qualifications, and independence of NEMO AAA's independent auditors. In
2 discharging its oversight role, the Committee has the authority to investigate any matter within
3 its area of responsibilities that is brought to its attention, with full access to all of the books,
4 facilities, and staff of NEMO AAA.

5
6 The Committee shall meet twice annually or more frequently as it shall determine is
7 necessary to carry out its duties and responsibilities. The Chairman will schedule regular
8 meetings; additional meetings may be held at the request of two or more members of the
9 Committee, the Executive Director, or the Chairman of the Board. The Committee shall meet at
10 least once annually, or more frequently as circumstances may require, with independent auditors
11 outside the presence of management.

12
13 In carrying out its oversight responsibilities, the Committee shall:

- 14 1. Review the independent auditors' scope of work, as well as any proposed and
15 permitted non-audit engagements.
- 16 2. Assist with the selection and evaluation of the performance of the independent
17 auditors.
- 18 3. Review with management and the independent auditors the audited annual
19 financial statements, including any comments or recommendations of the
20 independent auditors. Review any disagreements among management and the
21 independent auditors in connection with the annual audit.
- 22 4. Review with the independent auditors and management the audit and any
23 restrictions on the scope of work or access to required information.
- 24 5. Assist with the review of a report from the independent auditors and
25 describing:
 - 26 (a) the independent auditors' internal quality-control procedures;
 - 27 (b) any material issues raised by the most recent internal quality-control
28 review, or peer review, of the independent auditors, or by any
29 authority, within the preceding five years, respecting one or more
30 independent audits carried out by the independent auditors, and any
31 steps taken to deal with any such issues; and
 - 32 (c) if non-audit services have been provided, include in such report a
33 statement disclosing all relationships between the independent
34 auditors and NEMO AAA (including a description of each category of
35 services provided by the independent auditors to NEMO AAA and a
36 list of the fees billed for each such category).

- 1 6. Review and evaluate the quality and integrity of NEMO AAA’s financial
2 reporting processes and internal controls regarding finance, accounting, and
3 legal and regulatory compliance. Report any findings to the Board of
4 Directors.
5
- 6 7. Review and discuss with management and the independent auditors any
7 significant risk exposure, financial or otherwise. Review the underlying
8 policies with respect to risk assessment and risk management. Assess the steps
9 management has taken to monitor, report, and control such risk exposures.
10
- 11 8. Provide an open avenue of communication between the independent auditors,
12 management, and the Board by requiring the auditors to bring critical issues
13 to the Committee’s attention and by meeting regularly with the auditors
14 regarding significant audit findings and the adequacy and effectiveness of the
15 internal audit function.
16
- 17 9. Review with appropriate NEMO AAA legal counsel any significant legal
18 matter that could have a material impact on NEMO AAA’s financial condition.
19
- 20 10. Develop, and periodically update, a Whistle-Blower Protection policy and
21 procedures regarding the receipt, investigation, retention, and disposition of
22 complaints or reports of suspected illegal or improper activity, financial or
23 otherwise, from employees or third parties. The Committee shall have
24 primary responsibility for ensuring compliance with this policy and for
25 ensuring that employees who complain or make reports are not subjected to
26 any retaliation.
27
- 28 11. Develop, and periodically update for approval by the Board, (a) a policy for
29 Document Retention and Document Destruction and procedures setting forth
30 standards for document integrity, retention, and destruction; and (b) a policy
31 concerning Related-Party Transactions Involving Directors and Officers.
32
- 33 12. In consultation with the Governance Committee, monitor and review Board of
34 Directors’ policies and procedures relating to compliance with laws and
35 regulations, its Code of Ethics, and its Conflicts of Interest policy.
36
- 37 13. Report regularly to the Board on the Committee’s activities and actions, as
38 appropriate. The Committee shall review with the Board any issues that
39 arise with respect to the quality or integrity of the financial statements; the
40 overall control environment, including management controls, compliance with
41 laws or regulation; and reports of any financial disparities. The Committee
42 will maintain minutes of meetings and report to the Board the results of
43 Committee meetings.
44
45

- 1 14. Annually review the Committee's own performance, and report the results of
2 such review to the Board.
3
- 4 15. Annually review and reassess the adequacy of this charter and recommend any
5 proposed changes to the Board for approval.
6
- 7 16. Perform such other duties required by law or otherwise as are necessary or
8 appropriate to further the Committee's purposes, or as the Board may from
9 time to time assign to it.
10

11 ARTICLE VI: MEETINGS
12

13
14 Section 1. All meetings of the Board of Directors shall be open to the public except for
15 time spent on agenda items which include personnel actions, legal actions or litigation, real estate
16 transactions (or other items as identified under Missouri's Sunshine Law) in which public
17 knowledge may adversely affect consideration thereof, the development of contractual costs, or
18 other appropriate matters permitted by law.
19

20 Section 2. There shall be five meetings annually.
21

22 Section 3. The annual meeting shall be held in June of each year for the election of
23 officers and the Governance Committee, from and by the new Board of Directors, and for such
24 other business as may properly come before the meeting. The election of officers shall be the
25 final item of business and they shall assume their offices immediately. At this time, an
26 orientation packet will be given to new Board members. The packet will contain an updated
27 copy of the NEMO AAA Bylaws and other such materials deemed necessary for a Board
28 member to become fully familiar with the duties and powers of the Board and completely
29 understand their roles and responsibilities.
30

31 Section 4. A quorum shall consist of six (6) members of the Board of Directors. The
32 presiding officer is entitled to vote any time the vote is taken by ballot and in all other cases
33 where their vote would change the result (i.e. in a case where a two-thirds (2/3) vote is necessary
34 and the presiding officer's vote with the minority would prevent adoption, and when the
35 presiding officer's vote would create a tie and cause a motion to fail). If the presiding officer
36 should vote to cause a tie, he/she may not vote a second time on that matter.
37

38 Section 5. In case of the absence of a board member, an alternate shall be appointed by
39 the presiding officer to act in his/her behalf.
40

41 Section 6. The Agency Board shall meet at such time as shall be determined by the
42 Board. Special meetings of the Agency Board may be called by the Chairman for the transacting
43 of business, and must be called by the Chairman at the request of the Agency Board or at the
44 written request of any five members of the Board. The time and
45

1 place of such special meetings shall be determined by the Chairman, but must be called within
2 ten (10) business days.

3
4 Section 7. Notice of all meetings of the Agency Board shall be given by the staff of the
5 Agency under the direction of the secretary of the Board of Directors of NEMO AAA.

6
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8 ARTICLE VII: OFFICIAL DOCUMENTS
9

10 Section 1. All documents made, accepted, or executed by NEMO AAA shall be signed
11 by the appropriate officers and/or by staff designated by the Board of Directors.

12
13 Section 2. The Chairman of the Board of Directors and/or the Executive Director is
14 authorized to sign official documents.

15
16 Section 3. All checks drawn against funds of the organization for routine expenses shall
17 be signed by two members of the organization. Check signers may be the Chairman of the Board
18 or the Executive Director or the Treasurer or designated alternates. These alternates must be
19 approved by the Board prior to signing.

20
21 Section 4. All persons authorized to sign checks or handle funds must be bonded in
22 adequate amounts. The bonding will be paid for by the Agency.

23
24
25 ARTICLE VIII: FISCAL YEAR
26

27 Section 1. The fiscal year of NEMO AAA shall commence on the first day of July and
28 shall end on the last day of the following June.

29
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31 ARTICLE IX: ADMINISTRATIVE STAFF
32

33 Section 1. An Administrative staff shall be established to administer the directives of the
34 Agency Board of Directors. The Administrative staff shall consist of a full time Executive
35 Director and such other staff as deemed necessary by the Board of Directors.

36
37 Section 2. The Executive Director shall be hired by the NEMO AAA Board of Directors
38 according to the attached hiring procedures (Attachment 2), and shall serve at their pleasure.
39 The Executive Director shall be responsible to the Board for administering all programs
40 specified by the Northeast Missouri Area Agency on Aging Area Plan.

1 Section 3. The Executive Director shall be authorized to engage and terminate all other
2 personnel of the NEMO AAA. He/she may delegate this authority to other appropriate staff,
3 who may further delegate this authority.
4

5
6 ARTICLE X: AMENDMENTS
7

8 Section 1. These Bylaws may be amended and shall become effective by the affirmative
9 vote of two-thirds (2/3) of the members of the Board present, voting at any regular or special
10 meeting of the organization, provided that notice shall have been given to each Board member at
11 least two weeks prior to the date set for the meeting at which the amendment is to be presented.
12

13 Section 2. These Bylaws shall be reviewed by the Board annually and updated if
14 necessary.
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16 ARTICLE XI: UNAUTHORIZED ACTIVITIES
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19 Section 1. No part of the net earnings of the Northeast Missouri Area Agency on Aging
20 shall inure to the benefit of or be distributable to its individual members, Board of Directors,
21 officers, or other private persons, except that the organization shall be authorized and
22 empowered to pay reasonable compensation for services rendered. No substantial part of the
23 activities of the organization shall be the dissemination of propaganda, or otherwise attempting
24 to influence legislation, and the organization shall not participate in nor interfere in any political
25 campaign on behalf of any candidate for public office. Notwithstanding any other provision of
26 these Bylaws, the organization shall not carry on any activities not permitted to be carried on by
27 a corporation exempt from federal income tax under Sections 501 (1) and 501 (c) (3) of the
28 Internal Revenue Code of 1954, as amended, or any corresponding provision of any future
29 United States Internal Revenue Law.
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31 ARTICLE XII: DISPOSITION OF ASSETS UPON DISSOLUTION
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34 Section 1. In the event of dissolution of NEMO AAA, the Board of Directors shall, after
35 paying or making provision for the payment of all the liabilities of the organization, dispose of
36 all the assets of the association exclusively for the purposes of the association in such a manner
37 and to such groups or organizations as exist to promote and meet the social, recreational,
38 educational, nutritional, home care, or transportation needs of senior citizens in the area of
39 Northeast Missouri.
40

41 Section 2. In the event of dissolution of NEMO AAA, such dissolution shall be
42 accomplished according to the provisions for the same contained in the General Not-For-Profit
43 Corporation Law of the State of Missouri.
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ARTICLE XIII: PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Newly Revised, shall govern the organization except as herein stated.

Considered and adopted by Board of Directors on November 24, 2014

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