

BYLAWS
OF
EAST CENTRAL ILLINOIS AREA AGENCY ON AGING

Article I - Name

The name of this corporation shall be the East Central Illinois Area Agency on Aging, Inc., hereafter known as ECIAAAA.

Article II - Registered Office and Agent

ECIAAAA shall have, and continuously maintain, a registered office in Illinois Planning and Service Area 05 (hereafter known as PSA 05) and a registered agent, whose business office is identical with such registered office.

Article III - Purpose

Section 1. The East Central Illinois Area Agency on Aging, Inc. is organized and operates exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the United States Internal Revenue Code.

Section 2. The purpose of ECIAAAA shall be charitable and in the furtherance thereof shall develop a coordinated system of services for older persons and their caregivers, which will allow them to maintain their independence, ensure their dignity, delay their need for institutionalization, and uphold their rights.

Article IV - Board of Directors

Section 1: Responsibilities. The Board of Directors is the governing body of ECIAAAA and has the responsibilities of developing overall policy and directing the property, business and affairs of the Agency. Without limiting the generality of the foregoing, the Board may exercise all such powers of the Agency consistent with the laws of the State of Illinois under which the Agency is formed, by the Articles of Incorporation and by these Bylaws, as in effect from time to time.

Section 2: Selection. Directors shall be selected from groups of older persons, elected officials or their representatives, minority groups, low-income groups and concerned individuals. At least 51 percent of directors shall be 60 years of age or older. Ex-officio, non-voting directors shall include the immediate past Chairperson for a period of two years, Chairperson of the Advisory Council, and an active member of the Illinois Council on Aging from the area. Any employee or member of the governing board of an agency funded by the Area Agency on Aging shall not be eligible to serve as a director.

Section 3: Number. The Corporation shall have no less than 16 and no more than 20 voting directors, with one director from each county; except that those counties having more than

10,000 persons 60 years of age and above shall have a total of two (2) directors. It is intended that the Board of Directors will reflect the diversity of PSA 05.

Section 4: Term of Office. Directors shall serve three-year staggered terms. No member shall be permitted to serve more than three consecutive terms, but in case he/she has served as an appointee for an unfinished term, he/she may serve an additional three terms, but not to exceed ten (10) years.

Section 5: Vacancies. Upon recommendation of the Nominating Committee, vacancies in Board membership shall be approved by a majority of the Board. The newly elected director shall complete the term of the director he/she is replacing.

Section 6: Voting. Each director shall have one vote. The chairperson shall be considered a voting member of the board. Voting by proxy shall be permitted by a qualified person as described in Article IV, Section 8. In unusual circumstances when a meeting of the Board is not possible or practical, directors may vote by mailed response or electronically. If the vote takes place electronically, that action shall be confirmed at the next meeting of the Board of Directors at which a quorum is present.

Section 7: Non-Attendance. Three (3) successive absences from a regular Board meeting shall be reason for replacement of a director as outlined in Section 4 (excluding cases where proxies were issued).

Section 8: Proxy. A director who is unable to attend any Board meeting may appoint another representative from his/her county. The alternate must present a written proxy from the director to the Board. A proxy shall be only that person who could be eligible for Board membership.

Section 9: Geographic Area. ECIAAA is designated by the Illinois Department on Aging to be the Area Agency on Aging for PSA 05. As specified in the Illinois Act on Aging, PSA 05 contains sixteen (16) counties, including: Champaign, Clark, Coles, Cumberland, DeWitt, Douglas, Edgar, Ford, Iroquois, Livingston, McLean, Macon, Moultrie, Piatt, Shelby and Vermilion.

If the geographic area of the Area Agency on Aging is changed due to State policy, the Corporation shall provide for transfer of new directors from any additional counties or transfer existing directors to other Area Agencies on Aging as outlined in Article IV Section 1.

Article V - Officers

Section 1: Officers. The officers of the ECIAAA Board of Directors shall be the Chairperson, First Vice Chairperson, Second Vice Chairperson, Secretary and Treasurer.

Section 2: Nomination. Officers shall be nominated by the Nominating Committee at the board meeting preceding the annual meeting and elected by the membership at the annual meeting.

Section 3: Term of Office. Officers shall serve staggered terms; the Chairperson, First Vice Chairperson, and the Secretary shall be elected in odd numbered years. The Second Vice Chairperson and Treasurer shall be elected in even numbered years.

Section 4: Replacement of Officers. Officers shall be replaced through nomination and election by the Board, except as provided in Article VI. However, in case of a vacancy of any office, the Chairperson shall be empowered to appoint, pro-tem, a director to complete that term of office.

Article VI - Duties of Officers

Section 1: Chairperson. The Chairperson shall be the principal executive officer of ECIAAA and shall in general supervise and control all the business and affairs of ECIAAA under policies adopted by the Board. He/She shall preside at all meetings of the Board. The Chairperson shall appoint directors to committees and the chairpersons of committees and shall serve as an ex-officio member of all committees. He/She may sign for ECIAAA any papers as authorized by the Board. He/She shall perform all duties incident to the office of Chairperson and such other duties as may be prescribed by the Board from time to time.

Section 2: First Vice Chairperson. In the absence of the Chairperson, or in the event of his/her inability to serve, the First Vice Chairperson shall perform the duties of the Chairperson. The First Vice Chairperson shall perform such other duties as from time to time may be assigned to him/her by the Chairperson or the Board. In the event that the Chairperson cannot fulfill his/her elected term, the First Vice Chairperson shall serve out the Chairperson's term.

Section 3: Second Vice Chairperson. The Second Vice Chairperson shall in the absence or inability of the First Vice Chairperson, perform the duties of the First Vice Chairperson. The Second Vice Chairperson shall perform such other duties as from time to time may be assigned to him/her by the Chairperson or the Board.

Section 4: Treasurer. The Treasurer shall be in charge of and responsible for all funds of ECIAAA, perform all the duties incident to the office of Treasurer and such duties from time to time as may be assigned to him/her by the Chairperson or the Board. The Treasurer shall be bonded by ECIAAA.

Section 5: Secretary. The Secretary shall be responsible for keeping the minutes of the meetings of the members, ensure that notices are duly given, be custodian of ECIAAA records and the seal of ECIAAA, keep a register of membership, and perform all duties incident to the office of the Secretary and such other duties from time to time as may be assigned to him/her by the Chairperson of the Board.

Article VII - Executive Director

The Executive Director shall be the Chief Administrative Officer of the Agency, shall be hired by the Board, and shall be held responsible for activities of the Agency and shall be subject to all policies adopted by the Board. The Executive Director, with authority from the Chairperson, the Board, or Executive Committee, shall sign for the ECIAAA any agreements, applications,

contracts and grant awards obligating the Agency's action or funds. In addition to the authority conferred on the Chairperson in these bylaws, the Board may authorize any other officer or officers, agent or agents including but not limited to the Executive Director, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Agency, and such authority may be general or confined to specific instances. The Executive Director shall employ and direct all personnel necessary for the conduct and work of ECIAAA and shall perform such other duties as may be assigned by the Board. The Executive Director or his/her designee shall attend all meetings of the Board.

Article VIII - Committees

Section 1: Standing and Ad Hoc Committees. The Chairperson shall designate the following standing committees: Advocacy, Executive, Finance, Nominating, Personnel, and Programs and Services, each of which shall consist of at least one officer and other members appointed from the Board. The Chairperson may appoint ad hoc committees from time to time.

Section 2: Executive Committee. The Executive Committee shall provide ongoing direction to the Agency staff on matters of delegated management and policy. It shall be authorized to respond to emergency needs of the Agency. The Executive Committee shall act on matters delegated by the Board. It shall hear appeals as needed.

Section 3: Advocacy Committee. The Advocacy Committee shall make recommendations to the Board on proposed legislation, regulations, and other public policies affecting older persons and their caregivers.

Section 4: Finance Committee. The Finance Committee shall be chaired by the Treasurer, and shall recommend to the Board, an annual budget and make recommendations on financial policies and ensure the presentation of the audit and form 990.

Section 5: Nominating Committee. The Nominating Committee shall select nominees for directors. It shall nominate officers, recommend nominees to the Board for membership on the Advisory Council and provide orientation to new members of the Board. It shall maintain a file of potential nominees for membership on the Board.

Section 6: Personnel Committee. The Personnel Committee shall be responsible for the development and review of personnel policy. It shall hear appeals on personnel matters as needed.

Section 7: Programs and Services Committee. The Programs and Services Committee shall receive staff review and evaluation of projects funded by ECIAAA. It shall review project performance, report the status of programs to the Board and review proposed applications for funding. The Programs and Services Committee shall make recommendations to the Board on matters of funding and policies affecting programs and services.

Article IX - Advisory Council

The Board shall establish an advisory council as required by the Older Americans Act as amended. The Board shall solicit and receive advice and recommendations from the Area Agency's Advisory Council. The duly elected chairperson of the Area Agency's Advisory Council shall serve as a non-voting member of the Board.

Article X - Meetings

Section 1: Annual Meeting. The annual meeting of ECIAAA shall be the last meeting of the fiscal year. Notice of such meeting shall be given at least ten (10) days in advance. Officers shall be elected for the coming fiscal year and shall take office at the close of the annual meeting.

Section 2: Regular Meetings. The Board shall meet six times a year in accordance with an annual schedule approved by the Board or as called by the officers. The Board may conduct meetings by conference telephone or interactive technology, including, but not limited to electronic transmission, Internet usage, or remote communication by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance.

Section 3: Executive Sessions. Executive sessions of the board shall only include voting members.

Section 4: Special Meetings. Special meetings may be called by the Chairperson or by three or more members of the Board. Notice shall be given of the agenda items to the directors.

Section 5: Meetings of Officers. The officers shall meet monthly or as called by the Chairperson. Meetings shall be conducted by the most expeditious means possible.

Section 6: Quorum. A quorum shall be at least one more than half of the directors.

Article XI - Parliamentary Authority

Where action is not specifically governed by the Bylaws, Roberts' Rules of Order shall govern.

Article XII - Conflict of Interest

ECIAAA shall make every reasonable effort to prevent that any employee, officer, or any member of his/her family, significant other, business partner, or an organization which employs or is about to employ any of said parties will benefit financially in the procurement of grant and/or contract and the awarding of grant and/or contract funds. Additionally, ECIAAA will make every reasonable effort to prevent financial benefit relative to ECIAAA procurement of equipment, audits, and other items for said parties.

Article XIII - Indemnification

Neither the officers nor directors of ECIAAA shall be personally liable for the debts, liabilities or obligations of ECIAAA. To the extent permitted by law, ECIAAA shall indemnify any director, officers, employee or agent, or former directors, officers, employee or agent, in the event any of such persons shall be made, or be threatened to be made, a party to any action, suit, or proceeding whether criminal, civil, administrative, or investigative.

Article XIV - Loans, Deposits, Private Inurnment, and Reimbursement

Section 1: Loans. No loans shall be made by ECIAAA to its directors or officers. No loans shall be contracted on behalf of ECIAAA and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

Section 2: Deposits. All funds of ECIAAA not otherwise employed shall be deposited from time to time to the credit of ECIAAA in such banks, trust companies, or other depositories as the Board may select.

Section 3: Private Inurement. No part of the net earnings of ECIAAA shall inure to the benefit of, or be distributed to, its directors, officers, staff, or other private persons, except that ECIAAA shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of its purpose.

Section 4: Reimbursement. ECIAAA may reimburse its directors, officers, Advisory Council members and employees for expenses incurred in attending to their authorized duties; provided, however, that such expenses shall be evidenced by receipt or other proper document.

Article XV - Dissolution

ECIAAA may be dissolved by two-thirds vote of the Board present at any meeting of the Board. Notice and a text of any proposed dissolution shall be mailed to each director at his/her address as shown by the records of ECIAAA not less than twenty days prior to the meeting at which the proposed dissolution is to be considered.

Upon dissolution, ECIAAA, after paying or making provision for the payment of all of the liabilities of the organization, shall dispose of all of the assets of the organization exclusively for the purposes of the organization in such manner, or to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify an a exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code (or the corresponding provision of any future Unites States Internal Revenue law).

Article XVI - Amendments

These Bylaws may be amended by a two-thirds vote of the Board and two-thirds of the counties represented at a regular or special meeting. The amendments must be submitted in writing at the regular business meeting prior to the meeting when the vote is called.

Reviewed & Revised: September 21, 2016 (anticipated)