



**BY-LAWS OF THE
OCEANA COUNTY COUNCIL ON AGING
AMENDED: 12/10/2024**

ARTICLE I

Name

The name of this organization shall be the Oceana County Council on Aging (OCCOA), hereinafter referred to as the Council.

ARTICLE II

Purpose

The Council is a non-profit agency that promotes and safeguards the independence and well-being of individuals 60 years of age and older by providing services, information, and support to the residents of Oceana County.

The goals of the Council:

1. Provide leadership, consultation, and assistance.
2. Gather, evaluate, and disseminate information and resources.
3. Coordinate with governmental and private organizations to develop needed resources.

ARTICLE III

Board of Directors

Section 1. General Powers

The Board of Directors shall have general charge and control of the affairs, funds, and property of the Council. The Board of Directors shall promote and advocate for the Council throughout Oceana County.

Section 2. Basic Board Responsibilities

1. **Determine and maintain the organization's mission and purpose.**
 - a. Approve the organizations' philosophy.
 - b. Ensure that the programs, services, and financial management fulfill the mission of the organization.
 - c. Approve Board policies concerning the relationship of the organization with external groups or organizations, e.g., the community at large, businesses, foundations, schools, legislators, and governmental agencies.

- d. All Officers and Trustees shall attend all scheduled Board meetings unless excused.
- e. It is highly recommended that all Board members attend no less than four program functions held by OCCOA annually. Program functions are defined as attending lunch service at the Council building, participating in Council sponsored bus trips, volunteering at various programs and special events, and attending after hours seminars and programs.

2. Develop and administer policies.

- a. Establish and/or continue the legal or corporate existence of the organization.
- b. Ensure the organization meets the legal and ethical requirement for the conduct of the organization's business and affairs.
- c. Adopt by-laws and ensure the organization operates within them. Act on proposed revisions to the by-laws.
- d. Adopt policies which determine the purposes, governing principles, functions and activities, and courses of action of the organization. Assume ultimate responsibility for policies which govern the organization.

3. Develop personnel policies and employ Executive Director.

- a. Select, employ, and evaluate the performance of the Executive Director. If deemed necessary or desirable, change top management.
- b. Provide Executive Director with clear job description, direction, and resources, and let him/her freely manage the organization.
- c. Support the Executive Director with consulting skills – when asked.
- d. Approve appropriate compensation and benefit policies and practices, and policies which govern the administration of personnel.
- e. Work with management to assure that the organization has the appropriate number of professionals who are trained to provide the services offered.

4. Ensure effective organizational planning.

- a. Develop and continuously update strategic plans (2-5 years) for the organization and ensure that decisions are made in accordance with the goals of the plan to accomplish the mission of the organization.

5. Ensure adequate resources

- a. Approve and monitor the corporate finances of the organization.
- b. Create a financial climate for fulfilling the organization's purpose.
- c. Accept assignments in fund raising campaigns such as chair of the designated campaign or special event.

6. Manage resources effectively.

- a. Establish financial short- and long-range goals which enable the organization to achieve its mission. See that sufficient funds are available for the organization to meet its objectives.
- b. Evaluate and approve operating and capital budgets to assure consistency with overall financial goals.
- c. Oversee financial management of the organization, with special emphasis on monitoring the collection and distribution of funds (including governmental contract, investment funds, restricted gifts, and operating budgets) and on controlling fundraising, administrative and service costs.
- d. Authorize and approve the annual audit.
- e. Be responsible for all expenditures dealing with facilities, their improvements or purchase of additional land or building (unless a special committee has been designated for this purpose).

7. Determine and monitor the organization's programs and services.

- a. Regularly evaluate and review the organization's operations and maintain standards of performance.
- b. Monitor the activities of the organization, including reviewing reports of appropriate committees; confirming, modifying, or rejecting proposals; counseling and providing good judgment on plans of committees.
- c. Review compliance with relevant material laws affecting the organization.

8. Enhance the organization's public image.

- a. Give sponsorship and prestige to the organization and inspire confidence in its service.
- b. Serve as a link between the organization and the people who support it and are served by it.
- c. Understand and interpret the work of the organization to the community. Relate the services of the organization to the work of other agencies *and focus on social reform and progress in the community at large.*

9. Develop Board of Directors.

- a. *Participate in recruitment, selection, and development of new Board members, where primary responsibility for this activity is assigned to a Nominating Committee.*
- b. *Elect Officers of the Board.*
- c. *Establish and/or discontinue /Committees of the Board.*
- d. *Appoint members to Committees of the Board.*
- e. *Define the powers of Committees of the Board.*
- f. *Determine the terms of service and the size of the Board.*

10. Board assesses its own performance.

- a. Annually review and evaluate Board members performance – collectively and individually (including composition, organization, and responsibilities).
- b. Take steps to improve performance.

Section 3. Officers

1. President

The President shall preside at all meetings of the Board. The President shall have the following duties:

- a. The President shall have general supervision and direction of the Council.
- b. The President shall be Ex-officio member of all Standing Committees and shall have the power and duties usually vested in the office of the President.

1. Vice-President

The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter.

2. Secretary

The Secretary shall attend all meetings of the Board of Directors. The Secretary's duties shall consist of:

- a. The Secretary shall assure that all recordings of the minutes and votes of all proceedings are in a book to be kept for that purpose.
- b. The Secretary shall assure that notices of all meetings are posted at the organization and/or other agencies deemed necessary.
- c. The Secretary shall assure that the Board of Directors is notified of a special meeting by telephone, facsimile, electronic methods, or by written notice.

3. Treasurer

The Treasurer shall be a member of the Finance Committee. The Treasurer's duties shall consist of:

- a. The Treasurer shall submit to the Finance Committee for approval all expenditures of funds raised.
- b. The Treasurer shall present a complete and accurate report of the finances.
- c. The Treasurer shall have the right of inspection of the funds including budgets and subsequent audit reports.
- d. It shall be the duty of the Treasurer to meet with the auditor to review the previous year's audit prior to presenting said audit to the Board of Directors.
- e. The treasurer shall perform such other duties as may be prescribed by the President under whose supervision he/she shall be.

ARTICLE IV

Nominations and Appointment of the Board of Directors

Section 1. Nominations

1. Notice of vacancies shall be posted in local newspapers, OCCOA website or other media at least 30 days before vacancies are filled. All interested parties shall apply to the Nominating Committee to be considered as candidates for office pursuant to application process and procedures in OCCOA handbook.
2. The Nominating Committee shall receive sealed applications. The Nominating Committee shall review such applications and then shall present a single slate of candidates to the Board of Directors for each office to be filled.
3. The slate of candidates shall be included in the Board minutes and posted at the OCCOA office.
4. The Board of Directors shall seek membership representation throughout Oceana County.
5. As an appointed Board member, everyone shall comply with the confidentiality policy and shall sign a confidentiality agreement.

Section 2. Appointment and Terms of Office.

1. New members of the Board shall be appointed as vacancies occur in accordance with Section 1. Members will be appointed to a term of three years.
2. A Board member shall serve not more than two consecutive terms as an officer of the Board.
3. A board member may be removed at any time if it is determined by majority vote that the individual is no longer an effective member.

Section 3. Election of Officers

1. All officers shall be elected by the Board of Directors of the Council.
2. The Council and Nominating Committee shall attempt to provide a representative to serve on the Senior Resources Board.

ARTICLE V

Meetings

Section 1. Board Meetings

1. The Board of Directors shall hold a minimum of six meetings during the year. Although the Attorney General ruled that senior service organizations are not required to comply with the *Public Act No. 442 of 1976* ("The Open Meetings Act and Freedom of Information Act"), the Council will post announcement information regarding the dates and times of all meetings. The postings will be at the Council office in Hart and at any other location or using any other media that it deems appropriate.
2. The Board of Directors shall consist of a minimum of seven members and maximum of twelve members.

3. Special meetings may be called by the President, any two members of the Board of Directors or as requested by the Executive Director.
4. A Quorum shall consist of a majority of members of the Board.

Section 2. Annual Meeting

1. The Annual and Organizational Meeting shall take place in October in conjunction with the October Board meeting.
2. Election of Officers and appointment of Committees shall be held.
3. The Board of Directors shall receive reports on the activities of the Council and determine the direction of the organization for the coming year.

ARTICLE VI

Amendments and Rules of Order

Section 1. By-Laws

1. Council shall be informed of proposed amendments to the By-Laws by mail 30 days before the Council meeting.
2. The By-Laws of the Council may be amended by a majority vote of a quorum of board members present at any meeting of the Board after required notification.

Section 2. Rules of Order

“Robert’s Rules of Order (revised) shall be the parliamentary authority for all matters of procedure. *See attached summary version.

ARTICLE VII

Committees

Each committee will be composed of the Executive Director and no less than three members from the Board of Directors.

I. Advisory Committee

The purpose of the Advisory Committee shall be to advise the Council of the concerns of area senior citizens and to facilitate county-wide planning and implementation of services. As an appointed committee member, the individual shall comply with the confidentiality policy and shall sign a confidentiality agreement.

The advisory Committees are as follows:

1. Adult Day Care Advisory Committee
2. Programming Advisory Committee
3. Senior Care Services Advisory Committee
4. Transportation Advisory Committee

Section 1. Appointment

The coordinators of each service area will select professionals and/or seniors to the respective Advisory Committees. Each committee shall consist of at least three members. Individuals may submit an application for membership consideration to the above four committees.

Section 2. Meetings

Meetings of each respective Advisory Committee shall be held at least twice each year. One or more meetings may be held at locations outside of the Council office in Hart.

II. Personnel Committee

The Personnel Committee shall oversee all personnel matters and the Personnel Policy on behalf of the Board of Directors and the Council. This committee also serves as the Nominating Committee and prepares a slate of candidates to the various elective offices of the Council and presents it to the Board.

III. Finance/Development Committee

The Finance Committee's function is to act as the financial fact-finding committee.

1. This committee advises the Board on all matters relating to the financing of Council.
2. This committee reviews all the budgets for presentation to the Board of Directors.
3. This committee plans and oversees fund development for the Council through fundraising efforts, special events, securing bequests, and participating in the Community Foundation.
4. This committee reports to the Board the financial results of fund development.

IV. Service/Program Committee

The Service/Program Committee reviews the annual plans submitted by the administrative staff in preparation of the annual budget.

1. This committee presents to the Board all service, program, and staffing needs.
2. This committee shall review the goals and objectives of each service area twice a year.
3. This committee presents to the Board the goals and objectives of the following programs:
 - a. Adult Day Care
 - b. General Administration
 - c. Programming
 - d. Senior Care Services
 - e. Transportation

ARTICLE VIII

Finances

Section 1. Fiscal Year

The fiscal year shall be from January 1 to December 31 of each year.

Section 2. Funds

1. The Council shall receive and hold interest for all the purposes as listed in **ARTICLE III** such as real property as may in any manner be given or granted.
2. Convey such real or personal property as may in any manner be given, granted, conveyed, bequeathed, or otherwise invested in the Council in trust for any said purpose.
3. To grant, bargain, sell and convey or dispose of property so held in trust for any such purpose in accordance with the terms of the gifts, grants, conveyances, bequests, or instruments creating such trusts.

Section 3. Bank Accounts

1. The Board of Directors shall specifically authorize the establishment of bank accounts.
2. Disbursements may be made only in accordance with the budget and such other payments as may be authorized by the Board.
3. All withdrawals shall require signatures of two of the following:
President, Vice-President, Treasurer, Executive Director, or Finance Coordinator
4. With any dollar amount over \$500.00, the Executive Director or Finance Coordinator shall require a second signature from one of the following Board members:
President, Vice-President, or Treasurer

ARTICLE IX

Contracts

Section 1. Routine Contracts

1. **Delegation of Authority**
 - a. The Board gives authority to the Executive Director to approve contracts within the scope of ordinary business with the direct approval from the Board.
 - b. Contracts authorized by the Executive Director include the employment of individuals on a temporary basis and the day-to-day operations of the

Council for the development of future program services as well as to maintain quality services.

- c. The Executive Director shall provide the Board with a copy of all signed contracts upon request.

Section 2. Extraordinary Contracts

2. Protocols requiring Board approval.

- a. Contracts involving dollar amounts above a set limit shall require approval by the Board.
- b. Contracts with a dollar amount exceeding \$30.00 per hour for a temporary hire and/or \$5,000.00 per year with other agencies shall require the Board's approval.
- c. Contracts with an individual and/or agency concerned about proper authorization and Board oversight shall require the Board's approval.

ARTICLE X

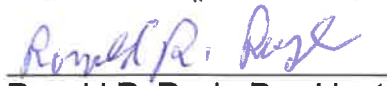
Dissolution

In the event of dissolution, all assets, real and personal, shall be distributed to such organizations as are qualified in Oceana County, State of Michigan, as tax exempt under Section 501(c) (3) of the Internal Revenue Code or the corresponding provisions of a future United States Internal Revenue Law.

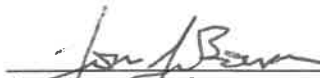
ADOPTION OF THE AMENDED BY-LAWS

We, the undersigned, consent to, and hereby do, adopt the foregoing By-laws, consisting of the nine preceding pages, as amended By-laws of this organization.

Adopted and approved BY THE BOARD OF DIRECTORS on this 10 day of December, 2024.



Ronald R. Rash, President



Jon Bower, Secretary