

**BYLAWS OF THE
YELLOWSTONE COUNTY COUNCIL ON AGING, INC.**

(as adopted _____ 2025)

MISSION STATEMENT

To provide effective services and lead collaborative efforts to ensure seniors remain independent with the highest possible quality of life.

PREAMBLE

The Yellowstone County Council on Aging, Inc., currently doing business as Adult Resources Alliance of Yellowstone County and other tradenames, hereinafter referred to as the "Alliance" is a corporation, not-for-profit, organized and operating under the laws of the State of Montana exclusively for charitable services to and for the benefit of the older adults. The principal office of the Alliance shall be in Billings, Yellowstone County, Montana. The Alliance may have other such offices within Yellowstone County as the Board of Directors may determine.

ARTICLE I. PURPOSES

The purposes of the Alliance shall be:

- a. To promote and develop programs, services and activities that benefit senior citizens; make services available to older adults, for example, health, nutrition, informational services, volunteerism, transportation and other programs as identified; to bring older adults together for social activities; and to promote appropriate public relations programs in support of older adults.
- b. To cooperate with public and private agencies administrated by the Alliance to more effectively meet the needs of, and provide opportunities for, older adults.
- c. To solicit funds at the local, state and national levels to support services for older adults.

ARTICLE II. BOARD OF DIRECTORS

ARTICLE III. OFFICERS AND DUTIES

Section 1. Officers: The officers of the Alliance shall be the Chair, Vice Chair, Treasurer and Secretary. Such officers shall have the authority and shall perform such duties as shall be prescribed by the Board and these Bylaws.

Section 2. Election and Term of Officers: At the Annual Meeting, the officers shall be elected by the Board from its Members and shall hold office immediately. Each term of office shall be two (2) years. The elected officers shall serve no more than two (2) consecutive two-year terms in their respective offices. In the event of a vacancy before the end of a term in any office, a new officer shall be elected to serve until the next Annual Meeting. A partial term does not count toward the four-year limitation.

Section 3. Powers and Duties:

- a. The Chair, or in his or her absence, the Vice-Chair, shall preside over all meetings of the Board. In case of the absence of both, the Secretary shall preside. The Chair shall exercise general supervision through, appointed committees over all affairs of the organization.
- b. The Chair shall be a member, ex-officio, of all Board committees. In the absence of the Chair, the Vice-Chair shall serve in his or her stead, or the Chair may appoint another member to serve.

ARTICLE IV. COMMITTEES

Section 1. Committees: The Board may create committees by a majority vote of the Directors then in office. Such committees shall include no less than two Members of the Board. Appointments to Board committees shall be approved by a majority vote of Board. To the extent provided in the resolution designating and appointing the Board committee, it may take any action on behalf of the Board as may from time to time be permitted by law, other than those actions specifically prohibited in Section 5 below. Each committee may, subject to the approval of the Board, prescribe rules and regulations for the call and conduct of committee meetings and other matters relating to its procedure. **Section 2. Membership:** The Chair shall annually appoint members of each committee and name the chair of each committee. Non-Board members may be included as members of any committee. The Chair may designate ad hoc committees as deemed necessary.

Section 3. Duties: The duties of each Committee shall be determined by the Board.

Section 4. Executive Committee: The Executive Committee shall consist of the current elected officers and the Immediate Past Chair, if still a Board Member, and shall have the authority to make emergency decisions pertinent to the Board's authority in matters that require immediate attention when there is not time to convene a special Board meeting. The Committee shall meet on the call of the Chair. Any decisions by the Executive Committee shall be presented to the Board for ratification at the next regular Board meeting.

ARTICLE VIII. BOOKS AND RECORDS

The Alliance shall keep or cause to be kept, as long as legally necessary, correct and complete books and records of account and shall also keep minutes of the proceedings of its Board and committees having and exercising any of the authority of the Board. The Alliance shall keep a record giving the names and addresses of the Board members. All books and records shall be kept at the principal office of the Alliance and may be inspected by any Board member, or by his or her agent or attorney, for any proper purpose at any reasonable time. In addition, the corporation shall keep a copy of the corporation's Articles of Incorporation and Bylaws as amended to date. An annual audit will be performed by a qualified CPA.

ARTICLE IX. FISCAL YEAR

The fiscal year of the Alliance shall begin on the first day of July in each year and end at midnight on the 30th day of June of the following year.

ARTICLE X. INDEMNIFICATION AND INSURANCE

Section 1. Mandatory Indemnification. The Corporation shall indemnify a Board Member or former Board Member, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a Board Member of the Corporation against reasonable expenses incurred by him or her in connection with the proceedings.

Section 2. Permissible Indemnification. The Corporation shall indemnify a Board Member or former Board Member, made a party to a proceeding, because he or she is or was a Board Member of the Corporation, against liability incurred in the proceeding, if determination to indemnify him or her has been made in the manner proscribed by the Act and payment has been authorized in the manner proscribed by the Act.

Section 3. Advance for Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board in the specific case, upon receipt of: (a) a written affirmation from the Board Member, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this Article 10; and (b) an undertaking by or on behalf of the Board Member, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation authorized in this Article.

ARTICLE XIV. COUNTY COMMISSIONER APPROVAL

The Yellowstone County Commissioners have reviewed these Bylaws and by notation here indicate their approval.

Chair, Yellowstone County Commission

Date