

Illinois Association of Area Agencies on Aging Bylaws

1. Name

The name of this corporation is the Illinois Association of Area Agencies on Aging Incorporated (I4A).

2. Purpose

I4A is organized and operated exclusively for charitable and educational purposes as defined in Section 501(c)(4) of the United States Internal Revenue Code and 805 ILCS 105/103.05. This charitable and educational purpose includes:

- A. Serving as a collective advocate for and with older persons;
- B. Stimulating educational programs that will benefit older persons and the Area Agencies on Aging (AAA);
- C. Fostering a better understanding of the responsibilities and functions of AAAs;
- D. Facilitating better communications among AAAs;
- E. Being a resource for exchanging information with organizations and agencies on the local, and national level;
- F. Offering the Illinois Department on Aging input to the State Plan and on issues and programs concerning older persons in Illinois; and
- G. Any other lawful purpose.

No part of the net earnings of I4A shall inure to the benefit of any person serving on the I4A Board of Directors (Board), any officer of I4A, or any private individual (except that reasonable compensation may be paid for services rendered to or for the I4A affecting one or more of its purposes.)

3. Membership

I4A does not have members.

4. Board of Directors

A. Board composition

The business, properties and affairs of I4A shall be controlled and managed by a Board of Directors (Directors) which will be composed of one (1) representative from each of the AAAs in good standing. An AAA shall be in good standing if they are current with due payments. Each AAA will designate their Board representative when paying dues. An may send a substitute representative to a scheduled Board meeting by giving prior written notice to the I4A President. AAAs are responsible for notifying I4A of any changes of representation during the year.

B. Officers of the Board

The officers of the Board shall be a President, Vice-President, Secretary, and Treasurer. The officers shall be elected by the Board at the annual meeting. The officers shall serve for one year, or until their successors are elected/appointed. Any vacancy occurring in any office between annual meetings shall be filled by the Board as soon as practical. Any officer of I4A may be removed at any time by a majority vote of the entire Board.

C. Nominating Committee

The Board shall annually elect a Nominating Committee of three (3) persons from the Board. The Nominating Committee shall prepare a slate of officers to be presented to the Board for approval by majority vote at the annual meeting.

5. Board Meetings

A. Number of meeting

Meetings of the Board shall be called at the discretion of the President, but not less than every three months. There shall be an annual Board meeting each August.

B. Quorum for Board meetings

A quorum for a Board meeting is seven (7) Board Directors. If a quorum is present, the affirmative vote of a majority of the votes represented at the meeting shall be the act of the Board. At any adjourned meeting at which a quorum shall be present, any business may be transacted that might have been transacted at the original meeting. Withdrawal of Directors from any meeting shall not cause failure of a duly constituted quorum at that meeting.

C. Special meetings

Meetings of the Board may be called by the President or by five (5) Board Directors in good standing. Meetings shall be called with no less than ten (10) days' notice. Notice shall be in writing and shall be given by mail (electronically or postage) or in person.

6. Committees

A. Executive Committee

The Executive Committee shall be composed of the officers of the Board of Directors. Each person of the Executive Committee shall have the duties as may be imposed upon them by the Board in addition to the following:

1. President: The President shall be the chief executive officer of I4A. The President shall preside at all meetings of the Board. The President shall have general charge of the business of the I4A, subject to the control of the Board.
2. Vice-President: The Vice-President shall, in the absence of the President or in the event of the President's inability or refusal to act, exercise the powers and perform the duties of the President; otherwise, the Vice-President shall have such powers and perform such duties as may be assigned by the President or the Board.
3. Secretary: The Secretary shall:
 - Keep minutes of the meetings of the Board and the Executive Committee in a book or books kept for that purpose;
 - Provide minutes of all its meetings to each Director of the Board within twenty (20) days of the meeting.
 - Be custodian of the corporate records;
 - Give all notices required; and
 - In general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President, or the Board.

4. Treasurer: The Treasurer shall:

- Keep a full and accurate account of receipts and disbursements of I4A and deposit all money, checks and other obligations to the credit of I4A in such depository or depositories as may be designated by the Board;
- Disburse the funds of I4A as ordered by the Board;
- Make a complete annual statement before each annual meeting of the Board;
- Keep an accurate account of all real and personal property owned by I4A; and
- In general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President, or the Board.

B. Standing Committees

The Standing Committees of I4A shall consist of the following:

1. Education and Training Committee

The Education and Training Committee is responsible for stimulating educational programs that will benefit older persons and the AAAs, foster a better understanding of the responsibilities and functions of AAAs, and to be a resource to and exchange information with organizations and agencies on the local, State, and national levels.

2. Program Committee

The Program Committee is responsible for determining and recommending to the Board program objectives to be pursued by I4A, keeping the Board apprised of program issues and initiatives, and present recommendations pertaining to program issues and initiatives.

3. Legislative Committee

The Legislative Committee is responsible for reviewing pertinent State and Federal legislation and making recommendations regarding positions to be taken by the Board. The Legislative Committee shall develop and propose for Board approval an annual public policy platform which will reflect the interests and priorities of I4A. Once the platform is approved by the Board, the Legislative Committee is authorized where necessary because of timing concerns to take positions on behalf of I4A which are consistent with the platform. The Legislative Committee will report any positions taken on behalf of I4A at the next Board meeting for ratification.

C. Ad Hoc Committees

The President may establish Ad Hoc Committees at his/her discretion.

D. Committee Membership

Membership on each committee shall consist of one representative from at least three (3) different AAAs with consideration given to geographic representation across the State. A minimum of one member of each committee shall be a Director of the Board. The Chair of the committee will be elected by the committee with priority consideration being given to any Board Director serving on the committee. Each committee will act under the purposes designated in these bylaws, and will use these bylaws as the model for the committees' operation.

E. Committee Appointments

The President of I4A shall first request volunteers for committee appointments. In the absence of obtaining a sufficient number of volunteer AAAs to fill committee positions, the President shall appoint AAAs to fill such positions.

An AAA appointed to a committee has discretion on who will serve (i.e. staff, member of its Board, community member, etc.).

F. Committee Terms

The term of service on standing committees shall be for one (1) year commencing upon appointment by the President following the annual meeting and shall expire at the succeeding annual meeting.

G. Quorum for Committees and Proxy

The quorum for all committees is a majority of the committee. Committee members may vote by proxy, provided the proxy is in writing over the absent committee member's signature and in the possession of the committee chair prior to the voting process.

H. Authority which cannot be exercised to committee

Each committee may exercise the authority delegated by the Board except for any of the following:

1. Adopting a plan for the distribution of the assets of I4A, or for dissolution;
2. Filling vacancies on the Board or on any of its committees;
3. Electing, appointing or removing any officer or director or member of any committee, or fix the compensation of any member of a committee;
4. Adopting, amending, or repealing the bylaws or the articles of I4A;
5. Adopting a plan of merger or adopting a plan of consolidation with another corporation, or authorize the sale, lease, exchange or mortgage of all or substantially all of the property or assets of I4A; or
6. Amending, altering, repealing or taking action inconsistent with any resolution or action of the Board when the resolution or action of the Board provides by its terms that it shall not be amended, altered or repealed by committee.

7. Finances

A. Fiscal Year and Dues

The fiscal year of I4A shall begin on July 1. The affairs of I4A shall be financed by dues, grants, and contributions that I4A receives. All funds received by I4A shall be deposited in a bank approved by the Board and shall be used for the purposes described above. Annual dues for AAAs are determined by the Board.

B. Checks

Withdrawals from or checks drawn on such deposits shall be signed by the Treasurer and one other Director of the Executive Committee or any person authorized by the Executive Committee.

C. Financial reports

The Treasurer shall submit a financial report for the preceding quarter, at a minimum, at each regular meeting of the Board. Any additional current financial information available for

presentation to the Board not covered by the preceding quarter financial report is encouraged.

8. Amendments

These bylaws may be amended at any regular meeting of the Board or at a special meeting of the Board called for that purpose, provided that such proposed Amendments must be clearly stated in the notice for the meeting at which they are to be considered. Notice of the proposed change shall be mailed (electronically or by postage) to Directors not less than thirty (30) days prior to the meeting. Amendment shall require a two-third (2/3) vote of the Board.

9. Rules of Order

Robert's Rules of Order shall govern all meetings to the extent they afford a fair opportunity for those attending the meeting to be heard and participate.

10. Non-Discrimination

In the selection of Board Directors, election of officers, employment of personnel, provision of services and in all other aspects of its operation, I4A shall not discriminate between persons on the basis of race, color, religion, sex, national origin, ancestry, physical or mental handicap unrelated to ability, unfavorable discharge from the military service, age or marital status.

11. Indemnification (805 ILCS 105/108.75)

I4A will indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of I4A) by reason of the fact that he or she is or was a director, officer, employee or agent of I4A, or who is or was serving at the request of I4A as a director, officer, employee or agent of another I4A, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of I4A, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

I4A will indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of I4A to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee or agent of I4A, or is or was serving at the request of I4A as a director, officer, employee or agent of another I4A, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of I4A, provided that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to I4A, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of

the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

To the extent that a present or former director, officer or employee of I4A has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding as described above, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith, if that person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of I4A.

Any indemnification as described above (unless ordered by a court) shall be made by I4A only as authorized in the specific case, upon a determination that indemnification of the present or former director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct. Such determination shall be made with respect to a person who is a director or officer at the time of the determination: (1) by the majority vote of the Board who are not parties to such action, suit or proceeding, even though less than a quorum, (2) by a committee of the Board designated by a majority vote of the Board, even through less than a quorum.

Expenses (including attorney's fees) incurred by an officer or director in defending a civil or criminal action, suit or proceeding may be paid by I4A in advance of the final disposition of such action, suit or proceeding, as authorized by the board of directors in the specific case, upon receipt of an undertaking by or on behalf of the director or officer to repay such amount, unless it shall ultimately be determined that such person is entitled to be indemnified by I4A. Such expenses (including attorney's fees) incurred by former directors and officers or other employees and agents may be so paid on such terms and conditions, if any, as I4A deems appropriate.

The indemnification described above shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, disinterested directors of the Board, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

12. Dissolution

I4A may be dissolved by two-thirds vote at any meeting of the Board at which a quorum is present. Notice and a text of any proposed dissolution shall be mailed to each Director at his/her address as shown by the records of I4A not less than thirty (30) days prior to the meeting at which the proposed dissolution is to be considered.

Upon dissolution of I4A, the Board shall, after paying or making provisions for the payment of all liabilities of I4A, dispose of all the assets consistent with I4A's purpose as determined by the Board. Any of such assets not so disposed of by the Board within twelve (12) months of the dissolution of I4A shall be disposed of by the Circuit Court of the county in which the principal office of I4A is then located, exclusively for those purposes described above.

13. Informal action by Board (805 ILCS 105/108.45)

The Board (or committee) may take action without a meeting if written consent describing the action is signed by all Board (or committee) Directors entitled to vote. The consent shall be delivered to the Secretary to be filed in the corporate records. The action taken shall be effective when all the Board (or committee) Directors have approved the consent unless the consent specifies a different effective date.

14. Meeting attendance via technology (805 ILCS 105/108.15)

Board (or committee) Directors may participate and act at any meeting via technology (i.e. conference telephone or other communications equipment) as long as all persons participating in the meeting can communicate with each other. Participation in such a manner constitutes attendance at the meeting.

15. Conflict of Interest

Any possible conflict of interest on the part of a Board (or committee) Director shall be disclosed at the beginning of a meeting or as soon as practical. When a conflict pertains to board (or committee) action, the Board (or committee) Director shall not vote or use personal influence on the matter, and shall not be counted in the quorum for a meeting at which action is to be taken on the issue. The minutes of all actions taken on such matters shall clearly reflect that these requirements have been met.

16. Registered Agent

Should I4A wish to change the registered agent and/or office, it will comply with applicable Illinois law (i.e. 805 ILCS 105/101.10) which generally requires a statement being filed with Illinois Secretary of State and the County Recorder.

17. Effective Date

These bylaws shall become effective December 6, 1983 at the regular meeting held January 1998 and amended on January 24, 2012.