

***Ageing & Disability Resource Center of Eagle Country
Governing Board By-Laws***

**Revised January 2023 at the beginning of the restructured 3 county region (Juneau, Richland,
and Crawford Counties)**

Approved by the ADRC of Eagle Country Governing Board Jan 27, 2023

Highlighted sections are updates approved Jan 2023

Article I: Definitions

Section 1:

1. "ADRC" means the Aging & Disability Resource Center.
2. "Older adults" mean individuals 60 years of age or over.
3. "Regional Governing Board" means Aging & Disability Resource Center Regional Governing Board of Eagle Country.
4. "Target group" means a population with similar characteristics whose unique needs the ADRC is designed to address, i.e. elderly (over 60 years of age), physically disabled or developmentally disabled (age 18—59 years), youth transitioning to the adult support system, etc.

Section 2:

The ADRC Governing Board shall be a governing body to the Aging & Disability Resource Center Board of Eagle Country, which is the agency responsible for the needs, concerns, interests, and well being of older adults and adults with disabilities in Crawford, Juneau, and Richland Counties.

Article II: ADRC Governing Board Membership, Appointment and Tenure

Section 1:

- The ADRC Governing Board will consist of 9 members appointed by their individual counties and be confirmed by the Juneau County Board of Supervisors.
- The ADRC Governing Board will reflect the ethnic and economic diversity of the geographic area served.
- At least one-fourth of the membership of the board will consist of individuals who belong to an ADRC target group or their family members, guardians, or other advocates.
- The proportion of board members representing older people, people who are physically disabled, and people who are developmentally disabled shall be the same as the proportion of individuals in these target groups statewide that are enrolled in Medicaid managed long-term care programs. These individuals will only represent one target group.
- Elected officials of the county (ies) or tribe(s) served by the ADRC may not serve as consumer representatives on the governing board.
- The process for filling consumer representation on the regional board will be an open process.
- Each county's local ADRC/Aging COAD or advisory committee is an entity of that county. There is no required relationship to the ADRC of Eagle Country Regional Governing Board.

Section 2:

Members shall serve a term of 3 years until their respective successors are appointed and qualified. **Three** members' terms shall end each year on a staggered basis in the initial year of operation. No member may serve more than 2 consecutive 3-year terms. Any vacancy shall be filled for the unexpired term in the same manner as the original appointment. The board shall be composed of:

1. 6 citizen members representing the target groups. Whenever possible, each county shall have two members.
 - a. Each member shall represent only one target group (although they may belong to two or more).
 - b. When possible, one member shall represent individuals with mental health or substance abuse issues.
 - c. When possible, one member shall represent disabled youth in transition to adult status.
2. One county board supervisor from Juneau, Richland and Crawford County.
3. Members shall be chosen on the basis of recognized ability and an interest in services for older adults, adults with physical or developmental disabilities, or adults with mental health or substance abuse issues. No person shall be appointed who has a conflict of interest as determined by state law or regulations or by county ordinance. No member of the ADRC Governing Board may have any direct or indirect financial interest in a managed care organization serving the counties included in the Regional ADRC.

Section 4:

Eligibility to become a member of the ADRC Governing Board shall be the same as those for other County Board appointments to committees in the prospective member's county of residence.

Section 5:

Persons seeking to fill the position of citizen member must submit a letter and application to Regional ADRC office not less than 30 days prior to the date the vacancy is to be filled.

Article III: ADRC Governing Board Officers

Section 1:

The ADRC Regional Governing Board shall elect a chair and a vice-chair (See Art. IV, §1 and §2).

Section 2:

The Chair shall:

1. preside at regular and special meetings of the ADRC Governing Board
2. be prepared to report to the County Board and/or its committees, and to attend such meetings as are appropriate to the business of the ADRC Governing Board
3. appoint committees as needed
4. approve and sign documents where appropriate
5. Perform the annual performance evaluation for the Regional Director

Section 3:

The Vice-Chair shall:

1. assume the responsibilities of the Chair in the Chair's absence

Section 4: The board will reorganize with the election of officers to a one-year term annually by no later than June of each calendar year. The board will also reorganize and elect new officers in the event the chairman and/or vice-chairman leave the board, wish to remain on the board but not continue as officers or are no longer able to serve as an officer.

Section 5: Election of officers: Nominations will be taken from the floor for each office. Election may be held using voice vote or by paper ballot, as determined by a majority vote of the board. Election to an office is by simple majority of ballots cast.

Article IV: Meetings

Section 1:

1. The ADRC Governing Board shall meet as the members determine or the chair directs.
2. The majority of filled seats of the ADRC Governing Board shall constitute a quorum.
3. Meetings will be no less than quarterly with additional meetings scheduled as needed, at the discretion of the chairman.
4. Attendance of members shall be monitored. Members unable to attend a meeting should notify the board chairman or the regional manager in advance of the meeting. Members that have two or more unexcused absences in a six month period will be contacted by the board chairman or designee to determine whether the member will be able to meet the attendance standard in the future. If it is determined that the member is unlikely to be able to do that, the chairman may recommend the member withdraw from the board or that the member be removed to allow replacement. Removal from the board is effective upon a two-thirds majority vote of the members in attendance.
5. The Chairperson for the ADRC of Eagle Country and Southwest Wisconsin Governing Boards may, in consultation with each other and the respective regional managers, agree to have the two governing boards meet together from time to time to address mutual concerns. The joint board meeting is not mandatory.

Section 2:

A simple majority is necessary to ratify decisions, except for removal of a board member or amendment to the by-laws, which shall require a two-thirds majority.

Section 3:

The ADRC Governing Board shall determine its meeting schedule based upon the convenience of its members. The members shall be notified in advance of any change in the schedule.

Article V: Committees

Section 1:

The ADRC Governing Board may appoint sub-committees, or advisory committees consisting of either members or non-members or both, to encourage community involvement and carry out the purposes and objectives of the ADRC Governing Board. There will be no standing committees; ad hoc committees will be purpose-generated and maintained only as needed.

Article VI: Code of Ethics

Section 1:

ADRC Governing Board members must abide by the Juneau County Ethics Guide. Staff will abide by their county of employment Code of Ethics Policy.

Section 2:

ADRC Governing Board members shall not release or discuss the names and/or other confidential information about program participants or prospective participants without the consent of the participant. The responsibility to maintain confidentiality should be fulfilled in such a way as to not

obstruct or preclude legitimate public access to records or information relative to the activities, programs, services and financing of the Aging & Disability Resource Center. Requests for public records made to members of the board will be forwarded to the Regional Manager for processing through to the appropriate custodian of the records requested.

Article VII: Duties and Responsibilities

Section 1:

The board shall be authorized to adopt by-laws and procedures providing they are not inconsistent with any county ordinance, statute, regulation or the bylaws of the regional board. Members of the ADRC Governing Board shall have the following duties:

1. Provide strategic direction to the ADRC to ensure fidelity to the ADRC mission.
2. Be an advocate for older adults and adults with physical or intellectual/development disabilities in the ADRC service area.
3. Be an ambassador for the ADRC, representing and promoting the ADRC and the services it provides to the community at large.
4. Provide guidance and feedback on the ADRC services, priorities and future directions.
5. Oversee the operations of the ADRC, including its policies, procedures, contracts and other agreements.
6. Oversee budgets, and approve expenditures.
7. Oversee the stewardship of assets and in the event of regional dissolution the governing board is responsible for the disposal of assets with respect to legal counsel and county procedures.
8. Provide input to the ADRC budget and review spending relative to the budget.
9. Identify, monitor and recommend ways to avoid or mitigate potential conflicts of interest in the ADRC's operations, consistent with the Department's conflict of interest policy for ADRCs.
10. Review ADRC customer feedback and other sources of information to determine if there is a need to change the ADRC's policies or otherwise improve performance.
11. Annually gather information about and identify unmet needs of the ADRC's target populations for long term care and other services. Provide well-advertised opportunities for public participation in the board's information gathering activities.
12. Identify potential strategies and resources for building local capacity to serve ADRC customers.
13. Report findings and recommendations to the ADRC Regional Director, local officials, the Department, and other interested parties as appropriate.
14. Provide input to and approve any proposed changes in the organizational structure of the ADRC.
15. Provide input on hiring of the ADRC Regional Director.

Article VIII: Rules of Order

Section 1:

The ADRC Governing Board shall conduct its business according to Roberts' Rules of Order.

Article IX: Ratification of By-Laws

Section 1:

Ratification or amendment of these by-laws shall be by a two-thirds vote.

Article X: References

§46.283(6) Stats.

2009 ADRC Contract, Art. IV(B)(4)(j-k)