

**AMENDED AND RESTATED BYLAWS
OF
DETROIT AREA AGENCY ON AGING**

ARTICLE I

Corporation

Section 1. Name. The name of the corporation is the Detroit Area Agency on Aging or Area Agency 1A or DAAA. DAAA is one of 16 Area Agencies in Michigan. The Corporation is a Michigan non-profit directorship corporation under the laws of the State of Michigan, is recognized by the State of Michigan as a charitable purpose corporation and shall operate so as to qualify for exemption from federal and state income taxes under Section 501(c)(3) of the Internal Revenue code of the United States. Its purpose is to allocate available federal, (including the Older Americans Act and Center for Medicare and Medicaid Services) state (including Older Michigianians Act and MI Choice Waiver) and local funds and grants to operate programs and services directly or through contractual or purchase of services agreements with agencies and organizations to meet the objectives of the Annual Implementation Plan, the MI Choice Waiver program and other programs operated by the Corporation.

Mission Statement

To educate, advocate and promote healthy aging to enable people to make choices about home and community-based services and long term care that will improve their quality of life.

Vision

Our vision is to create a community that cares for the vulnerable and advocates for the well-being of our constituents.

DEI Mission Statement

The Detroit Area Agency on Aging (DAAA) is committed to cultivating and preserving a culture of diversity, equity, and inclusion (DEI). At every level of our agency, we do support equality, and we will promote a just and fair workplace for our staff, vendors, clients, volunteers, and stakeholders, eliminating all discriminatory practices such as racism, ageism, sexism and genderism. Moreover we will extend the benefit of the doubt and behave in a caring, non-judgmental manner to one another and to members of the community. Our DEI progress will be measured and evaluated on a regular basis, at least annually, to ensure that we are living up to these standards.

Core Values

1. Person Centered Services
2. Trust and respect
3. Integrity and Professionalism

4. Excellence and Quality
5. Teamwork and Collaboration
6. Accountability
7. Commitment to Community
8. Celebration of Diversity

Social Commitment and Responsibility

The Detroit Area Agency on Aging will operate in a manner that meets the highest standards of ethics and professionalism. It is our organizational responsibility to help our community address social and health inequalities that may influence the ability of individuals to age with dignity and/or a quality of life.

Section 2. Board of Directors. The Corporation is organized upon a directorship basis. The property, business and affairs of the Corporation will be managed by its Board of Directors.

Section 3. Number and Term of Office. The Board of Directors shall consist of 23-27 members (excluding Emeritus Board members) at least fourteen (14) of whom will be senior citizens, 55 years and older and of diverse backgrounds in terms of skill set, culture and work experience and reflective of the communities we serve.

- Eight (8) shall be appointed by the Mayor of the City of Detroit.
- Two (2) persons shall be appointed by the Grosse Pointe Mayors
- One (1) person shall be appointed by the Mayor of Hamtramck
- One (1) person shall be appointed by the Mayor of the City of Highland Park, and
- One (1) shall be appointed by the Mayor of Harper Woods
- Up to Fourteen (14) Directors shall be selected by the Board of Directors of Detroit Area Agency on Aging, through a Board approved nomination process.

Except as provided otherwise in this Section 3, Directors shall be appointed for a term of three (3) years commencing on the date of the Annual meeting which shall be no later than March 1 of each year. Except in the event of their earlier resignation, removal, death or incapacity, shall serve until their successors are appointed and have qualified.

No individual shall be permitted to serve as a Director more than three consecutive three-year terms; provided, however, that if an individual is appointed to fill the balance of the unexpired term of a former Director, and there is less than twelve (12) months remaining in the unexpired term, such partial term shall not count as one of the three permitted terms. If appointed to fill an unexpired term of at least twelve (12) months or more, that partial term shall count towards one of the three year terms. Once an individual has served as a Director for

three consecutive three-year terms, that individual is ineligible for appointment or reappointment as a Director for a period of three (3) years, after which the individual shall again be eligible for appointment or reappointment as a Director in accordance with the provision of Article III. A Director who has reached the nine (9) year term limit, can be invited or appointed to any standing committee without violating these term limits. Notwithstanding the above, and consistent with Article III, Section 2, total time on the Board of Directors for Directors who serve as Officers should not exceed fifteen (15) years.

Section 4. Duties of the Members of the Board of Directors. Each Director shall have the following duties and responsibilities:

- a. Attend all Board Meetings and be prepared for each Board Meeting by reading all reports before the meeting. Excused absences are allowed in limited circumstances, but in-person attendance at the majority of Board Meetings (at least 80% of all Board Meetings) is expected consistent with the Open Meetings Act, Public Act 267 of 1976. Excessive excused absences may result in removal from the Board of Directors consistent with Section 7 below;
- b. Complete all state, federal and conflict paperwork upon request from DAAA (within 30 days);
- c. Join at least one committee or subcommittee
- d. Support DAAA's mission by fundraising, purchasing tickets to events or by volunteering

Section 5. Disqualification. Each of the following shall be disqualified from serving as a Director of the Corporation:

- a. any individual who is an employee, Officer, or governing body (e.g., board of directors) member of a service provider organization or entity who is applying to or currently receiving funding from the Corporation;
- b. any individual who has a financial interest in a service provider organization or whose immediate family member, live-in companion, or business associate has a financial interest in a service provider organization;
- c. any individual who is related, by blood or by marriage to, or is a live-in companion of, any Director or any member of the agency's executive leadership;
- d. any individual who is debarred, suspended, or otherwise excluded from participating in procurement activities or from programs and activities involving Federal financial and nonfinancial assistance and benefit, under the Federal Acquisition Requirement, regulations issued under Executive Order No. 12549, or under guidelines implementing Executive Order No. 12549;
- e. any individual who is an affiliate, as defined in the Federal Acquisition Regulation, of any individual who is debarred, suspended, or otherwise excluded from participating in procurement activities or from programs and activities involving Federal financial and nonfinancial assistance and benefit, under Federal Acquisition Requirement, regulations issued under Executive Order No. 12549, or under guidelines implementing Executive Order No. 12549; and
- f. any individual whose service as a Director of the Corporation would preclude the Corporation's participation in any federal or state health care program including, but not limited to, the Medicare or Medicaid programs.

- g. any individual who has been an employee (part-time, full-time and/or contractual) of the Detroit Area Agency on within the past five (5) years.

Section 6. Emeritus Status. Emeritus status may be conferred upon a post board member in recognition of distinguished service and consistent, exceptional dedication to the mission of Detroit Area Agency on Aging. An emeritus board member will have demonstrated outstanding personal commitment and long tenured service to preserving the DAAA and advancing its goals through extraordinary commitment, spirit and leadership. She or he serves with a voice but not a vote. The Board may not have more than four (4) Emeritus Board members at any given time that shall serve a term of ten (10) years. This ten (10) year term can be renewable.

Section 7. Resignation, Removal and Vacancies. A Director may resign by written notice to the Chairperson, President and Secretary of the Board of Directors. The resignation will be effective upon its receipt by the Chairperson, President and Secretary of the Board of Directors or a subsequent time as set forth in the notice of resignation. In addition to a violation of the provisions of Section 3 and 4 above, a Director may be removed, with cause, (such as three consecutive unexcused absences, excessive excused absences, or any act that puts the integrity of the Corporation and Board at risk) by the affirmative vote of a two-third majority of the quorum of the Directors then in office. If there are excessive unexcused absences of an appointed Director, written notification will be provided to the President/CEO and appointing Mayor, with such Director copied. Notice of removal shall be given to the Director being removed ten (10) days prior to a vote on removal to allow representation and rebuttal as to reasons for removal. This ten (10) day notice can be waived for any egregious act or anything that immediate action is required for. According to Article VI, a failure to complete an annual conflict of interest form within thirty (30) days of request by the Board of Directors may result in removal from the Board of Directors. Failure to complete an annual conflict of interest form to the Board of Directors within sixty (60) days of receipt SHALL result in removal from the Board of Directors. In rare circumstances, when in the best interest of the Corporation, will a disclosed conflict of interest be permitted by the Board of Directors. However, in no circumstance, will any Director be allowed to receive ANY financial gain, whether direct or indirect. If a Director has any financial gain, whether direct or indirect (meaning familial or household gain as well as individual or company gain), the Director shall immediately disclose said conflict. The Director then has the option of taking a temporary leave of absence, to resign from the Board of Directors, or will be subject to removal by the Board of Directors. If a vacancy has occurred among the Directors for any reason, the vacancy shall be filled on the basis set out in Section 3 above.

Section 8. General Powers as to Negotiable Paper. The Board of Directors may, from time to time, authorize the making, signature or endorsement of checks, drafts, notes and other negotiable paper or other instruments for the payment of money and designate the persons who will be authorized to make, sign or endorse the same on behalf of the Corporation. One Director or Officer cannot act in two separate roles for the purpose of this section. The President/CEO is authorized to implement all resolutions of the Board including the approved budget and to sign checks up to \$25,000 in the furtherance of the Corporation and its mission

without prior approval from the Board. Expenditures in excess of \$25,000 shall be brought to the Board's attention at the following Board Meeting for ratification.

Section 9. Powers as to Other Documents. All material contracts, conveyances and other instruments requiring Board signature may be executed on behalf of the Corporation by the Chairperson or any Vice Chairperson, and, if necessary, attested by the Secretary or the Treasurer pursuant to a vote of the Board of Directors.

Section 10. Compensation. Directors will serve without compensation but may be reimbursed for actual, reasonable and necessary expenses incurred by a Director in his or her capacity as a Director. All compensation for expenses over \$500 shall be approved by the Board of Directors.

Section 11. Parliamentary Authority. Any rules of parliamentary procedure not covered by these Bylaws shall be governed by the latest edition of Robert's Rules of Order.

ARTICLE II

Meetings

Section 1. Annual Meeting. The Annual Meeting of the Board of Directors of the Corporation will be held at the principal office of the Corporation on the 1st Monday of February of each year, or at any other time and place to be determined by the Directors but in any event not later than March 1 of every year, for the purpose of electing Directors and Officers for the ensuing year and for the transaction of other business properly brought before the meeting.

Section 2. Regular Meetings. Regular meetings of the Board of Directors will be held at a time and place determined by resolution of the Board. Public notice of all regular meetings shall (i) include the dates, times and places of regular meetings and (ii) be posted in the principle office of the Corporation within ten (10) days after the first meeting of the fiscal year. At least six (6) regular meetings of the Board must be held each year. All meetings will be conducted in accordance with the State Open Meetings Act, Public Act 267 of 1976.

Section 3. Special Meetings. Special meetings of the Board of Directors may be called by the Chairperson. Special meetings will be called by the Chairperson and/or Secretary at the direction of not less than five (5) Directors or as may otherwise be provided by law. Special meetings will be held at the principal office of the Corporation unless otherwise directed by the Chairperson or Secretary and stated in the notice of meeting. Public notice of special meetings stating the date, time and place of the meeting shall be posted in the principal office of the Corporation at least eighteen (18) hours before any special meeting. Any request for a meeting by the Directors must state the purpose or purposes of the proposed meeting and time and place of the meeting.

Section 4. Notice of Meeting. Except as otherwise provided by these Bylaws or by law, written notice containing the time and place of all Board Meetings will be given either personally, by mail or email to each Director not less than five (5) days before a regular meeting

and not less than three (3) days before a special meeting. Notice of regular and special meetings will state the purpose or purposes of the meeting and the business to be transacted. Attendance of a Director at a meeting constitutes a waiver of notice of the meeting, except where the Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. Public notice of all meetings will be posted in the principal office of the Corporation and any other locations the Board of Directors deems appropriate.

Section 5. Quorum and Voting. Except as otherwise provided in these Bylaws or by law, one-third of the Members of the Board of Directors then in office shall constitute a quorum. The vote of a majority of the Directors present at a meeting at which a quorum is present will constitute the action of the Board of Directors, unless the vote of a larger number is required by law or by other sections of these Bylaws. All meetings will be conducted in accordance with the State Open Meetings Act, Public Act 267 of 1976 meaning that in-person attendance is required for a Director to be counted for quorum purposes and to be able to vote. A Director can virtually access Board Meetings but will not be counted for purposes of a quorum and cannot vote on any matters before the Board. The public can attend virtually and be heard.

Section 6. Conduct at Meetings. Board Meetings will be presided over by the Chairperson, or, in the Chairperson's absence, by a Vice-Chairperson or someone chosen at the meeting. The Secretary of the Corporation shall record or cause minutes of the meeting to be recorded, or, in their absence, an assistant Secretary or a director chosen at the meeting will act as Secretary of the meeting. The Chairperson will serve as the designated parliamentarian for each meeting to ensure compliance with these Bylaws and the latest edition of Robert's Rules of Order as necessary.

Section 7. Action by Unanimous Written Consent. Any action required or permitted to be taken at an annual or special meeting of Directors may be taken without a meeting, without prior notice and without a vote, if, before or after the action, all of the Directors consent in writing to the action so taken. Written consents will be filed with the minutes of the proceedings of the Board of Directors.

Section 8. Virtual and Telephonic Access to Board Meetings. Anyone may access a Board Meeting via (i) online two-way communication in a format utilized by the Board of Directors or the Corporation (Zoom etc.), (ii) conference telephone, or (iii) another similar communications system by which all persons can communicate with each other, provided that, participants are advised of the communications system being used prior to the Board Meeting and the names of the participants are visible to all participants. Accessing a Board Meeting pursuant to this section does not constitute in-person attendance for any Director unless a statutory exemption to the in-person requirement under the State Open Meetings Act, Public Act 267 of 1976 exists. Pursuant to Section 5 herein, in-person attendance is required to be counted for quorum purposes and to be able to vote. A Director may virtually access a Board Meeting but will not be counted for purposes of a quorum and cannot vote on any matters before the Board. The public may virtually attend Board Meetings and the Corporation will ensure two-way communication options are available for virtual attendees.

Section 9. Public Notice of Virtual Meetings. Pursuant to Section 4 herein, the Corporation may provide electronic notice of all Board Meetings in a manner deemed appropriate by the Directors. Such notice may be provided via digital newsletters or on the Corporation's website.

ARTICLE III

Officers

Section 1. Election or Appointment. The Board of Directors will elect a Chairperson, a Secretary and a Treasurer of the Corporation and may elect one or more Vice Chairpersons, Assistant Secretaries and Assistant Treasurers, each an Officer. The same person may hold any two or more offices, with the exception of Chairperson, President/CEO/and Treasurer, but no Officer may execute, acknowledge or verify any instrument in more than one capacity. The Directors may also appoint any other Officers and agents as they deem necessary for accomplishing the purposes of the Corporation. The Board of Directors shall also appoint a President /CEO.

Section 2. Term of Office. The term of office of all Officers, except the President/CEO, will commence upon election or appointment. Officers will be elected for a two (2) year term for a maximum of three (3) terms for a total of six (6) years serving as an Officer in the any Officer position. An individual must be a Director for one term prior to being considered for an Officer position. Total time on the Board of Directors including position of an Officer should not exceed fifteen (15) years or until their respective successors are chosen or until their resignation or removal. Any Officer may be removed from office at any meeting of the Directors, with cause, by the affirmative vote of a two-thirds majority of the quorum then in office, whenever in their reasonable judgment the best interest of the Corporation will be served, except that the President/CEO may be removed only as provided in his or her contract with the Corporation.

An Officer may resign by written notice to the Chairperson, President/CEO and Secretary of the Corporation. The resignation will be effective upon its receipt by the Corporation or at a subsequent time specified in the notice of the resignation.

Section 3. The Chairperson. The Chairperson will preside over the Board of Directors and other related meetings and will see that all orders and resolutions of the Board of Directors are carried into effect.

Section 4. Vice Chairpersons. The First or Second Vice Chairperson, in successive order, shall, in the absence or disability of the Chairperson, perform the duties and exercise the powers of the Chairperson and perform such other duties as the Board of Directors shall prescribe.

Section 5. President/CEO. The President shall be the Chief Executive Officer (CEO) of the Corporation and shall be solely responsible for the administration of programs and

services, and for implementing and taking all action necessary or desirable for operating the Corporation's programs and services. The President/ CEO shall be accountable only to the Board of Directors. The President/ CEO shall have the general authority to take any action necessary to carry out the responsibilities delegated to him or her by the Board of Directors within the framework of the policies, programs and budget approved by the Board of Directors. The President/ CEO may execute all authorized conveyances, contracts and other obligations in the name of the Corporation, except when signing and execution is required by law or resolution of the Board of Directors to be performed by another person. The President/CEO shall present an annual report of the results of the Corporation's activities for the prior year to the Board of Directors at the Annual Meeting. The compensation and fringe benefits packet of the President/ CEO shall be determined by the Board of Directors.

Section 6. The Secretary. The Secretary will attend all Board Meetings and record or cause to be recorded the minutes of all proceedings in a book to be kept for that purpose. The Secretary will give or cause to be given notice of all Board Meetings for which notice may be required and will perform any other duties prescribed by the Directors. The Secretary shall keep all records in a place designated for Board records and shall transfer over to the incoming Secretary upon expiration of their term all records etc. in their possession. Secretary will also be responsible for sending out annual report to the appointing authorities.

Section 7. The Treasurer. The Treasurer will oversee the financial activities of the Corporation. The Treasurer will perform all duties incident to the office of Treasurer and other administrative duties as may be prescribed by the Board of Directors. All books, papers, vouchers, money and other property of whatever kind belonging to the Corporation which are in the Treasurer's possession or under his or her control will be returned to the Corporation at the time of his or her expiration of term, death, resignation or removal from office. (Administrative or substantial financial background to be considered for Treasurer).

Section 8. Assistant Secretaries and Assistant Treasurers. An Assistant Secretary and an Assistant Treasurer, respectively in the absence of the Secretary or Treasurer, as the case may be, will perform the duties and exercise the powers of the Secretary or Treasurer and will perform any other duties prescribed by the Board of Directors.

ARTICLE IV

Committees

Section 1. Creation of Committees. The Board of Directors may establish such standing or ad hoc committees from time to time as it shall deem appropriate to conduct the activities of the Corporation, and shall define the powers and responsibilities of such committees.

Section 2. Standing Committees. The Board of Directors shall designate the following Standing Committees, which shall consist of at least the minimum number of Directors set out below for each Committee and such other persons as the Board may determine from time to time. In addition, the President/ CEO shall assign one or more Corporation staff member(s) to

support each standing committee. In addition to those set out below, each Standing Committee shall have such authority and duties as the Board may determine from time to time. Unless the Board of Directors provides otherwise, each Standing Committee shall report to the Board of Directors. Any committee can meet jointly with another committee or subcommittee for effectiveness and efficiency.

- (a) Executive Committee. The Executive Committee shall consist of the Officers and the chairpersons of all Standing Committees who are Members of the Board of Directors. The Executive Committee, subject to those limitations as may be required by law or imposed by resolution of the Board of Directors, shall annually review these Bylaws and may exercise all powers and authority of the Board of Directors in the management of the business and affairs of the Corporation between Board Meetings, pursuant to what the Board of Directors has voted, except that the Executive Committee will not have power or authority to:
 - (i) Amend the Articles of Incorporation;
 - (ii) Adopt an agreement of merger or consolidation;
 - (iii) Approve the sale, lease or exchange of all or substantially all of the Corporation's property and assets;
 - (iv) Approve the dissolution of the Corporation or a revocation of dissolution;
 - (v) Fill vacancies on the Board; or
 - (vi) Determine stipend level of the Directors for serving on the Board or on a committee.

- (b) Finance Committee. The Finance Committee shall consist of at least three (3) Directors and be chaired by the Treasurer. The Finance Committee shall oversee all aspects of the Corporation's finances. It shall provide monthly reports to the Board of Directors with such substance and form as the Board may require. The Finance Committee shall act as an audit committee for purposes of reviewing reports from the Corporation's outside auditors. The Finance Committee shall provide oversight for the development and maintenance of a diversified funding stream for the Corporation, including grants, endowments and donations among others, to cover program and general and administrative costs of the organization and to provide for future endeavors.

- (c) Long-Range Planning Committee. The Long-Range Planning Committee shall consist of at least four (4) Directors. The Long-Range Planning Committee shall support the evaluation of the Corporation's Annual Plan, shall conduct and participate in public hearings on the Plan, and shall recommend the Plan, including any amendments, to the Board of Directors for approval. The committee

shall also assist in the development and implementation of the Corporations strategic plan.

- (f) Grant and Contract Review Committee. The Grant and Contract Review Committee shall consist of at least four (4) Directors and shall be responsible for supporting and overseeing the establishment and implementation of a system to review proposed programs and fund allocations, service contracts and shall make recommendations to the Board of Directors for annual funding allocations.
- (g) Quality Improvement and Compliance Committee. The Quality Improvement and Compliance Committee shall consist of at least three (3) Directors and shall be responsible for providing guidance and recommendations for: (i) developing and evaluating the Corporation's quality initiatives; (ii) developing accreditation compliance and oversight; (iii) reviewing Board performance; (iv) providing oversight for the development/implementation of the organization's compliance program; and (iv) reviewing possible conflicts of interest and making recommendations to the Board of Directors. The Quality Improvement and Compliance Committee shall provide oversight for the development of code of ethics standards for the Corporation which are applicable to all employees, the Board of Directors, the Advisory Council and volunteers in accordance with MCLA 400.584, Section 4(2)(a)-(c) of the Older Michiganians Act (P.A. 180 of 1981). Additionally, this committee will investigate/act on allegations of violations of the organization's code of ethics and compliance program and make recommendations to the Board of Directors.
- (h) Long Term Care Committee. The Long Term Care Committee shall consist of at least four (4) Directors and be responsible for providing oversight and strategic insight on Medicaid and Medicare managed long term care services and support activities.
- (i) Governance Committee. The Governance Committee shall consist of at least three (3) Directors to oversee a screening process to identify potential Directors as well as members of the Advisory Council. The Governance Committee shall:
 - i. Oversee an onboarding process after selection by the Board of Directors; and
 - ii. Conduct an annual self-assessment and skills inventory.
- (j) Diversity, Equity and Inclusion Committee. The Diversity, Equity and Inclusion Committee shall consist of at least three (3) Directors and shall oversee and assist in the development of policies and actions which will promote a just and fair workplace for our staff, vendors, clients, volunteers and stakeholders, eliminating all discriminatory practices such as racism, ageism, sexism and genderism.
- (k) Information Technology Committee. The Information Technology Committee shall consist of at least three (3) Directors and advises and consult with the

President/CEO and the Chief Information Officer concerning topics of relevance to the impact and use of information technology at the Corporation.

- (l) Ad hoc Committees. The Board can create other ad hoc committees such as Public Policy, Human Resource, Nominating, Bylaws, Board Development, Evaluation of President/CEO along with other committees deemed necessary by the full board.

Section 3. Committee Procedure. All committees, and each member thereof, will serve at the pleasure of the Board of Directors. It shall be the function of committees to advise, and make non-binding recommendations to, the Board of Directors. No action by any committee or subcommittee shall be binding upon, or constitute the decision or policy of, the Corporation, unless and until it shall have been approved and ratified by the Board of Directors. The Board of Directors will have the power at any time to increase or decrease the number of members of any committee or subcommittee, to fill vacancies thereon, to change any member thereof, and to change the functions or terminate the existence of any committee. Regular or special meetings of any committee or subcommittee may be held in the same manner provided in these Bylaws for regular or special meetings of the Board of Directors, and a majority of any committee or subcommittee will constitute a quorum at the Board Meeting. The vote of a majority of the committee or subcommittee members present at any meeting at which there is a quorum shall be the act of the committee or subcommittee, unless the vote of a larger number is required by law or by other sections of these Bylaws. Minutes shall be recorded at each committee and subcommittee meeting and shall be presented to the Board, or, in the case of a subcommittee, the committee from which it was appointed, along with written reports as required.

Section 4. Advisory Council. The Board of Directors shall establish an Advisory Council, which shall consist of such number of members as the Board may deem appropriate from time to time. To ensure that those persons receiving benefits from the Corporation's programs, as well as representatives from the broader community at large, have an opportunity for direct involvement in the development of such programs, the Advisory Council shall advise the Board on all matters relating to the identification of needs and development of the Corporation's Area Plan but shall have no Board voting rights. Based on recommendations made by the President & CEO, all members of the Advisory Council, including the selection of its chairperson and the filling of any vacancies, shall be appointed by the Chairperson and shall serve for a two year term. A majority of the Advisory Council members shall be age 55 or older. The Board shall assign at least one Director to serve on the Advisory Council. The Chairperson may assign one or more Directors, who are not members, to attend meetings of the Advisory Council. The Advisory Council shall have such additional duties as may be prescribed from time to time by the Board of Directors. The Advisory Council shall meet no less than six (6) times each year. Minutes shall be recorded at each Advisory Council meeting and shall be presented to the Board along with written reports from the Advisory Council chairperson as directed.

ARTICLE V

Indemnification

Section 1. Indemnification. The Corporation will, to the fullest extent now or hereafter permitted by law, indemnify any Director or Officer of the Corporation and, to the extent provided in a resolution of the Board of Directors or by contract, may indemnify any volunteer, employee or agent of the Corporation who was or is a party to or threatened to be made a party to any threatened, pending, or completed action, suit or proceeding by reason of the fact that the person is or was a Director, Officer, volunteer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, Officer, partner, volunteer, employee or agent of another corporation, partnership, joint venture, trust or other entity, whether for profit or not for profit, against expenses including attorneys' fees (which expenses may be paid by the Corporation in advance of a final disposition of the action, suit or proceeding as provided by law), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with the action, suit or proceeding if the person acted (or refrained from acting) in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe his or her conduct was unlawful. Any and all actions that the Corporation, as determined by a majority of the Board of Directors, deems malicious, grossly negligent or not in the best interests of the Corporation, shall not be indemnified by the Corporation, and the Corporation reserves its right to bring any action in law or equity as a result of such actions.

Section 2. Rights to Continue. This indemnification will continue as to a person who has ceased to be a Director or Officer of the Corporation for ten (10) years or longer if the suit or action is legally brought outside of this ten (10) year limit. Indemnification may continue as to a person who has ceased to be a volunteer, employee or agent of the Corporation to the extent provided in a resolution of the Board of Directors or in any contract between the Corporation and the person. Any indemnification of a person who was entitled to indemnification after such person ceased to be a Director, Officer, volunteer, employee or agent of the Corporation will inure to the benefit of the heirs and personal representatives of that person. The Corporation shall maintain Directors & Officers liability insurance.

ARTICLE VI

Conflicts of Interest

Section 1. Disclosure. When a Director or an Officer is affiliated with an organization seeking to provide services or facilities to the Corporation, or when a Director or Officer has any duality of interest or possible conflict of interest, real or apparent, such affiliation or conflict of interest should be disclosed to the Board of Directors and made a matter of record, as soon as the possible conflict of interest is known, either when the interest becomes a matter of Board action or as part of a periodic procedure to be established by the Board. An affiliation with an organization will be considered to exist when a Director or Officer or a member of his or her immediate family or close relative is an Officer, director, trustee, partner, employee or agent of the organization, has any other substantial interest or dealings with the organization or potential dealings with the Corporation or interest in programs or any affiliations with the Corporation.

All Directors have a duty to complete a conflict of interest statement annually AND again immediately when a conflict arises. Failure to complete an annual conflict of interest form or any other paperwork or questionnaire requested by the state or federal government within thirty (30) days of request by the Board may result in removal from the Board. Failure to complete an annual conflict of interest form to the Board within sixty (60) days of receipt SHALL result in removal from the Board. In rare circumstances, when in the best interest of the Corporation, will a disclosed conflict of interest be permitted by the Board of Directors. However, in no circumstance, will any Director be allowed to receive ANY financial gain, whether direct or indirect. If a Director has any financial gain, whether direct or indirect (meaning familial or household gain as well as individual or company gain), the Director shall immediately disclose said conflict. The Director then has the option of taking a temporary leave of absence, to resign from the Board, or will be subject to removal by the Board.

Section 2. Voting. In the rare circumstance that a disclosed conflict is permitted by the Board, any Director or Officer having a duality of interest or possible conflict of interest on any matter should not vote or use his or her personal influence on the matter, and should not be counted in determining a quorum for the meeting at which the matter is voted upon, even though permitted by law. The minutes of the meeting should reflect that the disclosure was made, that the interested Director abstained from voting, that his or her presence was not counted in determining a quorum, and that comparability data was considered.

Section 3. Statement of Position/Contracting. The foregoing requirements should not be construed to prevent a Director or Officer from stating his or her position on the matter under consideration, nor from answering questions of other Directors relating to the matter.

ARTICLE VII

Miscellaneous

Section 1. Fiscal Year. The fiscal year of the Corporation shall be as determined by the Board of Directors from time to time and is currently October 1 through September 30.

Section 2. Amendments. These Bylaws may be amended or repealed by the affirmative vote of two-thirds of the Directors of the Corporation then in office, provided that a proposal for amendment or repeal be contained in a written notice delivered not less than seven (7) days prior to the meeting at which the proposed amendment or repeal is considered.

The above Amended and Restated Bylaws of the Corporation were adopted by the Board effective as of October 23, 2023