



VDA WEEKLY E-MAILING

September 17, 2013

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ACL Weekly Update

Here is a link to the weekly Administration for Community Living (ACL) update:

<http://www.acl.gov/NewsRoom/eNewsletter/CurrentNewsLetter.pdf>

NASUAD Weekly Update

Here is a link to the weekly National Association of States United for Aging and Disabilities (NASUAD) update where you can sign up or view the current and archived editions:

http://www.nasud.org/newsroom/friday_updates/friday_updates.html

Disability Employment Awareness Month Proclamation

Tim Catherman, Director Aging Operations

[See attachment](#)

Institute for Innovations in Caregiving Press Release

Charlotte Arbogast, Dementia Services Coordinator

Updated press release, [see attachment](#)

Note: The web links in this document may change over time. DARS-VDA does not attempt to refresh the links once the week has passed. However, this document is maintained on the web for a period of time as a reference. Some links may require registration.

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VCHI News: September 2013

James A. Rothrock, Commissioner

Here is a link to the September Virginia Health Innovation Network news:

<http://us4.campaign-archive1.com/?u=d50d336cda4062079a860f17e&id=12c0e1175e&e=91b7e098ff>

Live Long and Strong: Celebrating Aging and Minority Women's Health

James A Rothrock, Commissioner

Good Morning All: Please distribute to your aging network.

Save the Date!

The U.S. Department of Health and Human Services (HHS) Administration for Community Living, in collaboration with the Office of Minority Health and Office on Women's Health in Regions I, II, and III will be co-hosting the webinar, *LIVE LONG AND STRONG: Celebrating Aging and Minority Women's Health*.

This webinar is an opportunity to share information on the benefits of two national policies promoting public health and healthcare services – the Affordable Care Act and the enhanced Culturally and Linguistically Appropriate Services (CLAS) Standards. We also will have an expert panel to share promising practices promoting health, wellness and resiliency for women over 55.

DATE: FRIDAY, OCTOBER 4TH, 2013

TIME: 9AM-12PM ET

Who Should Attend:

Federal, State and local government partners, State Agency on Aging Directors, community-based health and social services program staff, public health professionals and others working in programs addressing aging women's health and minority health issues.

Sample AAA Bylaws

Tim Catherman, Director Aging Operations

The bylaws of several AAAs and other organizations were reviewed. Most agencies had a good sequence in the Articles: Name, Purpose and Scope, Powers and Authority, Membership, Officers,



Meetings, Committees, Advisory Council, and Amendments. Some were more detailed than others.

[Attached](#) is a complete bylaw template. Please consider adopting sections of the attached when revising your agency's bylaws. Some of the best practices noted included:

- Board meets at least 6 times a year.
- Reference that regular and special meetings shall be open to the public under the Freedom of Information Act.
- Advisory Council responsibilities identified.
- Chair of the Advisory Council is an ex officio, non-voting member of the governing board.
- Committees have clearly defined responsibilities.
- Secretary shall maintain a list of all board members and contact information.
- Treasurer makes regular financial reports to the board.
- The development of Board Policy Manual.

The bylaw template will be posted in Microsoft Word on the VDA website under [AAA Leadership Guidance](#).

Stakeholder Survey, Funds, SPED Resource, more
James Rothrock, Commissioner

Survey Now Open: Your Opinion Counts!

It's that time of year again...the Virginia Board for People with Disabilities wants to hear from you! If you are a person with a disability, a family member, a concerned citizen, a care provider, or a policymaker, we need your help.

Our annual Consumer Satisfaction & Stakeholder Feedback Survey tells us (and our funding authorities) how we're doing, so please take 10-15 minutes to complete the [online survey](#).



The survey will close September 30, so why wait? If you need assistance call 804.786.0016 and someone can help you.



Up to \$3,000 Available for Individuals, Families on Wait Lists

The Individual & Family Support Program (IFSP) is designed to assist people on the waiting list for intellectual disability (ID) or developmental disability (DD) Medicaid waivers. Applications for IFSP are reviewed on individual need and approvals are based on documentation provided by applicants and their families. Those accepted can receive up to \$3,000 per year in funding for items and services approved by DBHDS.

[Download the paper](#) application and learn more about this opportunity. Hurry—funds are on a first-come first-served basis, and the program has just reopened this week. Don't delay!

One Click for Hundreds of Special Education Resources

[Virginia Family Special Education Connection](#) is a new website dedicated to providing comprehensive information on special education issues, practices and services to Virginia families who have children with disabilities.

This resource was developed by VDOE, in collaboration with the [Helen A. Kellar Institute for Human Disabilities](#) at George Mason University.



VIRGINIA FAMILY
SPECIAL EDUCATION CONNECTION

It features guides for teachers, parent information, and links to federal & state laws. Check out the sections on assistive technology and transitions (from early childhood to high school and beyond) for tips, resources, and web links.

VOPA Transitions to Non-Profit Status on October 1

Effective October 1, the disAbility Law Center of Virginia (dLCV) will take over the duties of the protection and advocacy system for persons with disabilities in the Commonwealth of Virginia. These duties have been provided by the Virginia Office for Protection and Advocacy (VOPA). VOPA staff will transition to the new dLCV which is a private, non-profit agency.

VOPA email addresses will no longer be active as of October 1. The new email addresses will follow the same format, but have a dLCV.org extension. Further information can be found at www.dLCV.org. The organization's toll-free number will remain the same: 800.552.3962.



CERTIFICATE of RECOGNITION

By virtue of the authority vested by the Constitution in the Governor of the Commonwealth of Virginia, there is hereby officially recognized:

DISABILITY EMPLOYMENT AWARENESS MONTH

WHEREAS, out of 3.6 million Virginia residents who are employed, more than 153,000 Virginians with disabilities are employed, and these numbers indicate an under representation of people with disabilities among the gainfully employed; and

WHEREAS, approximately one in five Virginians will have a disability at some point in their lifetime, and it is the responsibility of the citizens of our Commonwealth to encourage these individuals, including our wounded soldiers, to participate fully and equally in the social and economic life of the Commonwealth; and

WHEREAS, Executive Order No. 55 was signed November 16, 2012 to call upon relevant state agencies to work together in order to better promote the value and benefit of employing individuals with disabilities; and

WHEREAS, employers can enhance their businesses and workplaces by creating career opportunities and hiring qualified individuals with disabilities and providing a true "Commonwealth of Opportunity" for all; and

WHEREAS, the U.S. Department of Labor's theme for this year's national observance: "Because We Are EQUAL to the Task" reflects the reality that people with disabilities have the education, training, experience and desire to be successful in the workplace; and

WHEREAS, Virginians are encouraged to participate fully and equally in the social and economic life of the Commonwealth and to engage in remunerative employment;

NOW, THEREFORE, I, Robert F. McDonnell, do hereby recognize October 2013 as **DISABILITY EMPLOYMENT AWARENESS MONTH** in our **COMMONWEALTH OF VIRGINIA**, and I call this observance to the attention of all our citizens.




Governor


Secretary of the Commonwealth



FOR IMMEDIATE RELEASE

Contact: Kim Tarantino
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Innovative Resource To Improve Health and Wellness of Family Caregivers

VIRGINIA: SeniorNavigator is pleased to announce receipt of a grant that will enable the organization to lead the development of a new *Institute for Innovations in Caregiving*. The Institute will develop innovations – leveraging best practices and technology to improve the physical and emotional health of family caregivers – while strengthening their caregiving capacity and well-being.

SeniorNavigator, a statewide non-profit, provides free health and community support information and guidance to older adults, family caregivers, and health care professionals, supporting independence, dignity, and quality of life. Designed as an award-winning service model combining information technology with community-building, SeniorNavigator offers a ‘high-tech’ and ‘high-touch’ approach to healthy lifestyle and long term care support. Seniors, caregivers, and adults with disabilities can find vital services and information through its websites at SeniorNavigator.org and disAbilityNavigator.org.

Funded by a private foundation that wishes to remain anonymous, the objective of *The Institute for Innovations in Caregiving* is to preserve and improve the wellness of family caregivers, with a special focus on the Alzheimer’s caregiver. The Institute’s ultimate goal is to improve caregivers’ self-care and their ability to manage emotional stressors and tough decisions while bolstering their access to the latest technologies and community resources.

“It is our goal to provide tools and a sense of hope to family caregivers who face many difficult challenges—not only in caring for their loved ones, but in caring for themselves,” said The Honorable John H. Hager, chairman of the board of directors, SeniorNavigator. “This Institute will play a crucial role

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in pulling together the most passionate and knowledgeable advocates and service providers in the areas of caregiving and Alzheimer's to implement state-of-the art initiatives and, ultimately, lighten the load for caregivers.”

The Institute for Innovations in Caregiving will bring together partners – forming an Advisory Council* to facilitate out-of-the-box collaboration among Virginia's academic programs in aging as well as key statewide service providers. This Council will serve as the backbone of the Institute and its activities offering unique peer-to-peer connections – fostering new thinking and practices that might not otherwise be created.

This Virginia-based Institute will be an arm of SeniorNavigator with project management by its staff under the leadership of Adrienne Johnson, executive director. Two national experts in the aging field, Dr. Richard W. Lindsay, Professor Emeritus of Internal Medicine and Family Medicine at the University of Virginia Health Sciences Center and founder and former Head of the Division of Geriatric Medicine at the University of Virginia and Gordon Walker, retired CEO of the Jefferson Area Board for Aging (JABA), will serve as Institute consultants.

The Institute for Innovations in Caregiving website recently launched (www.CaregivingInnovations.org) with ongoing work and activities and a planned App contest in partnership with Virginia's colleges and universities.

For more information about *The Institute for Innovations in Caregiving* contact SeniorNavigator at (804) 525-7728; toll-free 866-393-0957 or via email info@SeniorNavigator.org

*The Institute for Innovations in Caregiving Advisory Council is comprised of an elite group of professionals from the following Virginia-based organizations and institutions:

- Alzheimer's Association of Central and Western Virginia
- Beard Center on Aging, Lynchburg College
- Carilion Center for Healthy Aging
- George Mason University (GMU), College of Health and Human Services
- James Madison University (JMU), College of Health and Behavioral Studies
- Leaders Engaged on Alzheimer's Disease (LEAD) Coalition
- The LeadingAge Center for Aging Services Technologies (CAST)
- Riverside Center for Excellence in Aging and Lifelong Health (CEALH)
- Riverside Health System
- University of Virginia (UVA)

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- University of Virginia Health System
- Virginia Assistive Technology System (VATS)
- Virginia Caregiver Coalition (VCC)
- Virginia Center on Aging (VCoA)
- Virginia Commonwealth University (VCU), Department of Gerontology
- Virginia Community College System
- Virginia Department for Aging and Rehabilitative Services (DARS)
- Virginia Tech Center for Gerontology

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SeniorNavigator, a statewide non-profit, provides free health and community support information and guidance to seniors, caregivers and adults with disabilities—supporting independence, dignity and quality of life by providing access to vital services.

BYLAWS
OF
VIRGINIA AREA AGENCY ON AGING, INC.

ARTICLE I – CORPORATION NAME AND FUNCTIONS

Section 1: Name

The name of the corporation shall be Virginia Area Agency on Aging, Inc. (the Agency). The corporation shall continuously maintain in the Commonwealth of Virginia a registered office and a registered agent. The Agency is a tax-exempt 501(C)(3), non-profit organization.

The principal office of the Agency shall be located within the boundaries of Planning District ____ which is comprised of _____, _____, _____, _____, _____, _____ and _____.

Section 2: Purpose and Objectives

The agency shall:

- a) promote the general welfare and serve as an advocate for the aging population in the area of Planning District ____;
- b) identify unmet needs and problems of older individuals, and seek means to alleviate them;
- c) work cooperatively with other agencies, organizations, institutions, groups and individuals to achieve common objectives for older citizens;
- d) provide information about aging and the aging population and about resources available to older individuals and adults with disabilities and those who serve the needs of the elderly;
- e) serve as a planning, coordinating, implementing and evaluating center for cooperative efforts on behalf of the area's elderly in accordance with provisions of the Older Americans Act of 1965, as amended;
- f) advocate for maximum independence in a home environment for older persons capable of self-care with appropriate home and community based services including caregiver support;
- g) seek to eliminate individual and social barriers to economic and personal independence for older persons; and
- h) promote a continuum of care for the frail and impaired.

ARTICLE II – BOARD OF DIRECTORS

Section 1: General Powers – The affairs of the Agency shall be governed by a Board of Directors
(the Board).

VIRGINIA AREA AGENCY ON AGING BYLAWS

Section 2: Principal Responsibilities of the Board of Directors – The Board of Directors is the principal policy-making unit of the Agency. The Board is autonomous, bound only by its legal responsibilities under the Agency’s charter, the bylaws and by its contractual agreements with governmental and private agencies. The role of the Board is that of policy-making and general oversight of the operation of the Agency with responsibility to:

- develop an Area Plan for aging services in Planning District __;
- identify the needs of the older individuals in Planning District __;
- establish long-range goals for meeting the needs of the older individuals;
- formulate short-range objectives for programs to be conducted in Planning District __;
- approve overall plans for carrying out the objectives;
- inform the local planning and governing bodies and the general public of issues concerning older individuals;
- assure Agency’s adherence to legal accountability and sound financial management procedures;
- employ an Executive Director and approve such other positions as are judged necessary for the effective and efficient implementation of the Agency’s operations; and
- enforce compliance with approved board policies.

Section 3: Number of Directors and Tenure – There shall be no less than one Director per jurisdiction (*if 6 or fewer jurisdictions may need two*) and no more than two (*may need three*) Directors per jurisdiction and one ex officio, non-voting member. Each Director shall hold office for a term of three (3) years. No Director shall serve for more than two (2) consecutive three (3) year terms. Time served by a Director in completion of an unexpired term prior to election to a full three-year term shall not be counted. However, no Director shall serve for a continuous period of more than nine years. No individual who has served for two three-year terms as a Director may be reappointed or reelected unless one year has elapsed since the date of most recent service (One-Year Rule). If imposition of the one-year rule would, in the opinion of the majority of the Board, adversely affect the Board’s composition, the Board may waive such rule for a particular Board director of directors (Rotation Rule).

Section 4: Composition of the Board – The prescribed number of directors shall be maintained according to the following distribution:

Appointments by Governing Authorities – The governing body of each of the jurisdictions shall appoint one director. Should any appointing authority fail within sixty (60) days to appoint a Director, the nominating committee shall recommend a qualified candidate from the jurisdiction for appointment from the locality to represent the jurisdiction on the Board of Directors. This recommendation is still subject to the approval of the governing body of the jurisdiction; and

Chair of the Advisory Council – ex officio, non-voting member.

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Section 5: Rotation of Service – Terms of the Directors shall be set so that one third (three to five) of the terms shall expire on June 30th of each year, unless the Rotation Rule under Section 3 shall be invoked by majority vote of the Board.

Section 6: Vacancies on the Board – Vacancies on the Board resulting in unexpired terms of office shall be filled by the jurisdiction's governing body.

Section 7: Conflict of Interest – Board directors who have a direct personal interest in the outcome of any contract, transaction or other matter coming before the Board shall comply with the provisions of the Conflict of Interest Policy for the Agency.

Section 8: Regular Meetings – The Board shall meet in regular session at least six (6) times a year. A five (5) days notice for each meeting shall be sent by email or other means as determined by the Board. All meetings shall comply with the Virginia Freedom of Information Act (Virginia Code §2.2-3700 et. al.).

Section 9: Special Meetings – Special meetings of the Board may be called by or at the request of the Chair, or at the request of four of the Directors. Such persons authorized to call special meetings may establish the time and place of said meetings. Prior written notice of a special meeting of the Board shall be given at least three (3) days previous thereto to each Director and shall specify the purpose of said meeting. All meetings shall comply with the Virginia Freedom of Information Act (Virginia Code §2.2-3700 et. al.).

Section 10: Quorum – A majority of the Directors appointed to the Board shall constitute a quorum to transact business at any meeting of the Board. In no case shall a quorum consist of less than five (5) Directors.

Section 11: Majority – The action of a majority of the Directors present at any duly called meeting at which a quorum is present shall be the action of the Board.

Section 12: Voting – Each voting member shall have one (1) vote. Voting by proxy is not allowed.

Section 13: Compensation – Directors shall not receive any salaries or compensation for their services as Directors provided, however, that Directors may be reimbursed for prior authorized expenses incurred on official business of the Agency.

Section 14: Attendance – Upon the failure of Director to attend three (3) consecutive meetings, the Board, by majority vote, may, without notice, remove that member.

Section 15: Removal from Office – The Board may request replacement of appointed Directors for failure to perform duties. Once the Board takes action to request the removal of a Director, the nominating committee shall recommend a qualified candidate from the jurisdiction for appointment by the locality to represent the jurisdiction on the Board of Directors.

VIRGINIA AREA AGENCY ON AGING BYLAWS

Section 16: Parliamentary Procedure – The latest published revision of Robert’s Rules of Order shall govern the meetings of the Board in all cases in which they are applicable.

Section 17: Meetings Open to the Public – Regular and special meetings shall be open to the public and the media. The Board may close a meeting to public participation only in accord with applicable areas of the Virginia Freedom of Information Act (Virginia Code §2.2-3700 et. al.).

ARTICLE III – OFFICIALS OF THE CORPORATION

Section 1: Officers of the Agency shall be a Chairman, a Vice Chair, a Secretary and a Treasurer. The Board shall elect said officers and may elect or appoint other officers.

Section 2: Election and Term of Office – The slate of officers shall be presented by the Nominating Committee to the Board in March, voted on in May, and take office July 1. If there is more than one nominee for the same office, election shall be by secret ballot. Officers of the Board shall serve for a two-year term. No person shall be eligible for election to the same office for more than two (2) consecutive terms and shall serve without financial compensation. Officers may be removed by the Board for failure to perform their respective duties.

Section 3: Vacancies – A vacancy in any office shall be filled by an appointment of Board Chair until the Nominating Committee makes its recommendation for a vote by the Board.

Section 4: Chair – The Chair shall preside at all meetings of the Board of Directors, shall sign contracts, deeds and other instruments of the corporation, and perform all such other duties incident to the office as are properly required by the Board.

Section 5: Vice Chair – The Vice Chair shall exercise in the absence of the Chair all of the functions assigned to the Chair.

Section 6: Secretary – The Secretary shall work with staff to issue notice of meetings and authenticate minutes of meetings of the Board. The Secretary shall affirm the Board approved minutes with a signature. The Secretary shall have charge of the corporate seal, and when required, affix the corporate seal. The Secretary shall maintain a list of all Directors and contact information.

Section 7: Treasurer – The Treasurer shall make regular financial reports to the Board, receive the annual audit for the Board, and sign financial authorizations on behalf of the Board.

Section 8: Committees of the Board – Committee chair and directors shall be appointed by the Chair and confirmed by the Board. The Executive Committee, Program and Development Committee, Finance Committee, Personnel Committee and Nominating

VIRGINIA AREA AGENCY ON AGING BYLAWS

Committees shall consist of only Directors. Ad Hoc Committees may include non-board members to participate in committee meetings and other committee activities as non-voting members. The Chair of the Board shall serve as an ex officio, non-voting member on all committees except the Executive Committee.

- A. Executive Committee – The Executive Committee shall be composed of the officers named in Section 4 through Section 7 above, the chair of standing committees (listed in Section 8, item B through item E), and the immediate past chair should this individual still be a member of the Board. The Executive Committee shall meet on the call of the Chair or Vice Chair in the absence of the Chair. The Executive Committee shall conduct the necessary affairs of the Board between its regular meetings, hear appropriate reports and offer recommendations to the full Board, conduct initial interview of applicants for the position of Executive Director, and conduct annual reviews of the Executive Director’s performance. Executive Committee minutes shall be recorded and distributed and shall be subject to review and approval at the next meeting of the Board. All meetings of this committee shall comply with the Virginia Freedom of Information Act (Virginia Code §2.2-3700 et. al.).
- B. Program and Development Committee – The Program and Development Committee shall work with the Executive Director and the Board of Directors to develop future directions and goals for the Agency to assure continued quality service to older adults in the community while maintaining fiscal responsibility. This committee shall also be responsible for recognizing, identifying, and bringing to the attention of the Board of Directors issues affecting older adults in Planning District ___. The committee’s duties include:
- participate in the long range planning process focusing on client needs and advise the Executive Director on its Area Plan submission to the Department for Aging and Rehabilitative Services;
 - evaluate all contracts for programs and make recommendations to improve program outcomes;
 - develop Requests for Proposals (RFPs) in compliance with the Procurement Policy Manual, for the Agency, when necessary or required by law;
 - review all external program reviews/monitoring reports performed, and report to the Board of Directors;
 - review at least annually issues presented by the Advisory Council, and the Board of Directors and make recommendations to the Board for their support and action; and
 - evaluate other local, state, or federal public programs impacting the elderly and make recommendations for better coordination of services to the Board.
- C. Finance Committee – This committee shall be accountable to the Board for planning and overseeing the financial affairs of the Agency. The Committee shall be chaired by the Treasurer. The Committee shall work with the Executive Director as follows:

VIRGINIA AREA AGENCY ON AGING BYLAWS

- draft review of the annual agency budget, and recommend budget for approval by the Board of Directors;
 - participate in early review of programs and potential funding;
 - recommend for Board approval budget changes to the Area Plan;
 - review salary and employment benefits offered to all employees annually and inform the Board of any recommended changes;
 - develop long-range financial planning goals of the agency;
 - review financial goals and set funding priorities annually and recommend changes to the Board;
 - review the agency's annual audit report, audit of the agency's pension plan, and the IRS Form 990 report, and make a recommendation on its adoption to the Board of Directors;
 - review all external financial reviews/monitoring reports performed, and report to the Board of Directors;
 - develop a Fiscal Policy Manual for the Agency, subject to the approval of the Board; and
 - review the assurance bonding and ensure that its amount is sufficient.
- D. Personnel Committee – This committee shall have the responsibilities to update and maintain the personnel policies and practices of the agency and oversee the organizational staffing pattern. The Committee's duties include:
- develop and review periodically the Personnel Policy Manual and make revisions, subject to the approval of the Board as needed;
 - review annually salaries and staff benefits, including insurance benefits, and make any recommendations for changes to the Board;
 - assist the Executive Director with personnel problems as requested; and
 - review requests from the Executive Director for new positions or reclassification of staff positions.
- E. Nominating Committee – This committee shall be responsible for nominating the officers of the Agency. The committee shall nominate persons whose experience and expertise are relevant to the mission, program, and operation of the agency. The committee's duties include:
- work with the Executive Committee to define special areas of expertise needed for Board officers and Advisory Council (as defined in Article IV) candidates;
 - maintain a list of potential new Board directors whose experience and expertise meet agency needs;
 - maintain a list of potential new Advisory Council members whose experience and expertise meet agency needs;
 - present a slate for Board officers to the Board of Directors to be acted upon at the annual meeting;
 - present a slate Advisory Council members to the Board of Directors to be acted upon at the annual meeting;
 - suggest Board trainings and education events as appropriate; and
 - develop and maintain a Board Policy Manual.

VIRGINIA AREA AGENCY ON AGING BYLAWS

- F. Ad Hoc Committees – The Chair of the Board of Directors shall establish such ad hoc committees as the Chair deems desirable.

ARTICLE IV – ADVISORY COUNCIL

The Board of Directors shall appoint an Advisory Council which shall be known as the Virginia Area Agency on Aging Advisory Council. The Board shall establish, subject to periodical review and revision, the bylaws of the Advisory Council.

Section 1: Purpose – The role of the Advisory Council shall be to advise the Agency on:
(1) the development and administration of the area plan, (2) public hearings or other approaches to dissemination of information, (3) the expressed interests of older persons, (4) matters pertaining to community policies, programs and actions which affect older persons, and (5) special projects and studies designated by the Board from time to time.

Section 2: Number and Composition – The Advisory Council shall be comprised of no less than seven (9) nor more than twenty-one (21) members appointed by the Board. One member shall be appointed by the Board of Directors from each of the jurisdictions in Planning District __. The Advisory Council shall be made up of more than 50 percent older persons. Membership shall consist of “family caregivers of such individuals, representatives of older individuals, service providers, representatives of the business community, local elected officials, providers of veterans’ health care (if appropriate), and the general public, to advise continuously the area agency on aging on all matters relating to the development of the area plan, the administration of the plan and operations conducted under the plan,” in accordance with the Older Americans Act of 1965, as amended. Additional representation may include health care provider organizations, including providers of veterans’ health care (if appropriate); supportive services providers organizations, and; persons with leadership experience in the private and voluntary sectors.

Section 3: Terms – Members shall serve for a three (3) year term. Members may be reappointed upon recommendation of the Advisory Council with approval of the Board of Directors. Members of the Advisory Council shall serve at the pleasure of the Board of Directors.

Section 4: Officers and Duties – Officers of the Advisory Council shall be chair and vice-chair, elected by the Advisory Council members to take office July 1. The chair shall preside at all meetings of the Advisory Council, appoint committees as needed, and perform other duties necessary to the office. The vice chair shall exercise, in the absence of the chair, all of the functions assigned to the chair. The chair shall authenticate and sign the minutes of the Advisory Council meetings. Officers of the Advisory Council shall serve for a two (2) year term. No person shall be eligible for election to the same office for more than two (2) consecutive terms and shall serve without financial compensation. Officers may be removed by the Board for failure to perform their respective duties.

VIRGINIA AREA AGENCY ON AGING BYLAWS

Section 5: Meetings – The Advisory Council shall meet at least quarterly with the ability to meet other times as needed.

One-third of the Council membership shall constitute a quorum. In no case shall a quorum consist of less than five (5) Members.

Regular and special meetings shall comply with the Virginia Freedom of Information Act (Virginia Code §2.2-3700 et. al.).

Parliamentary and voting procedures shall be governed by the latest published revision of Robert's Rules of Order in all cases in which they are applicable.

Section 6: Reports to the Board – The Chair of the Advisory Council shall make regular reports to the Board on actions and recommendations of the Council in a timely manner.

ARTICLE V – AGENCY STAFF

The Board shall employ an Executive Director and shall fix the terms of employment of said Executive Director by contract. The Executive Director serves at the pleasure of the Board. The Executive Director shall employ a staff to carry out the operation of the Agency in compliance with the personnel policies.

ARTICLE VI – OFFICIAL SIGNATURES

Section 1: Contracts – The Chair of the Board and the Executive Director shall sign all contracts for funding grants for approved projects. The Chair or the Executive Director shall sign modifications to previously approved contracts.

Section 2: Private Agencies and Foundations – The Chair of the Board and the Executive Director shall sign all agreements with private agencies and foundations for the purpose of obtaining funds for the Agency.

Section 3: Bank Accounts – In the conduct of the Agency's financial affairs, all checks, drafts, notes or orders drawn on the Agency's bank accounts shall require two signatures, except that only one signature shall be required for amounts less than five thousand dollars (\$5,000.00). Authorized signatures include the Board Chair, Treasurer, and the Executive Director.

Section 4: Purchase of Goods and Services – In conducting the Agency's procurement of goods and services, the Agency will follow the Procurement Policy Manual for the Agency which shall comply with the Code of Virginia §2.2-4300, Virginia Public Procurement Act and will adhere to thresholds and parameters as stated therein.

VIRGINIA AREA AGENCY ON AGING BYLAWS

Section 5: Signatory Thresholds – In conducting the Agency’s Contractual agreements for professional and non-professional services, the Agency shall follow the Procurement Policy Manual for the Agency which shall comply with the Virginia Procurement Act. The Executive Director shall have an authorized signatory threshold of fifteen thousand dollars (\$30,000.00).

ARTICLE VII – INDEMNIFICATION

The Agency shall indemnify and hold harmless any Director of the Board whether such person was paid for services or not, against judgments and expenses actually and necessarily incurred by that person in connection with the defense of or the results or any action, suits or proceedings in which he or she is made a party by reason of service to or for the Agency, except in relation to matters in which the Director acted illegally or with negligence or misconduct in the performance of duties to the Agency.

ARTICLE VIII – ASSURANCE BONDING

Members of the Board and the Agency staff shall be covered by a surety bond. The amount of this bond should be reviewed annually by the Finance Committee and findings reported to the Board.

ARTICLE IX – FISCAL YEAR

The fiscal year of the Agency shall begin on the first day of October and end on the last day of September of each year.

ARTICLE X – SEAL

The Board shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon “Virginia Area Agency on Aging, Inc.” and in the center shall be the word, “CORPORATE SEAL” and shall remain in the custody of the Agency.

ARTICLE XI – AMENDMENTS

These bylaws may be revised, amended, or repealed by the affirmative vote of two-thirds of the Directors present at any regular or special meeting, provided that at least fifteen (15) days prior written notice shall have been given to the Directors of all proposed.

Approved: _____