

Reviewed by Counsel: 9/17/15; 7/27/18

Revised 9/22/17

Adopted	10/27/88
Revised	2/23/90
Revised	9/28/90
Revised	10/25/91
Revised	2/25/94
Revised	6/28/96
Revised	7/26/02
Revised	8/22/03
Revised	8/01/08
Revised	8/23/13
Revised	6/26/15
Revised	9/25/15

AMENDED & RESTATED BY-LAWS

OF

AREA FIVE AGENCY ON AGING & COMMUNITY SERVICES, INC.

ARTICLE I

CORPORATE NAME AND ORGANIZATION

- SECTION 1. The name of the corporation shall be Area Five Agency on Aging & Community Services, Inc. (hereinafter referred to as “**Area Five**” or the “**corporation**”).
- SECTION 2. The fiscal year of the corporation shall be the calendar year January 1 to December 31.
- SECTION 3. Area Five shall comply with and execute all legal requirements for a nonprofit corporation in the State of Indiana and the tax-exempt requirements of the Internal Revenue Code of 1986, as amended (the “**Code**”).
- SECTION 4. The geographic service area of Area Five shall consist of the following counties, Cass, Fulton, Howard, Miami, Tipton, and Wabash. The Board of Directors (the “**Board**”) at its option may expand this area at any time it deems appropriate.

ARTICLE II

PURPOSES

- SECTION 1. The purposes for which the corporation is formed are:
- A. To exclusively pursue charitable and educational purposes, which would include the making of distributions to organizations that qualify as exempt organizations under Code Section 501(c) (3).
 - B. To provide programs and services that will benefit directly or indirectly, low income, disadvantaged, or aged persons.
 - C. To pursue programs and assist in maintaining maximum independence and dignity for older persons and low income families.

- D. To remove individual and social barriers to economic and personal independence of all persons.
- E. To encourage community awareness of the needs and potentials of families in crisis and in need of assistance.
- F. To provide safe, decent and affordable housing for low and moderate income citizens and for elderly citizens.
- G. To remove blighted areas of the community through social service and housing programs.
- H. To receive and administer private and public funds consistent with the purposes set out herein and will enter into necessary agreements for the furtherance of such purposes of the corporation.
- I. To implement, develop, and encourage the historical restoration and preservation of community homes, buildings, and structures.
- J. To promote community economic development through planning, education, and implementation of programs and projects, including opportunities for low and moderate-income individuals.

ARTICLE III
MEMBERSHIP – BOARD OF DIRECTORS

SECTION 1. The Board of Directors shall be composed of at least one (1) and not more than four (4) Directors from each constituent county for a minimum of fifteen (15) Directors.

SECTION 2. Membership of the Board shall have the following composition:

- A. One third (1/3) of the Directors must be elected officials currently holding office, or representatives of such officials. An elected official shall make application to the Board Membership Committee for consideration. An elected official's representative shall be named in a letter signed by the elected official.
- B. Through a democratic selection process, the Board Membership Committee shall recommend the seating of one third (1/3) of the Directors as low to moderate-income representatives to the Board of Directors. The Membership committee will publish a legal notice in the newspaper announcing an opening for a low-income Board member opening. The notice will also provide a time and location for the election. The low-income person with the majority of votes will be seated as a low-income Board member. The representative need not be low-income himself/herself, but priority shall be given to low to moderate-income person.
- C. One third (1/3) of the Directors shall be representatives of private sectors. Any individual wishing to serve in this capacity shall make application to the Board Membership Committee for consideration.
- D. Each member of the board selected to represent a specific geographic area within a community must reside in the area represented

- SECTION 3. All members of the Board of Directors shall have the right to vote and to participate with regard to all matters which shall come before the Board. Vote by proxy will not be permitted by any member of the Board of Directors, at any meeting, whether it is a meeting of the Board, or a Committee.
- SECTION 4. The expectation is for volunteers to attend meetings in person, however, in the event of unforeseen or unusual circumstances the use of electronic attendance may be utilized. The Board of Directors, Executive Committee, standing committees, and special committees are authorized to meet by telephone conference or through other electronic communications media so long as all the members may simultaneously hear each other and participate during the meeting, all such Directors shall be deemed to be present in person at such meetings.
- SECTION 5. Members who are elected or appointed to represent a Constituent county must reside within that county. If a Board member moves to another county in Area Five's service area they may continue Board membership representing their new county. This may occur without regard to Article III section 1. If this move exceeds the maximum limit, the limit will be reduced through attrition.
- SECTION 6. Members of the Board shall serve on a voluntary basis and shall not be compensated for attendance at meetings of the Board or committees of the corporation, except reimbursement for travel expenses (i.e. mileage). No paid employee of the corporation shall be eligible to serve as an elected member on the Board of the corporation.
- SECTION 7. Members shall be removed from the Board of Directors after they have been absent four (4) consecutive unexcused meetings in any 12 month period. This is an automatic removal, and a vote by the Board of Directors pursuant to Article IV, Section 7 is not required. Any Board member removed by this policy will be notified in writing of the action.
- SECTION 8. No person shall be eligible to be a Board member who is an officer, board member or employee, or who is a family member, as defined at Indiana State Policy 11.9.1-SI-8, of an officer, board member or employee, of any organization, entity or association which performs a component or any service of the corporation's programs. No person who is an employee or relative of an employee or board member of the corporation or of any funding source, exclusive of voluntary individual charitable contributions, shall be eligible to serve on the Board.
- SECTION 9. A quorum for the transaction of business by the Board of Directors shall consist of not less than one-half (1/2) of the Board of Directors plus one (1). The act of the majority of the members present and constituting a quorum shall be an act of the Board. Committees of the Board shall conform to the same rule. All directors participating by electronic means will be deemed to be present in person and count towards a quorum.
- SECTION 10. A low-income individual, community organization, religious organization, or representatives of low-income individuals that considers its organization or low-income individuals to be inadequately represented on the Board may petition the Board for representation to the President of the Board. Should it decide to provide representation to the petitioning organization or individual, the Board shall take any actions necessary to provide that representation while ensuring that the Board's composition meets the requirements of the Federal Community Services Block Grant and any other applicable laws or regulations.

ARTICLE IV
OFFICERS OF THE BOARD

- SECTION 1. The officers of the Board shall be President, Vice-President, Secretary, and Treasurer who shall be elected by the Board from its membership. The officers shall be elected from a slate presented by the Membership Committee of the Board at the December Board meeting, together with any nominations from the Board at such time, with officers elected via a majority vote of the Board. Officers shall serve for a term of one (1) year or until their successors are elected, not to exceed three (3) consecutive years.
- SECTION 2. It shall be the duty of the President to preside at all meetings of the membership, the Board of Directors, and the Executive Committee. He/she shall designate, members of all standing and special committees. He/she shall serve ex-officio as a member of all Board committees except for the membership and nominating committees, and shall be notified of all meetings, and participate at said meetings, as an ex-officio member of the committees and shall possess all rights and privileges of a member of the committee except the ex-officio member shall not have the right to vote. He/she shall, on behalf of the corporation, execute such notes, deeds, contracts, or other documents as the Board may direct.
- SECTION 3. The Vice-President shall have all of the authority and perform all of the duties of the President in the absence or inability of the President to act. The Vice-President shall serve as the chair for the Personnel Committee.
- SECTION 4. The Secretary shall have charge of recording minutes of all meetings of the Board, and the Executive Committee. All official records and minutes shall be kept and maintained in the principal office of the corporation. The minutes shall be written and shall include a record of all votes on all motions made. Minutes of the previous meeting shall be distributed to all Directors before the next meeting and shall be made available to the public upon request. The Secretary shall serve as the chair for the Membership Committee.
- SECTION 5. The Treasurer shall monitor the corporation's revenue and expenditures and he/she shall countersign all payment vouchers or checks, together with the signature of the Executive Director or his/her designee. Two signatures of the individuals authorized to sign payment vouchers or checks shall be required on all payment vouchers and checks. The treasurer shall chair the finance committee. In the absence of the Treasurer, the President shall sign said payment instruments. All persons authorized to sign or countersign payment instruments shall be bonded at the expense of the corporation.
- SECTION 6. Whenever any vacancy shall occur in an office the same shall be filled through election by the Board and the officer so elected shall serve until the end of the unexpired term.
- SECTION 7. Any director may resign at any time by giving written notice to the President. Such resignation shall take effect when the notice is delivered unless the notice specifies a later effective date, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any officer or Board Member can be removed from office by the Board of Directors. To put the question of a removal of an officer or a member of the Board of Directors on the agenda, and to put this matter before the Board of Directors for a vote, a petition, stating the basis for removal, and signed by at least one-third (1/3) of the members of the Board of Directors must be delivered to the

President of the Board of Directors, the Secretary of the Board of Directors and the member of the Board of Directors whose removal is sought, at least two (2) weeks prior to the next Board meeting. A petition prepared and served in this manner must be put on the agenda for the next meeting, and must be put before the Board of Directors for a vote at that meeting. Removal of a Board officer shall require an affirmative vote of at least seventy-five percent of the membership of the Board, in attendance at that meeting, providing a quorum is present.

ARTICLE V BOARD COMMITTEES

- SECTION 1. The following provisions shall apply uniformly to the Board committees:
- A. Committees created by the Board may be members of the Board or may include other interested residents of the community.
 - B. The composition of every committee shall to the extent possible, reflect the structure of the Board as specified in Article III.
 - C. Committees and committee membership shall be established each year during the first meeting of the Board; however, the President, with the approval of the Board, may establish such committees as may be necessary between Board meetings pursuant to the effective and efficient operation of the Board and the Agency.
 - D. The final authority for all matters considered by committees shall be the Board of Directors. Said committees shall report periodically to the Board concerning their activities, conclusions, and recommendations.
 - E. A meeting of a committee may be convened by the Chairperson of the committee, the Executive Director, or the President of the Board.
- SECTION 2. There shall be an Executive Committee consisting of the Board of Officers. It shall have authority to transact the Board's business between meetings of the full Board on matters that require immediate action. Three-fourths (3/4) of the Executive Committee must be in agreement for executive action to be authorized. All actions of the Executive Committee will be reported to the Board of Directors at the Board's next meeting after such action. The committee will annually review the job performance of the Executive Director.
- SECTION 3. There shall be a Finance Committee consisting of the Treasurer and two Board members. This Committee will review audits and monitor the corporation's financial transactions.
- SECTION 4. There shall be a Membership Committee that will establish and maintain, with approval of the Board, a written procedure by which applications to the Board of Directors are to be reviewed. The Committee shall report on each application and recommend each seating on the Board of Directors, to be voted on by the Board of Directors. A majority vote by the quorum of the Board of Directors is required for the seating of all directors except for low-income representatives who are selected in accordance with Article III, Section 2 (B).

- SECTION 5. There shall be a By-Laws Committee that shall review the By-Laws of the corporation every three years to insure compliance with applicable statutes, rules, and regulations. The committee shall report its findings and recommendations to the Board.
- SECTION 6. The Personnel Committee will perform periodic review of the personnel policies and make recommendations to the Board. The committee will also hear and consider employee grievances and affirmative action issues.

ARTICLE VI COUNCILS

AGING ADVISORY COUNCIL

- SECTION 1. The Area Five Advisory Council shall serve as a standing committee of the Board of Directors in order to:
- A. Develop and administer the annual area plan for comprehensive services to the elderly.
 - B. Represent the interests of older persons.
 - C. Review and comment on all community policies, programs and actions, which affect older persons.
- SECTION 2. The Area Five Advisory Council shall be comprised of no more than eighteen (18) members, with each of the six (6) counties served by Area Five having at least two (2) members on the council, with (6) members being selected as at-large members. In addition, no less than fifty percent (50%) of the Council members shall be older persons, including minority individuals who participate or are eligible to participate in Older American's Act programs. Furthermore, all Advisory Council members shall be selected from:
- A. Representatives of health care provider organizations;
 - B. Representatives of supportive service provider organizations;
 - C. Persons with leadership experience in the private and voluntary sectors;
 - D. Local elected officials; and/ or
 - E. The general public.

Any individuals interested in sitting as a member of the Area Five Advisory Council shall complete an application on a form approved by the Board of Directors of Area Five and submit the application to the Area Five Board of Directors Membership Committee for consideration. The Membership Committee will review each application and make its recommendation to the Board of Directors on the seating of each applicant. The Board of Directors will then vote on the seating of each applicant. A simple majority vote in favor of seating an applicant by the Area Five Board of Directors is required for seating on the Area Five Advisory Council.

- SECTION 3. The Area Five Advisory Council shall appoint one (1) representative to the Area Five Board. The member has all rights and privileges of a member of that Board. Furthermore, the member is to communicate all actions of the Advisory Council to the

Board of Directors of the Area Five Agency and to report all actions of said Board to the Advisory Council.

SECTION 4. The officers of the Council shall be President, Vice-President, and Secretary, who shall be elected by the Council from its membership. The officers shall serve for a term of one (1) year or until their successors are elected, not to exceed three (3) consecutive years. There can be no more than two (2) officers of the Council from the same county.

HEAD START POLICY COUNCIL

SECTION 5. The purpose of the Head Start Policy Council is to formulate and approve matters of policy in the Head Start Program within the guidelines of the Head Start Policy Manual, 70.2.

SECTION 6. The voting membership of the Head Start Policy Council shall consist of 50% parents of currently enrolled Head Start children. The remainder shall be comprised of community representatives who are actively concerned with the welfare of the Head Start Program. Area Five's Executive Director, the Head Start Director and the coordinators of the Head Start Program shall be non-voting members.

SECTION 7. There shall be one (1) parent elected from each class to serve on the Policy Council. The parent members must be elected from the class in which their child is enrolled. The names of the community representatives shall be elected by Parent Members of the Policy Council.

SECTION 8. Members will serve a one (1) year term with a maximum of three (3) terms if re-elected by parent groups.

SECTION 9. Officers shall consist of Chairperson, Vice-Chairperson, and Secretary.

SECTION 10. In accordance with part 1304.50 of the Head Start Performance Standards, the Head Start Policy Council shall appoint one (1) representative to the Area Five Board. The member has all rights and privileges of a member of that the Area Five Board. Furthermore, the member is to communicate all actions of the Head Start Policy Council to the Board of Directors of Area Five and to report all actions of said Board to the Head Start Policy Council.

SECTION 11. In accordance with part 1304.50 of the Head Start Performance Standards, the Area Five Board of Directors shall appoint one (1) ex-officio representative to the Area Five Head Start Policy Council. The ex-officio member has all rights and privileges of a member of the Head Start Policy Council except the ex-officio member is not entitled to vote. Furthermore, the ex-officio member is to communicate all actions of the Area Five Board to the Head Start Policy Council and to report all actions of said council to the Area Five Board.

ARTICLE VII BOARD OF DIRECTORS MEETINGS

- SECTION 1. The Board of Directors shall meet at least bi-monthly at such place and time as shall be designated by majority vote of the Board. The President of the Board of Directors and his/her designee shall be empowered to call special meetings of the Board upon five (5) days written notice to each director.
- SECTION 2. A notice and agenda shall be sent in writing to all Board members for any meeting at least five (5) days in advance.
- SECTION 3. Written minutes shall be kept at each meeting and shall include a record of votes on all motions. Minutes of the previous meeting shall be distributed to all members before the next meeting, and shall be made available to the public upon request.
- SECTION 4. All meetings of the Board and Committees shall be in accordance with Robert's Rules of Order, latest edition, when not inconsistent with these by-laws.

ARTICLE VIII ADMINISTRATION

- SECTION 1. The Board shall employ an Executive Director who shall be the chief administrative official. The Executive Director shall be selected on the basis of his/her professional qualifications and shall serve at the direction of the Board.
- SECTION 2. The duties of the Executive Director shall include, but not be limited to:
- A. Execution of all policies and programs established by the Board.
 - B. Recruiting, directing, and maintaining the administrative staff pursuant to personnel policies established by the Board.
 - C. Keeping the Board informed of all problems and accomplishments of the administrative staff.
 - D. Maintaining custody of all funds and property of the corporation. Maintaining financial and inventory records.
 - E. Furnish staff support, as directed, to the Board. He/she shall prepare the agenda, in cooperation with the President, and issue notices of all Board meetings.
- SECTION 3. The Executive Director shall be responsible for the day-to-day operations of the corporation. The Executive Director will have the power and authority to receive, negotiate, and enter into agreements with contractors on behalf of the corporation as directed by the Board of Directors.
- SECTION 4. Except for the purpose of inquiry authorized by the Board, individual members of the Board shall not issue an order of instruction to staff. All orders of instruction to staff shall be made through the Executive Director of Area Five. Violation of this section shall be reported to the Board for determination and violator shall be subject to removal from the Board.

ARTICLE IX INDEMNIFICATION OF DIRECTORS, OFFICERS, AND EMPLOYEES

SECTION 1. Area Five shall indemnify each member of the Board, each officer and each employee or agent of Area Five (an “**Indemnified Party**”) against all liability and expenses (including legal fees and disbursements), judgments, fines, penalties and amounts paid in settlement or upon execution of judgment, that may be incurred by or on behalf of an Indemnified Party, to the fullest extent now or hereafter permitted by law, in connection with any threatened, pending or completed action, suit, proceeding, including the appeal thereof, whether civil, criminal, administrative or investigative, brought or threatened to be brought against him or her by reason of his or her performance as a director, officer, employee or agent of Area Five, or in any other capacity on behalf of the Area Five and shall continue as to an individual who has ceased to be a director, officer, employee or agent of Area Five. Such indemnification shall inure to the benefit of the heirs, executors, administrators and legal representatives of Indemnified Parties. The rights of indemnification provided for herein shall not be deemed the exclusive rights to which an Indemnified Party may be entitled.

SECTION 2 All direct expenses incurred by one or more individuals entitled to be indemnified by Area Five in defending any such action, suit or proceeding may be paid by the Area Five on behalf of each such individual as such expenses are incurred, in advance of the final disposition of such action, suit or proceeding if: (a) the individual entitled to indemnification furnishes Area Five a written affirmation of such individual's good faith belief that such individual has met the standard of conduct required by law; (b) the individual entitled to indemnification furnishes Area Five a written undertaking, executed personally or on the individual's behalf, to repay the advance if it is ultimately determined that the individual did not meet the required standard of conduct; and (c) a determination is made that the facts then known to those making the determination would not preclude indemnification under applicable law.

ARTICLE X BY-LAWS COMPLIANCY

SECTION 1. To the extent any article or provision of these By-Laws are in violation or conflict with state or federal law, or in conflict with state and/or federal administrative agency's policies, those particular articles and provisions of these By-Laws shall be considered null and void, leaving the remaining provisions, which are not in violation of state or federal law, or the policies of state and/or federal administrative agency, otherwise unaffected.

ARTICLE XI CONFLICT OF INTEREST AND LOBBYING

SECTION 1. No part of the net earnings of Area Five shall insure the benefit of, or be distributable to its members, trustees, officers or any other private persons except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these By-Laws. No substantial part of the activities of Area Five shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and Area Five shall not participate in, or intervene in (including publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, Area Five shall not carry on any other activity not permitted to be carried (a) by an organization exempt from federal income tax under

Code section 501(c)(3), or (b) by an organization, contributions to which are deductible under Code section 170(c)2 .

**ARTICLE XII
DISSOLUTION**

SECTION 1. In the event of voluntary dissolution of Area Five, a plan of dissolution (hereinafter referred to as the Plan) shall be prepared and approved by the Board and shall include the following information:

- A. An accounting of and method of distribution of all Area Five assets.
- B. A schedule and method of returning all funds received from all governmental or other funding sources to said sources.
- C. A payment schedule for all Area Five creditors.

SECTION 2. In the event Area Five is dissolved or otherwise ceases operations, then the assets of Area Five shall be distributed to one or more organizations that are exempt from taxation under the Code in accordance with one or more exempt purposes within the meaning of the Code. If no such organizations exist at such time, the assets of Area Five shall be distributed for public benefit purposes to the local governing jurisdiction of Area Five. In the event such distribution is prohibited by the Code, such assets shall then be distributed to the state government having jurisdiction over Area Five for public benefit purposes. Finally, in the event such distribution is prohibited by the Code, such assets shall then be distributed to the federal government for public benefit purposes. Any such assets not disposed of shall be disposed of by such court having jurisdiction over Area Five's affairs, located in the county in which the principal office of Area Five is located.

SECTION 3. Following approval of the Plan by the Board, the Board shall cause the filing of a certificate of dissolution with the Office of the Secretary of State of the State of Indiana. All procedures for dissolution shall be in accordance with all applicable provisions of federal and state law.

**ARTICLE XIII
AMENDMENTS**

SECTION 1. These By-Laws may be altered, amended, or repealed at any meeting of the Board of Directors provided that notice in writing of the proposed changes shall have been given to each member at least fourteen (14) days before such meeting. Changes in these By-Laws shall require an affirmative vote of two-thirds (2/3) of the Directors of the corporation present at such meeting.

The forgoing bylaws were submitted to the Board of Directors of Area Five Agency on Aging & Community Services, Inc. for final review on June 26, 2015, and discussed by the Board on June 26,

2015. No additional comments have been made to the bylaws since the date of the last revision submitted to the Board. Accordingly, these amended and restated bylaws are adopted as of the 26th day of June, 2015.

(Signature of Board Chair)

(Signature of Board Secretary)