

**BYLAWS
OF THE
ARIZONA INDIAN COUNCIL ON AGING (AICOA)
OF THE
INTER TRIBAL COUNCIL OF ARIZONA, INC., AREA AGENCY ON AGING, REGION 8**

ARTICLE 1 – NAME AND PRINCIPAL OF BUSINESS

- Section 1: The name of this organization shall be Arizona Indian Council on Aging (AICOA).
- Section 2: AICOA was established on September 16, 1976 by the Inter Tribal Council of Arizona, Inc. (ITCA) in Phoenix, Arizona.
- Section 3: The principle place of business will be located at the office of the Inter Tribal Council of Arizona, Inc.

ARTICLE 2 – PURPOSE AND DUTIES

In accordance with the Older Americans Act and 45C.F.R. 1321.57, AICOA serves as an advisory board for the Inter Tribal Council of Arizona, Inc., Area Agency on Aging (ITCA-AAA), Region 8.

The purpose and duties of AICOA are to:

- A. Represent the interest of Seniors/Elders
- B. Review and make recommendation on proposed policies and programs that affect Seniors/Elders;
- C. Advise ITCA-AAA in the development and administration of the ITCA-AAA Area Plan
- D. Facilitate and participate in ITCA-AAA public hearings;
- E. Review and comment on community policies, programs and actions which affect Seniors/Elders with the intent of assuring maximum coordination and responsiveness to Seniors/Elders; and
- F. Advocate on behalf of the Senior/Elders in any way deemed appropriate by the Advisory Board.

ARTICLE 3 – ADVISORY BOARD MEMBERSHIP

- Section 1: The Advisory Board membership of AICOA shall consist of one (1) Board member appointed from each of the Member Tribe of the ITCA. Each Member Tribe may also appoint one (1) Alternate Board Member to serve in the event such Member Tribe's Board Member is absent or unable to serve for any reason.
- Section 2: Each Advisory Board Member and Alternate shall be at least fifty five (55) years of age.

Section 3: In the event that the Board Member or Alternate vacates the position, the Member Tribe with appointment authority shall appoint their replacements in accordance with the Member Tribe's procedures.

Section 4: Board Members of the Inter Tribal Council of Arizona, Inc. and Board Members of the Inter Tribal Association of Arizona, Inc. may not serve as Board Members of AICOA.

ARTICLE 4 – TERM

Section 1: The term of Board Member and Alternates shall be for a period of four (4) years beginning on the first day of September of the year appointed and ending on August 31st of the fourth year.

ARTICLE 5 - OFFICERS

Section 1: The officers shall consist of a President, Vice President, Secretary, and a Member-At-Large

Section 2: Officers shall be elected by majority of the Representatives from among their membership in accordance with procedures found in "Robert's Rules of Order."

Section 3: Officer of the Board shall serve a term of two (2) years. Officers shall not serve for more than two (2) consecutive terms as an Officer of the Board.

Section 4: Candidates for an Officer must have served as a Board Member of AICOA for a period of not less than one (1) year prior to becoming eligible to run for an Officer position.

ARTICLE 5 – DUTIES OF OFFICERS

Section 1: The President shall perform all duties normally performed by the Chief Executive of an organization including presiding at meetings, representing AICOA on all occasions, and performing any lawful duties as assigned by the Board in an impartial manner. The President shall be an ex-officio of all committees established by the Board. The President may only vote in the event of a tie.

Section 2: The Vice President shall perform the duties of the President during those occasions when assigned by the President or in the event the President is unable to perform; and shall perform such other duties as may be authorized by the President. The Vice-President may vote except when acting in the capacity of President, and then only to vote in the event of a tie.

Section 3: The Secretary shall ensure that all meeting minutes are recorded. The Secretary shall assume the duties of the President in the event that the President and Vice President are unable to perform their duties. The Secretary shall perform all other duties usual to that office.

Section 4: The Member-At-Large may perform the duties of any officer that is unable to perform their duty.

ARTICLE 7 – AICOA MEETINGS

Section 1: Regular meetings of the Board shall be held quarterly in the months of March, June, September and December. Notifications shall be provided directly to Board Members and each Member Tribe’s Senior Center Program Manager with the meeting time, date and location. Notice of meeting shall be provided no less than thirty (30) days prior to meeting.

Section 2: Special meetings may be called at a time and place by the President or at the written request of at least three (3) Board Members, provided that written notices shall be provided to all Board Members at least twenty-one (21) days prior to the scheduled meeting, and further provided that the subject of the requested special meeting falls within the authority of the AICOA.

Section 3: All meetings of this Board shall be open to the public except those meetings or portions of meeting, that concern matters that must necessarily be conducted in executive session to maintain an appropriate level of confidentiality.

Section 4: The officers shall establish the agenda for meetings; however, any Board Members may request that an item be placed on the agenda by submitting a written request to the President at least ten (10) days prior to the meeting date or by making a motion to amend the meeting agenda day of meeting.

Section 5: The rules contained in “Robert’s Rules of Order” shall govern the conduct of meetings where they are not in conflict with the Bylaws, rules of order, or other adopted rules of AICOA.

ARTICLE 8 - QUORUM

Section 1: A quorum shall consist of six (6) Board Members in order to conduct the official business of AICOA.

Section 2: At least one presiding officer must be present to make a quorum.

ARTICLE 9 - VOTING

Section 1; All issues shall be decided by a majority vote of those Board Members present and voting, provided that a quorum is in attendance at the meeting.

Section 2: Each member tribe shall be entitled to one (1) vote cast by their Board Member, with the exception that the President is entitled to vote only in the event of a tie.

Section 3: Alternate Board Members shall be entitled to vote in the absence of that Member Tribe's Board Member.

ARTICLE 10 - COMMITTEE

Section 1: The Officers of AICOA shall constitute the Executive Committee.

Section 2: The Board may appoint additional special committees as deemed necessary by the Board.

ARTICLE 11 – NEGLECT OF DUTY; REMOVAL OF BOARD MEMBER/ OFFICERS

Section 1: Removal for Cause. A Board Member, Officer, or Alternate may be removed from serving on the Board for cause. Cause for removal shall include, but not limited to neglect of duty, moral turpitude, or conduct which brings discredit to AICOA.

Section 2: Procedure for Removal.

- A. If two or more Board Members believe cause exists for the removal of a Board Member, such Board Members shall request that the concern be addressed at the next Board meeting. A Special Board Meeting may be called if deemed necessary by the President or Vice-President of the Board. The Board Member that is subject to the removal process shall be notified, either orally or in writing, at least 48 hours in advance of the Board Meeting, that the concern will be addressed at the Board Meeting
- B. The concern shall be discussed in executive session at the Board Meeting in order to maintain confidentiality. The Board Member that is the subject of the concern shall be permitted to attend the Board Meeting and shall be permitted to speak and provide information to the Board at the meeting. After discussing the concern at the Board Meeting, a vote of the Board Members shall be taken. The Board Member that is the subject of the concern shall be permitted to vote.
- C. If a majority of the Board Members agree that the concern rises to the level of cause for removal, then such matter shall be referred by the Board to the Executive Director of ITCA for consideration.
- D. The Executive Director shall call a meeting with the option to appoint a mediator. Either in person or telephonically, with the following persons : (1) the Board Member who is subject to the proceeding for removal, (2) the ITCA Tribal Leader Representative of the Member Tribe that appointed the Board Member, and (3) either the President or Vice President of the Board.
- E. At the meeting with the Executive Director, the matter will be discussed among those in attendance. If the ITCA Tribal Leader of the Member Tribe finds cause for removal, the Board Member that is subject to removal shall immediately be removed from the board

and no further appeal shall be permitted. If the Tribal Leader of the Member Tribe does not find cause for removal, or is unable to decide after ten (10) business days, the matter shall be referred by the Executive Director to the Executive Board of the ITCA Board of Directors for decision.

- F. If referred to Executive Board, the Board Member that is subject to potential removal, the ITCA Tribal Leader Representative of the Member Tribe that appointed the Board Member, and the President or Vice President of the Board, shall be notified, either orally or in writing at least 30 days in advance of the meeting of the Executive Board at which time the Executive Board will consider the concern. The meeting may be held either in person or telephonically. The Advisory Board Member that is the subject of the concern, the ITCA Tribal Leader Representative of the Member Tribe, the President or Vice-President of the Board, and the Executive Director of ITCA, shall be permitted to speak and provide information to the Executive Board. The concern shall be discussed in executive session at the Executive Board meeting in order to maintain confidentiality. After discussing the concern, the Executive Board shall vote on the concern. The decision of the Executive Board is final and no further appeal shall be permitted.

Section 3: Automatic Removal for 3 Consecutive Absences. In the event a Board Member fails to attend two (2) consecutive meetings of the Advisory Board, the President or Vice-President of the Board shall provide notice of the absences to the Board Member and to the ITCA Tribal Leader Representative of the Member Tribe that appointed such Board Member, with a recommendation that corrective action be taken. If the Board Member misses a third (3rd) consecutive meeting after notice is provided, then the Board Member shall be automatically removed as a Board Member. No right of appeal shall be permitted for an automatic removal under this Section 3.

Section 4: In the event of removal pursuant to this Article, the Alternate shall serve in the place of the Board Member until the Member Tribe appoints a new Board Member to serve the remainder of the term or the term otherwise expires.

ARTICLE 12 – AMENDMENTS

Section 1: These Bylaws may be amended by (1) a two thirds (2/3) vote of the Board Members present at a meeting where proposed amendments are presented, (2) the consent and approval of the Executive Director of ITCA, and (3) the majority vote of the Executive Committee of the ITCA Board of Directors approving such amendment.


CERTIFICATION

I hereby certify that the foregoing Bylaws of the Arizona Indian Council on Aging were adopted by an affirmative vote of the Board Members at a meeting of the Arizona Indian Council on

Aging, with a quorum presented, on _____, _____, 2018 by a vote of ___ in favor, ___ opposed and ___ abstaining.



Martha Mase, AICOA Secretary




Date

CONSENT AND APPROVAL

I hereby provide consent and approval of the forgoing Bylaws of the Arizona Indian Council on Aging.



Maria Dadgar, Executive Director
Inter Tribal Council of Arizona, Inc.



Date