



GREATER WISCONSIN AGENCY ON AGING RESOURCES ADVISORY COUNCIL BYLAWS

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ARTICLE I. Purpose

Section 1

The Greater Wisconsin Agency on Aging Resources, Inc. (hereinafter the Corporation) shall conduct its activities in accordance with its purpose as described in its Articles of Incorporation. As an Area Agency on Aging it will serve the counties of Adams, Ashland, Barron, Bayfield, Brown, Buffalo, Burnett, Calumet, Chippewa, Clark, Columbia, Crawford, Dodge, Door, Douglas, Dunn, Eau Claire, Florence, Fond du Lac, Forest, Grant, Green, Green Lake, Iowa, Iron, Jackson, Jefferson, Juneau, Kenosha, Kewaunee, La Crosse, Lafayette, Langlade, Lincoln, Manitowoc, Marathon, Marinette, Marquette, Menominee, Monroe, Oconto, Oneida, Outagamie, Ozaukee, Pepin, Pierce, Polk, Portage, Price, Racine, Richland, Rock, Rusk, St. Croix, Sauk, Sawyer, Shawano, Sheboygan, Taylor, Trempealeau, Vernon, Vilas, Walworth, Washburn, Washington, Waukesha, Waupaca, Waushara, Winnebago, Wood; and the Tribes of Menominee, Stockbridge-Munsee, Bad River, Forest County Potawatomi, Lac Courte Oreilles, Lac du Flambeau, Red Cliff, Sokaogon Chippewa, St. Croix Chippewa, Oneida Nation, and the Ho-Chunk Nation. These counties and tribes will be known as the Planning and Service Area (PSA).

The Corporation shall have an Advisory Council as required as a designated Area Agency on Aging. ***The purpose of the Advisory Council (hereinafter the Council) is to advise the Board on all matters relating to development and administration of the Area Plan on Aging and operations conducted there under.***

The Council is not a committee of the board but will serve as a separate council and be responsible for selecting its members and focus on: (1) Creating an Area Plan on Aging and ensure this is carried out as expressed; and (2) Advocacy-related activities. The Vice-Chairperson of the board shall be the official liaison with the council.

ARTICLE II. Advisory Council

Section 1. General Powers

The Council advises the Board on all matters relating to development and administration of the Area Plan on Aging and operations conducted there under. The Council is responsible for management of council meetings and membership.

Section 2. Number

The Council shall consist of a minimum of 7 members and be comprised of at least 51% elders, people with disabilities or their caregivers. The council encourages diversity among membership.

Section 3. Selection

Council members will be chosen via an application process involving a written application and interview. Candidates must be approved by a majority of council members present at a meeting of the Council.

Section 4. Tenure

All terms of office shall be for three (3) years.

Section 5. Regular Meetings

The Council shall make every effort to ensure that all regular meetings conform to the tenets of the Open Meetings Law (WI Statutes 19.891-19.98). The frequency of regular meetings of the council shall be four (4) to six (6) times per year.

Section 6. Special Meetings

Special meetings of the Council may be called by the Council Chair or the Corporation staff.

Section 7. Notice of Special Meetings

Notice of any special meeting of the Council shall be given at least seven calendar days prior thereto by email or sent by mail or by seventy-two hours oral notice by telephone to each council member at his/her address as shown by the records of the

Corporation. Mailed notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. The board shall make every effort to ensure that all special meetings conform to the tenants of the Open Meetings Law (WI Statutes 19.891-19.98).

Section 8. Quorum

A majority of Council members shall constitute a quorum for the transaction of business at any meeting of the Council; but if less than a majority of the Council members is present at said meeting, the meeting may be adjourned, and no business may be transacted.

Section 9. Manner of Acting

Each member present at a meeting at which a quorum is present shall be allowed one (1) vote which can be cast only by the member.

Section 10. Vacancies

When a Council member position is vacant, selection of a replacement member for the duration of the term of the member vacancy shall be in accordance with the provisions of Section 3 of this Article.

Section 11. Compensation

Council members shall not receive a salary for their services but may receive reimbursement for their necessary expenses (travel, food, and lodging).

Section 12. Removal

A member may be removed after missing three (3) consecutive regular meetings without excuse, failure to attend at least 50% of the regular meetings in a year or for cause. Any member may be removed at a regular meeting of the Council by a two thirds (2/3) vote of the Council when in its judgment the best interest of the Council shall be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Having a difference in opinion is not a just cause for removal.

ARTICLE III. Officers

Section 1. Officers

The officers shall be a member of the Council
Officers include a Chairperson and a Vice-Chairperson

Section 2. Election and Term of Office

The term for officers shall be for one 2 year term and shall be elected by the Council at the first council meeting of the year following term expiration. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. Each officer shall hold office until his/her successor shall have been duly elected.

Section 3. Removal

Any officer elected by the Council may be removed by a vote of two thirds (2/3) of the council members present at any regular or special meeting of the Council whenever, in its judgment, the best interests of the Corporation would be served thereby.

Section 4. Vacancies

A vacancy in any office may be filled by the Council for the un-expired portion of the term.

Section 5. Chairperson

The Chairperson shall preside at all meetings of the Council. He/she in general shall perform all duties incident to the office of Chairperson and such other duties as may be prescribed by the Council from time-to-time.

Section 6. Vice-Chairperson

In the absence of the Chairperson or in event of his/her inability or refusal to act, the Vice-Chairperson shall perform all the duties of the Chairperson of the Council, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chairperson of the Council. The Vice-Chairperson shall

perform such other duties as from time-to-time may be assigned to him/her by the Chairperson or by the Council.

ARTICLE IV. CONFLICT OF INTEREST.

Section 1. Member Conflicts of Interest

No contract or other transaction between the Corporation and one or more of its council members, or any other corporation, firm, association, or entity in which one or more of such corporation's, firm's, association's or entity's members:

- A. Are also directors or officers of the Corporation, or
- B. Has a material financial interest in such shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his, her or their votes are counted for such purpose if:
 - 1. The fact of such relationship or interest is disclosed or known the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or
 - 2. The contract or transaction is fair and reasonable to the Corporation. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes approves or ratifies such contract or transaction.

ARTICLE V. BOOKS AND RECORDS

Section 1. Secretarial Duties

The Corporation shall keep correct and complete books and records of account and shall also keep Minutes of the proceedings of its Council meetings and shall keep at the registered or principal office a record giving the names and addresses of the Council members. All books and records of the Corporation may be inspected by

any Council member or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE VI. FISCAL.

Section 1. Fiscal Year

The fiscal year of the Corporation begin on the first day of January of each year and shall end on the last day of December.

Section 2. Audit

There shall be an annual audit performed by an independent Certified Public Accountant.

ARTICLE VII. INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, OR AGENTS.

Section 1. Definition Applicable to Indemnification and Insurance Provision of By-Laws

- A. "Corporation" means Greater Wisconsin Agency on Aging Resources (f/k/a AgeAdvantAge, Area Agency on Aging District I, Inc. and New Ventures of Wisconsin, Inc.), a non-stock, non-profit corporation organized under Chapter 181 of the Wisconsin Statutes.
- B. "Director", "Officer", or "Employee" means any of the following:
 - 1. A natural person who is or was a Director, Officer, or Employee of the Corporation.
 - 2. A natural person who, while a Director, Officer, or Employee of the Corporation, is or was serving at the Corporations' request as a Director, Officer, Partner, Trustee, or Member of any governing or decision-making committee, employee or agent of another corporation or foreign corporation, partnership, joint venture, trust or other enterprise.
 - 3. A natural person who, while a Director, Officer, or Employee of the Corporation, is or was serving an employee benefit plan because his or her duties to the Corporation also imposed duties on, or otherwise involved services by, the person to plan or to participants in or beneficiaries of the plan.

- 4. Unless the context requires otherwise, the estate or personal representative of a Director, Officer, or Employee.
- C. "Agent" means a natural person, other than a Director, Officer, or Employee, who is authorized by the Corporation to act on its behalf with regard to the activities and operations of the Corporation.
- D. "Expenses" include fees, costs, charges, disbursements, attorney fees and any other expenses incurred in connection with a proceeding.
- E. "Liability" includes the obligation to pay a judgment, settlement, penalty, assessment, forfeiture or fine, including any excise tax assessed with respect to any employee benefit plan, and reasonable expense.
- F. "Party" means a natural person who was or is, or who is threatened to be made, a named defendant or respondent in a proceeding.
- G. "Proceeding" means any threatened, pending or completed civil, criminal, administrative or investigative action, suit, arbitration or other proceeding, whether formal or informal, which involves foreign, federal, state or local law and which is brought by or in the right of the Corporation or by any other person.

Section 2. Mandatory Indemnification for Directors, Officers, and Employees

- A. The Corporation shall indemnify a Director, Officer, or Employee to the extent he or she has been successful on the merits or otherwise in the defense of a proceeding, for all reasonable expenses incurred in the proceeding if the Director, Officer, or Employee was a party because he or she is a Director, Officer, or Employee of the Corporation.
- B. 1. In cases not included under sub. A above, the Corporation will indemnify a Director, Officer, or Employee against liability incurred by the Director, Officer, or Employee in a proceeding to which the Director, Officer, or Employee was a party because he or she is a Director, Officer, or Employee of the Corporation, unless liability was incurred because the person breached or failed to perform a duty he or she owes to the

Corporation and the breach or failure to perform constitutes any of the following:

- a. A willful failure to deal fairly with the Corporation in connection with a matter in which the Director, Officer, or Employee has a material conflict of interest.
 - b. A violation of criminal law, unless the Director, Officer, or Employee had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful.
 - c. A transaction from which the Director, Officer, or Employee derived an improper personal profit.
 - d. Willful misconduct.
2. Determination of whether indemnification is required under this subsection shall be made pursuant to the procedure provided for in Article X, Section 5, of the By-Laws.
 3. The termination of a proceeding by judgment, order, settlement or conviction, or upon a plea of no contest or an equivalent plea, does not, by itself, create a presumption that indemnification is not required under these By-Laws.
- C. A Director, Officer, or Employee who seeks indemnification under these By-Laws shall make a written request to the Corporation.
- D.
1. Indemnification under these By-Laws is not required to the extent limited by the Articles of Incorporation.
 2. Indemnification under these By-Laws is not required if the Director, Officer, or Employee has previously received indemnification or allowance of expenses from any person, including the Corporation, in connection with the same proceeding.

Section 3. Allowance of Expenses as Incurred

Upon written request by a Director, Officer, or Employee who is a party to a proceeding, the Corporation may pay or reimburse his or her reasonable expenses as incurred if the Director, Officer, or Employee provides the Corporation with all of the following:

- A. A written affirmation of his or her good faith belief that he or she has not breached or failed to perform his or her duties to the Corporation.
- B. A written undertaking, executed personally or on his or her behalf, to repay the allowance and, if required by the Corporation, to pay reasonable interest on the allowance to the extent that it is ultimately determined that indemnification is not required by this Article and that indemnification is not ordered by a court under applicable Wisconsin Statutes. The undertaking under this subsection shall be an unlimited general obligation of the Director, Officer, or Employee and may be accepted without reference to his or her ability to repay the allowance. The undertaking may be secured or unsecured.

Section 4. Optional Indemnification and Allowance of Expenses for Agents

- A. The Board of Directors of the Corporation may from time to time, by resolution and in its sole discretion, authorize the Corporation to indemnify and allow payment of expenses for Agents of the Corporation. The indemnification and allowance of expenses for Agents shall be in accordance with the standards and procedures contained in Sections 2, 3, and 5 of the Article X.
- B. The resolution of the Board of Directors authorizing indemnification of Agents may be specific as to particular Agents or may be general as to all Agents.

Section 5. Determination of Rights to Indemnification.

Except for court ordered indemnification of Directors, Officers and Employees provided for in Sections 181.043(5) and 181.049 of the Wisconsin Statutes, the right of a Director, Officer or Employee to indemnification under these By-Laws shall be determined by a majority vote of a quorum of the Board of Directors, consisting of Directors not at the time parties to the same or related proceedings. If a quorum of disinterested Directors cannot be obtained, the determination shall be made by majority vote of a committee duly appointed by the Board of Directors and consisting solely of two or more Directors not at the time parties to the same or related proceedings. Directors who are parties to the same or related proceedings may participate in the designation of directors of the committee. If such a disinterested committee cannot be obtained, the determination shall be made by

independent counsel selected by majority vote of the full Board of Directors, including Directors who are parties to the same or related proceedings.

Section 6. Insurance

The Corporation will purchase and maintain insurance on behalf of an individual who is a Director, Officer, Employee or Agent of the Corporation against liability asserted against and incurred by the individual in his or her capacity as a Director, Officer, Employee or Agent, or arising from his or her status as a Director, Officer, Employee or Agent, regardless of whether the Corporation is required or authorized to indemnify or allow expenses to the individual against the same liability under these By-Laws or applicable Wisconsin Statutes.

Section 7. Miscellaneous

- A. Additional Rights to indemnification and Allowance of Expenses. The Board of Directors, by resolution, may authorize rights to indemnification and payment of expenses for Directors, Officers, Employees and Agents which are in addition to those provided for in Sections 2 and 4 of this Article of the By-Laws, provided that such authorization is determined by independent legal counsel to be permissible under Section 181.0877 of the Wisconsin Statutes.
- B. Court ordered Indemnification. Except as provided otherwise by written agreement between a Director, Officer, or Employee and the Corporation, a Director, Officer, or Employee of the Corporation has the right under Sections 181.0879 of the Wisconsin Statutes to apply to a court of competent jurisdiction for a judicial determination of the right of a Director, Officer, or Employee to be indemnified by the Corporation.

ARTICLE VIII. AMENDMENTS

Section 1.

These By-Laws may be altered, amended or repealed and new By-Laws adopted by a two thirds (2/3) vote of the Council members present at any regular meeting or special meeting at which a quorum is present, if at least seven days written notice is given of intention to alter, amend, repeal or adopt By-Laws at such

meeting. The rewritten By-Laws, as altered must be in the hands of all Council members for study at least seven days before any regular or special meeting at which time they may be adopted.