

Kalkaska County Board of Commissioners
Special Meeting
December 28, 2010
(UNAPPROVED)

Meeting called to order at 4:30 PM by Chair Alan McCullen. Roll call of Commissioners: Present-Alan McCullen, Debra Kimball, Antonio Martini, Lou Nemeth, Carroll Sexton, George Shetler and Craig Wood. Absent- none.

Motion by Sexton to approve agenda. Supported by Shetler. 7 yeas. 0 nays. **Carried.**

Public Input. None.

Chair called for discussion regarding Medical Examiner agreement. Discussion and review of agreement. **Motion** by Wood to approve medical Examiner Service Agreement as presented (Copy filed with Clerk). Supported by Sexton. Discussion. Roll call vote: Wood, yes; Sexton, yes; Kimball, yes; Martini, yes; Nemeth, yes; Shetler, yes; McCullen, yes. 7 yeas. 0 nays. **Carried.**

Chair called for review of Rugg Pond Bi-Laws. Discussion. Tabled from last meeting to determine what changes were made for revision, still no clarification. **Motion** by Wood to table proposed Rugg Pond Bi-Laws to next meeting. Supported by Martini. 7 yeas. 0 nays. **Carried.**

Chair called for review of Commission on Aging Bi-Laws. Kimball addressed board requesting continued consideration. Gay Rowell, Commission on Aging Director addressed Board, requesting re-consideration and offered explanation of minimal revision allowing COA Board similar responsibilities as other comparable county boards. Lengthy discussion. **Motion** by Shetler to approve Commission on Aging Bi-Laws as presented. Supported by Kimball. Discussion. Wood expressed concern that request is identical to Bi-Laws declined at previous meeting, questioned if able to reconsider. Discussion. Roll call vote: Shetler, yes; Kimball, yes; Martini, no; Nemeth, yes; Sexton, yes; Wood, no; McCullen, yes. 5 yeas. 2 nays. **Carried.**

KALKASKA COUNTY COMMISSION ON AGING
By-Laws

ARTICLE I
NAME AND PURPOSE

Section 1.01 Name

This organization was established by a May 14, 1975 resolution of the Kalkaska County Board of Commissioners and shall be known as the Kalkaska County Commission on Aging.

Section 1.02 Purpose

The purpose of the Kalkaska County Commission on Aging is to develop and administer programs for the aged persons dealing with their recreation, welfare and health; to aid aged persons in all their activities; to be of assistance

to aged persons in solving their particular problems; to assist aged persons in making and sustaining social contacts and involvement; to maintain and operate buildings and property for senior citizens centers; to do everything necessary and proper for the achievement of the purposes heretofore mentioned; either alone or in association with other individuals, corporations or partnerships; and in general to perform such acts and transact such business in connection with the foregoing purposes not inconsistent with the laws of the State of Michigan.

ARTICLE II PRINCIPAL OFFICES

Section 2.01 Office

The principal offices of this organization shall be located at 303 South Coral Street, Kalkaska, Michigan 49646. This organization may also have offices at other places as the Board of Directors may approve.

ARTICLE III BOARD OF DIRECTORS

Section 3.01 Establishment

The organization shall be organized on a directorship basis. The control and management of the affairs of the organization shall be vested in a Board of Directors consisting of no less than seven (7) directors and no more than fifteen (15) directors. The directors shall serve for terms of three (3) years, commencing with their appointment and continuing until their respective successors have been duly appointed: provided, however, for the first Board of Directors one-third shall be appointed for three (3) years, one-third shall be appointed for two (2) years, and one-third shall be appointed for one (1) year. The Board of Directors shall authorize all contracts and obligations of the organization and shall control all expenditures and may accept gifts to the organization for use in fulfilling the purpose of the organization.

Section 3.02 Meetings

A. Regular **and (-Annual) (+Special)**

The Board of Directors shall have a meeting at least quarterly each year.

B. Special

Special meetings of the Board of Directors may be called at any time by the Chairman/Chairperson and be called by the Chairman/Chairperson upon the receipt of a written request signed by at least three (3) members of the Board of Directors stating the purpose of the meeting.

C. Notice of Meetings

The Chairman/Chairperson shall fix the time, date, and place of all meetings of the Commission on Aging Board of Directors. Each Director shall be notified no less than three (3) days prior to any meeting.

D. Attendance

Any member of the Board of Directors who is absent from a meeting of the Board of Directors more than three (3) times without notifying the Chairman/Chairperson, the Vice Chairman/Chairperson or the Commission on Aging office may be removed from the Board. The Board of Directors may grant a leave of absence for any Board member upon request.

Section 3.03 Quorum and Voting

A majority of the Board of Directors then in office who are present in person at a meeting shall consist of a quorum, except as otherwise provided in these bylaws, all business transacted at a meeting of the Board of Directors at which a quorum is present shall be by a majority vote of the directors present.

Section 3.04 Vacancies

(-) Any vacancy on the Board of Directors or of an elected officer resulting otherwise than by the expiration of the term of office shall be filled following the same procedures as the initial appointment or election. Section 3.06 for appointment or Section 3.07 for election of officers.

(+)Any vacancy on the Board of Directors or of an elected officer resulting otherwise than by the expiration of the term of office shall be filled at the discretion of the Board of Directors. The Board of Directors may upon a majority vote of the directors present at a meeting decide to leave the seat vacant until the election at the Board of Directors' regular June meeting or until such time as the Board of Directors decide to fill the vacancy. Any vacancy shall be filled following the same procedures as the initial appointment or election.

Section 3.05 Removal of a Director

(-) Any Director of the organization may be removed from office for cause. The Board of Directors may recommend the removal of a director only by a two-thirds vote of the Board of Directors serving at a regular or a special meeting. This recommendation shall include the minutes of the Board of Directors meeting. The Kaskaska County Board of Commissioners may, after receiving and considering a recommendation from the Board of Directors, remove a Director at a regular or special meeting held for this purpose and only after the procedures of this section have been followed. The Board of Commissioners shall send a statement of charges by registered mail to the Director being charged, at his or her last recorded address, at least two (2) weeks before final action is to be taken. This statement shall be accompanied by a notice of the action and the time, date and the place where the Board of Commissioners is to take action. The Director shall be given an opportunity to present a defense at the meeting where this action is to take place, as stated on the registered.

(+)Any member of the Board of Director may be removed from the Board of Directors for cause, by the vote of not less than a two-thirds (2/3) vote of the directors present at a regular or special meeting, provided notice of such proposed action shall have been duly given in the notice of the meeting, and providing the Director has been sent a statement of charges by certified, return receipt mail of the charges preferred against him at least ten (10) days before such meeting. The Board Director shall be given an opportunity to present a defense at the meeting where the action is to take place, as stated on the statement of charges.

Section 3.06 Nominations

When a vacancy occurs on the Board of Directors, either through the expiration of the term or for any other reason, **(-the Kaskaska County Board of Commissioners shall advertise for those individuals interested in being appointed to the Board of Directors) (+the Kaskaska County Commission on Aging may advertise for those individuals interested in being on the Board of Directors.)** . The Chairman/Chairperson of the Board of Directors **(-shall) (+may)** appoint a nominating committee consisting of three (3) directors. This committee shall place into nomination the names of all applicants for the Board of Directors. Each candidate for a position on the Board of Directors shall complete an application and biographical sketch touching upon the candidates' qualifications to serve on the Board of Directors, on a form approved by the Board of Directors **(-and the County Board of Commissioners)**. Applications and biographical forms will be available at the **(-County Controller's office) (+ office of the Commission on Aging)** and shall also be returned to that office. **(-Each application shall be given to the Board of Commissioners with a copy made for the Board of Directors of the Commission on Aging.)** The nominating committee shall **(-mail) (+provide)** a copy of each application and biographical sketch to the members of the Board of Directors at least two (2) weeks before the meeting at which the recommendations are to be considered.

Section 3.07 Recommendations

The nominating committee shall prepare a slate of all candidates to be voted on by the Board of Directors. Upon completion of the Board of Directors vote, candidates will be placed in ranking order (**+ to fill the board seats available**) The Kalkaska County Board of Commissioners Commission on Aging Liaison will present the names (**- recommendations**) (**+of the newly elected Board members**) at the next County Board of Commissioners meeting. (**-for appointment by the Chairman of the Kalkaska County Board of Commissioners.**)

.**(Section 3.08 Election of Officers MOVED to 4.07)**

(Section 3.09 Additional Officers MOVED to 4.01)

Section 3.08 Executive Committee

An executive committee of the Board of Directors shall be established and shall be composed of the Chairman/Chairperson, Vice Chairman/Chairperson, Secretary and three (3) directors elected by the Board of Directors at their June meeting. The Executive Committee members shall hold office for one (1) year and until their successors have been elected. (**+The Executive committee of the Board shall be empowered to transact the business of the organization between board meetings, as necessary. The Executive Committee shall not have any decision-making authority with respect to the affairs and business of the organization, and shall only make recommendations upon matters brought before it to the Board of Directors for their consideration and decision. The Executive Committee is not authorized to approve an annual operating budget, or amend or repeal any resolution of the Board.**) The executive committee members shall meet as needed. The Chairman/Chairperson or Secretary shall notify executive members with a minimum of one (1) days notice. A quorum of the executive committee shall be a majority of its members present in person, (**- and all business transacted by the executive shall be by a majority vote of the members present in person**). (**-The executive committee shall keep minutes of its proceedings, which minutes shall be filed with the minutes of the Board of Directors, and any action taken by the executive committee shall be presented to the Board of Directors for ratification at its next meeting**).

Section 3.09 Action Without a Meeting

Any action required or permitted by law to be taken at any meeting of the Board of Directors, the executive committee, or any committee may be taken without a meeting, without prior notice and without a vote if a consent in writing, setting forth the action so taken, is signed by all members of the Board of Directors, executive committee or committee. The written consents shall be filed with the minutes if the proceedings of the Board, executive committee or committee. The consent has the same effect as a vote of the Board, executive committee or committee for all purposes.

Section 3.10 Telephone Conferences

A director may participate in a meeting of the Board of Directors by conference telephone or similar communication equipment by which all persons participating in the meeting may hear each other. The names of the participants in the conference shall be divulged to all participants. Participation in a meeting pursuant to this section constitutes presence in person at the meeting. Such meetings must be posted to comply with the Open Meetings Act.

Section 3.11 Compensation

The directors and officers of the organization shall serve without compensation.

Section 3.12 Employment

The Board of Directors may authorize the employment of persons to assist in the operation of the organization and shall give such persons the duties and responsibilities it may deem advisable.

ARTICLE IV OFFICERS

Section 4.01 Officers

The officers of the organization shall be a Chairman/Chairperson, Vice Chairman/Chairperson and Secretary. **(+The Board of Directors may elect additional officers from existing board members, giving them such authority and duties as the board may deem proper.) (-In addition, the Board of Directors may establish such other officers as it shall deem desirable, such as officers to have the authority and perform the duties prescribed from time to time by the Board of Directors.)** Each officer shall hold office for a term of one (1) year and until his successor has been duly elected and has assumed office.

Section 4.02 Election

The officers of the organization shall be elected by the Board of Directors from its membership at its regular June meeting held pursuant to Article V, Section 5.02, Part A of these bylaws; provided, however, that the Secretary need not be a member of the Board of Directors.

Section 4.03 Resignation

Any officer may resign at any time by giving notice to the organization. Any resignation shall take effect on the date of receipt of that notice or at any later time as specified by that notice and unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

Section 4.04 Vacancies

See Section 3.04

Section 4.05 Chairman/Chairperson

The Chairman/Chairperson shall preside at all meetings of the Board of Directors and executive committee, and shall be the principal executive officer of the organization with all powers, duties and responsibilities customarily incident to that officer of the organization except as may otherwise be specifically covered by these bylaws or by action otherwise taken by the Board of Directors. The Chairman/Chairperson shall perform such other duties as the Board of Directors may assign.

Section 4.06 Vice Chairman/Vice Chairperson

The Vice Chairman/Chairperson shall act in all regards and shall have all the powers, duties and responsibilities of the Chairman/Chairperson during the Chairman/Chairperson's absence or disability, and shall perform any other duties delegated or assigned by the Chairman/Chairperson of Board of Directors.

Section 4.07 Election of Officers

The Chairman/Chairperson shall no later than May 1, appoint a nominating committee of three directors. This committee shall prepare a slate of all candidates for officers and shall report such a slate at the June meeting of the

Board of Directors

Section 4.08 Secretary

The Secretary shall make and maintain a record of all meetings of the Board of Directors, **(-executive committee and meetings of the members of the organization)**. The Secretary shall see that all notices are duly given in accordance with the provisions of these bylaws. The Secretary shall be responsible for maintaining the address of each member of the Board of Directors as furnished to the Secretary by such director. The Secretary shall from time to time, upon request, take care of the correspondence of the organization and shall perform such other duties as requested by the Board of Directors or the Chairman/Chairperson.

**ARTICLE V
INDEMNIFICATION**

Section 5.01 Indemnification of Directors and Officers

The organization shall indemnify its directors and officers against expense (including attorney fees) judgments, fines and amounts paid in settlement actually and reasonably incurred by them in connection with any action or suit brought or threatened against them, including actions by or in the right of the organization, by reason of the fact that each such person was serving as a director or officer of the organization, the fullest extent provided by the law,

Section 5.02 Authorization of Indemnification

Indemnification shall be made (unless ordered by court or provided by law) only upon determination that such director or officer has acted in good faith and in the best interests of the organization. Such determination shall be made (1) by a majority vote of the quorum of directors who were not parties to such action or suit, (2) if a quorum of disinterested directors directs, then by written opinion of legal counsel for the organization, or by other independent legal counsel, or (3) if a quorum of disinterested directors cannot be reached, then by written opinion of legal counsel for the organization or such other legal counsel as the organization's counsel, in his or her sole discretion, may elect.

Section 5.03 Insurance

(-)The organization may purchase and maintain insurance on behalf of any person who is or was a director or officer of the organization or is or was serving at the request of the organization in any other enterprise against any liability incurred in such capacity.

(+) The organization may purchase and maintain the general liability insurance to provide coverage for the defense of actions brought against the organization, its Board of Directors, officers, and employees for, including but not limited to, negligence, malfeasance, misfeasance, errors, omissions, neglect, damages, intentional acts, or other actions arising out of the operation, maintenance and activities of the organization. Kalkaska County may allow the organization to be covered under the County's insurance if that is the most feasible and economical coverage available to the organization.

**ARTICLE VI
APPOINTMENTS**

(-Section 6.01 Certified Public Accountant

The Board of Directors may from time to time appoint a certified public accountant and/or firm of certified public accountants to render an annual financial statement and to provide audited financial statements at such intervals as the Board of Directors may from time to time establish)

Section (- 6.02) (+6.01) Counsel and Agents

The Board of Directors may from time to time appoint legal counsel or other agents as deemed appropriate.

Section (- 6.03) (+6.02) Other Appointments

The Chairman/Chairperson shall be responsible for all appointments outside the Commission on Aging Board. These appointments will be made annually at the June Board of Directors meeting.

(-Appointments shall include:

A. Kaskaska County Transit Authority)

**ARTICLE VII
FINANCIAL**

Section 7.01 Banking

(-)The Chairman/Chairperson or any other person who has been authorized by a resolution of the Board of Directors may sign checks or make deposits on behalf of the organization.

(+)The Chairman/Chairperson may appoint any person or persons to sign checks or make deposits on behalf of the organization.

Section 7.02 Audit

An annual audit of the financial affairs of the organization shall be **(+by a certified public accountant and)** presented to the County Board of Commissioners.

Section 7.03 Fiscal Year

The fiscal year of the organization shall be October 1 to September 30 each year.

**ARTICLE VIII
WAIVER OF NOTICE**

Section 8.01 Waiver of Notice

Whenever any notice is required to be given under the provisions of these bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE IX
AMENDMENTS**

Section 9.01 Amendments to Bylaws

These bylaws may be added to, amended or repealed in whole or part. Proposed changes to these bylaws must be approved by a two-thirds vote of the **(+Commission on Aging)** Board of Directors **(+ present)** .

(-Proposed changes to these bylaws must be submitted in writing by the Board of Directors to the Kaskaska County Board of Commissioners at least one (1) month in advance of the meeting at which they will be considered. Proposed changes to these bylaws by the Board of Commissioners must also be presented to the Board of Directors one (1) month in advance of the meeting at which the Board of Commissioner shall consider the changes.)

These Bylaws were adopted as and for the bylaws of the Kalkaska County Commission on Aging at a meeting of the Commission on Aging Board of Directors held on the _____ day of _____, 2010

These Bylaws were adopted as and for the bylaws of the Kalkaska County Commission on Aging at a meeting of the Kalkaska County Board of Directors held on the _____ day of _____, 2010

Chair called for review of County IT contract. Rob Franzo addressed board, reviewed project report (copy filed with Clerk) with recommendations for Emperic Solutions, Inc. Lengthy discussion. Departments currently with Emperic expressed high satisfaction with services, Sheriff expressed concern with cost and satisfaction with BluSki services. Franzo expressed need for immediate core network management, current services of Emperic with multiple departments. **Motion** by Wood to extend the 2011 IT contract to Emperic Solutions for core network management. Supported by Nemeth. Roll call vote: Wood, yes; Nemeth, yes; Kimball, yes; Martini, yes; Sexton, yes; Shetler, yes; McCullen, yes. 7 yeas. 0 nays. **Carried.**

Call for Public Input. None.

Motion to adjourn to call of the Chair at 5:37 PM by Wood. Supported by Kimball. 7 yeas. 0 nays. **Carried.**

Respectfully submitted:

Deborah Hill, Kalkaska County Clerk and
Clerk of Board of Commissioners

Alan McCullen, Chair
Kalkaska County Board of Commissioners

These minutes are not official until they are approved at the next regular Board of Commissioners meeting.