

★ Roll Call Number

Agenda Item Number

16-II

Date January 14, 2019

BE IT RESOLVED, BY THE CITY COUNCIL OF THE CITY OF DES MOINES, IOWA, that the following appointments as the Public Official and Senior Representative to the Aging Resources of Central Iowa Board of Directors be and are hereby approved.

PUBLIC OFFICIAL

Linda Westergaard

SENIOR REPRESENTATIVE

Robert Mahaffey

Moved by \_\_\_\_\_ to adopt

| COUNCIL ACTION | YEAS | NAYS | PASS | ABSENT |
|----------------|------|------|------|--------|
| COWNIE         |      |      |      |        |
| BOESEN         |      |      |      |        |
| COLEMAN        |      |      |      |        |
| GATTO          |      |      |      |        |
| GRAY           |      |      |      |        |
| MANDELBAUM     |      |      |      |        |
| WESTERGAARD    |      |      |      |        |
| TOTAL          |      |      |      |        |

**CERTIFICATE**

I, DIANE RAUH, City Clerk of said City hereby certify that at a meeting of the City Council of said City of Des Moines, held on the above date, among other proceedings the above was adopted.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal the day and year first above written.

MOTION CARRIED

APPROVED

\_\_\_\_\_  
Mayor

\_\_\_\_\_  
City Clerk

16-II

**BY-LAWS OF**  
**AGING RESOURCES OF CENTRAL IOWA**  
**BOARD OF DIRECTORS**

**ARTICLE I**

**NAME AND GEOGRAPHICAL AREA**

Section 1. The name of this organization is Aging Resources of Central Iowa, Incorporated under the Code of the State of Iowa, Chapter 504A, as a nonprofit organization.

Section 2. This corporation shall serve an area consisting of Boone, Dallas, Jasper, Madison, Marion, Polk, Story, and Warren Counties.

**ARTICLE II**

**PURPOSE AND OBJECTIVES**

Section 1. Aging Resources of Central Iowa will serve as advocate with and for older citizens of Central Iowa by cooperating with government officials, providers of services, organizations for older adults, and individual elders in establishing educational, legislative, and action programs to improve the quality of life of older persons residing in the eight county service area as specified in Article I, Section 2, and to promote services and programs which will assist them to live with independence, dignity, and pride.

Section 2. The Agency may exercise any and all of such powers necessary or convenient to conduct properly the business of the Agency as stated in the Code of the State of Iowa, Chapter 504A.

Section 3. The Agency shall assess the needs of area older persons, develop innovative programs to meet the special needs of elders, and pool local resources to fund the implement said programs.

**ARTICLE III**

**MEMBERSHIP**

This corporation shall have no members.

## ARTICLE IV

### BOARD OF DIRECTORS

Section 1. Authority. The Board of Directors shall be the governing body empowered to conduct the business of Aging Resources of Central Iowa.

Section 2. Number of Directors. The Board of Directors shall consist of not more than eighteen (18) members; two (2) to represent each county in the target area and two (2) to represent the City of Des Moines.

Section 3. Selection of Directors. One (1) director shall be appointed by the County Board of Supervisors of each County and one (1) director shall be appointed by the City Council of the City of Des Moines. Those appointed should be local elected officials. One (1) director shall also be elected or selected to represent each of the counties and one director shall be elected or selected to represent the City of Des Moines. Those elected or selected shall be affirmed by the relevant County Board of Supervisors or the City Council of Des Moines. The terms of elected or selected members may be extended by one (1) year by action of the relevant Board of Supervisors or City Council of Des Moines.

Section 4. Terms of Office. The terms of all Board members shall start at the beginning of the calendar year. The names of all directors for the next year must be forwarded to the secretary.

The term of the public officials shall be for one (1) year. The term of the non-public members shall be for two (2) years. In order to maintain the highest possible effectiveness of the Board, it is recommended that non-public members serve up to three (3) consecutive two (2) year terms. Reappointments may be made after a one (1) year lapse of the expiration of three (3) consecutive two (2) year terms.

Section 5. Vacancies. Failure of a Board member to attend three (3) consecutive meetings without being excused by the Chair shall result in that Board member's seat being declared vacant. The secretary shall then inform the County Board Supervisors or City Council of the vacancy and the need to fill it.

Section 6. Regular Meetings. The regular meeting of the Board of Directors shall be held monthly at a time and place designated by the Chairperson of the Board of Directors.

Section 7. Annual Meeting. The annual meeting of the Area Agency on Aging shall be held in January of each year at a time and place designated by the Board.

Section 8. Special Meetings. A special meeting of the Board of Directors may be called at any time by the Chairperson, or any six (6) members of the Board of Directors by

giving a five (5) day written notice of the time, place and purpose of the meeting to each Board member.

Section 9. Notice of Meetings. Notice of all regular meetings shall be mailed to each member of the Board of directors at least five (5) working days in advance of a scheduled meeting.

Section 10. Quorum. A quorum shall consist of 50% plus one (1) of the total membership of the Board.

Section 11. Manner of Acting Between Meetings. No actions of the Board shall be taken between meetings unless authority is specifically granted by the Board at a regular meeting to the Executive Committee or some other Board committee. Matters requiring immediate attention shall be conducted at special meetings of the Board of Directors in compliance with Section 9. of this Article.

Section 12. Parliamentary Procedure. Except as otherwise specified in these By-Laws all regular and special meetings shall be conducted in accordance with Robert's Rule of Order, Revised. Each member present shall be entitled to one (1) vote. No proxy vote shall be allowed, and no alternate shall be elected.

## ARTICLE V

### OFFICERS

Section 1. Officers. The officers of Aging Resources of Central Iowa shall consist of a Chairperson, a Vice Chairperson, a Treasurer, and a Secretary who shall constitute the Executive Committee of the Agency.

Section 2. Qualifications, Election and Term of Office. The officers of the Board of Directors shall be elected at the annual meeting of the Board of Directors. Any member of the Board of Directors shall qualify to serve as an officer of the Board. The term of the officers shall be for one (1) year with a maximum of two (2) consecutive one (1) year terms.

Section 3. Vacancies. A vacancy occurring on the Executive Committee may be filled by an affirmative vote of a majority of the Board of Directors for the unexpired term of office.

Section 4. Duties of the Officers.

- A. Chairperson. The Chairperson of the Board of Directors shall preside at all of its meetings, and sign all orders drawn upon the Treasury as provided by law, sign all contracts made by the Board, and appear on behalf of the corporation in all actions brought by or against it, unless

individually a party in which case its duty shall be performed by the Secretary.

- B. Vice Chairperson. The Vice Chairperson shall perform such duties as may be assigned by the Chairperson of the Board of Directors, and shall serve as acting Chairperson during the absence of the Chairperson.
- C. Secretary. The Secretary shall insure that the following duties are performed: (1) Keep a complete record of all proceedings of the meetings of the Board; (2) Verify the eligibility of all elected, selected, and appointed Board members and inform the appropriate groups of any vacancies; (3) Report to the Iowa Department of Elder Affairs, County Officials, and County Councils on Aging the name of the Chairperson, the Vice Chairperson, the Secretary and the Treasurer of the Board as soon as practical after each office has qualified; and (4) Perform such duties from time to time as may be required by the Board of Directors or by law.
- D. Treasurer. The Treasurer shall insure that the following duties are performed: (1) Render a financial statement whenever required by the Board of Directors and keep books open for inspection at all times; (2) Make an annual report to the Board at the July meeting and file a copy with the Iowa Department of Elder Affairs; include as a part of the report sworn statements from each depository bank showing balances as of June 30.
- E. Executive Director. The Executive Director on behalf of the Secretary and the Treasurer shall insure that the following duties are performed: (1) File and preserve copies of all reports made to the Iowa Department of Elder Affairs and all papers transmitted to the Secretary pertaining to the Corporation; (2) Keep a record of each fund deposited with the Treasurer; (3) Keep an accurate account of all claims paid and present them to the Board of audit and approval for payment; (4) Make and file with the Board financial statements, showing receipts, disbursements, and the remaining balance in each fund; (5) Prepare and publish annual and quarterly financial statements for the Agency; (6) Handle legal advertisements; (7) Receive all monies belonging to the Agency; (8) Keep an accurate record of all receipts and expenditures of funds; (9) Register all orders drawn and reported to him by the Secretary showing the number, date, to whom drawn, fund upon which drawn, and purpose and amount; (10) Keep an accurate and separate account of all funds; (11) Deposit funds in banks designated by the Board as the official depositories and file with the Iowa Department of Elder Affairs a list of such depositories; any changes must be authorized by the Board; and (12) Receive and deposit in a separate account all revenue provided from local public funds.

Section 5. Absence of Officers. In the event both the Chairperson and the Vice Chairperson are absent, the Secretary shall serve as temporary Chairperson for the purpose of selecting Chairperson pro-tempore.

## ARTICLE VI

### COMMITTEES

Section 1. Executive Committee. The Executive Committee shall consist of the officers of the corporation.

Section 2. Standing Committees. The Board of Directors shall appoint the following standing committees, the Chairpersons of which are to be members of the Board: (1) Audit and Finance Committee, (2) Personnel Committee, and (3) Such other committees as may be deemed necessary.

## ARTICLE VII

### CODE OF CONDUCT

Each member of the Board of Directors of the Agency shall be personally responsible for maintaining a high standard of honesty, integrity, impartiality, and conduct.

As a guide, the Board of Directors shall comply with the "Standards of Conduct for Title III and Title VII Grantees of the Older Americans Act."

## ARTICLE VIII

### AMENDMENTS

Section. 1. These By-Laws may be amended by a two-thirds (2/3) vote of the Board of Directors present at any regular meeting of the Board of Directors; provided the proposed amendments have been read in full at the previous meeting of the Board and included in full in the minutes of that meeting.

## ARTICLE XI

### LIQUIDATION AND DISSOLUTION

Section 1. In the event of a dissolution, or the liquidation of the assets of this corporation, its assets shall be applied as follows: (1) All liabilities and obligations of the Corporation shall be paid and discharged, or adequate provisions shall be made

therefore; (2) Assets held by the Corporation under condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements; (3) All remaining assets shall be transferred or conveyed exclusively for the purposes of the Corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c); (3) 26 U.S.C.A., Internal Revenue Code, 1954 as the Board of Directors shall determine.

Adopted by the Board on the 21<sup>st</sup> day of March, 1991.

Amended May 16, 1996  
Amended March 16, 2017

Print Name: Crystal McIntyre

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Signature of Chair, Crystal McIntyre