



## **Governing Board By--Laws**

### **Article I – Name**

1. The name of this organization shall be the “Aging and Disability Resource Center of Dane County Governing Board.” (Hereafter referred to as Board)

### **Article II – Mission Statement**

1. To advise the Aging and Disability Resource Center of Dane County as it fulfills its mission to support seniors, adults with disabilities, their families and caregivers by providing useful information, assistance and education on community services and long-term care options and by serving as the single entry point for publicly funded long-term care services while at all times respecting the rights, dignity and preference of the individual.

### **Article III – Purpose**

1. The Board shall have advisory oversight of the ADRC of Dane County as provided under s.46.283 (6) of the Wisconsin State Statutes. Statutory requirements are outlined in Articles IV and V.

### **Article IV – Membership**

1. The members of the Board shall be appointed by the County Executive and confirmed by the County Board.
2. The Board shall consist of eleven (11) members. The composition of the Board must generally reflect the ethnic and economic diversity of the geographic area served by the ADRC and include one (1) County Board Supervisor, a minimum of three (3) members from the aging community, two (2) members from the developmentally disabled community, one (1) member from the physically disabled community and four (4) at large community members representing the target groups. All terms with the exception of the County Board Supervisor
3. All terms with the exception of the County Board Supervisor member and the initial member terms (see Section 4) shall be for three (3) years. Board members shall continue to serve until replacements are duly appointed. After a one-year interval, they may be reappointed.
4. Initially there shall be three (3) three year appointments, three (3) two year appointments, and four (1) year appointments. Appointments for two (2) years or

- more will constitute a full term. Appointments for (1) year or less will not constitute a full term, and appointees will be eligible for two full terms.
5. Vacancies due to resignation, death, removal, or otherwise shall be filled by County Executive appointment with County Board approval. Filling a vacancy for half a term will constitute a full term, filling a vacancy for less than half a term shall not constitute a full term. The Board may advise the County Executive on Board appointments.
  6. The County Executive may remove a member of the Board for cause. The Board may recommend such removal to the County Executive.

**Article V – Duties and Powers**  
(Also Identified in Member Position Description)

1. Determine the structure, policies and procedures of the ADRC within the State guidelines and local governance.
2. Advocate with local, state and federal officials on policy issues germane to the welfare of the ADRC and its target populations.
3. Ensure that the ADRC has a viable plan for implementation and operation of services and programs and oversee that implementation.
4. Identify unmet needs and develop strategies to address them.
5. Ensure input from consumers, service providers and local constituents in the policies, practices and goals of the ADRC.
6. Review and recommend an annual budget to the County Executive.
7. Ensure that the terms of the State ADRC contract are fulfilled.
8. Represent the interest of all target groups served by the ADRC.
9. Conduct periodic evaluation of all ADRC activities (including Board activities) to ensure long-term effectiveness.
10. In concert with staff, develop annual goals to ensure programs are fulfilling the ADRC's mission.
11. Review the number and type of complaints, appeals and grievances received concerning ADRC operations and make recommendations as appropriate.
12. Other duties as identified to maximize the effectiveness of the ADRC.

**Article VI – Officers**

1. The officers of this Board shall be a Chairperson, Vice Chairperson, and Secretary.
2. The Chairperson, Vice Chairperson and Secretary will be elected annually, by ballot at the first meeting of the calendar year and will assume office immediately.
3. Officers will be elected by a majority of the Board members present.
4. An Ad-Hoc Nominating Committee will submit a slate of candidates(s) for each office.
5. A vacancy in the Office of Chairperson, Vice Chairperson or Secretary shall be filled by election at the first Board meeting at which the vacancy exists. Procedure is outlined in Section 3 above.
6. Duties-

- a. Chairperson - The Chairperson shall preside at all Board meetings and shall perform all duties incident to the office of Chairperson and such other duties as may be prescribed by the Board. The Chairperson shall report to the County Executive periodically as to the progress of services for the people who are older and adults with disabilities in Dane County.
- b. Vice Chairperson - In the absence of the Chairperson, the Vice Chairperson shall perform all the duties of the Chairperson. In the event of resignation, removal or death of the Chairperson, the Vice Chairperson will assume the role of Chairperson until such time as the term of the Chairperson would have expired.
- c. Secretary - The Secretary shall ensure that the minutes of the meetings are kept and verified, and that all notices are given with the provision stated in the Aging & Disability Resource Center policies. The Secretary shall perform those duties assigned by the Chairperson of the Board.

### **Article VII – Meetings**

1. Regular Meetings - Regular monthly meetings shall be held a minimum of nine times (9) per year. Twenty-four (24) hour public notice must be given prior to each meeting to include the proposed agenda. Sections 19.81 through 19.98, Wisconsin Statutes, govern meeting notices.
2. All meeting are subject to the Open Meeting Laws.
3. Meetings may be conducted using video or audio teleconferencing as long as Open Meeting laws are followed and the staff is given a 48-hour notice.
4. The Chair for reasons of inclement weather and/or State and National emergencies may cancel scheduled meetings.
5. Special Meetings – the Chairperson or any three (3) members of the Board may call a special meeting. Thirty-six (36) hour notice is required to ensure Open Meeting laws are met.
6. Quorum - A majority of the Board shall constitute a quorum for the transaction of business at any Board meeting.
7. Conduct of Meetings - Meetings are to be conducted under Roberts Rules of Order.
8. Compensation of Members – Members may claim per diem and mileage for attending publically posted meetings.

### **Article VIII – Committees**

1. The Board Chair will appoint an Ad-Hoc Nominating Committee comprised of three members annually. The Committee will submit a slate of candidates(s) for each office to the Board. Additional nominations from the floor may be made at the time of the election. The members at its first meeting will elect the committee chair. The committee will meet at the discretion of the chair, but must meet at least once prior to the full board meeting when the election of officers is held. The open meetings laws of Wisconsin shall be followed. Any board member may attend the Ad-Hoc Nominating Committee meetings.
2. The Chair will appoint other committees and committee members as needed.

**Article IX – Ethics Code/Conflict of Interest**

1. All Board members are subject to the Dane County Code of Ethics outlined in Chapter 9 of the Dane County Ordinances and the ADRC Conflict of Interest Policy.

**Article X – Amendments**

1. These Bylaws may be amended, altered, or repealed and new by-laws adopted by a majority vote of the Board at any regular meeting provided a written notice of the proposed changes are given to each member of the Board at least one month prior to such meeting.
2. These Bylaws become effective when approved by a majority of the Board.

By-Laws Approved: April 2, 2013  
Date

Revised: 2/5/13