

# BYLAWS

for the regulation,  
except as otherwise provided by statute  
or Articles of Incorporation,  
of the

Area Agency on Aging  
Serving Napa and Solano. Inc.  
a California Nonprofit Public Benefit Corporation

Adopted July 15, 2008

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## ARTICLE I

### PURPOSE OF ORGANIZATION

This Corporation is organized exclusively for charitable purposes as specified in Section 501© (3) of the Internal Revenue Code and is formed specifically to support the planning, delivery, monitoring and administration of programs and services to meet the needs and serve the interests of the elder residents of Napa and Solano Counties under the California Nonprofit Public Benefit Corporation Law.

## ARTICLE II

### OFFICES

#### SECTION 1. PRINCIPAL OFFICE

The Corporation's principal office shall be located in Solano or Napa County. The Board of Directors may change the principal office of the Corporation from one location to another within the named counties by noting the changed address and effective date as an attachment to these Bylaws. Such changes of address shall not be deemed or required an amendment of these Bylaws.

#### SECTION 2. OTHER OFFICES

The Corporation may also have offices at such other places as its business and activities may require, as approved by the Board of Directors.

## ARTICLE III

### MEMBERSHIP

This Corporation shall have no members as defined in Section 5056 of the California Corporations Code. The Corporation shall be governed by a Board of Directors. Any and all rights which would be vested in the members shall be vested in the Board of Directors.

## ARTICLE IV

### DIRECTORS

#### SECTION 1. POWERS AND DUTIES.

- (A) Subject to California Law and any limitation in the Articles of Incorporation and these Bylaws, ultimate management of the Corporation shall be vested in the Board of Directors, which has full power and authority to carry out the affairs of the Corporation and to exercise leadership in raising, exploring and setting issues of policy. The Board shall perform any and all duties imposed on them collectively or individually by law, by the Articles of

Incorporation, and by these Bylaws. The Board shall meet at such times and places as required by these Bylaws. Members shall register their addresses with the Secretary of the Board.

- (B) Without prejudice to its general powers, and subject to any limitations provided through management agreement or contract approved by the Board of Directors, the Board may delegate the management of the activities of the Corporation to any person or persons, a management company, or committees however composed, provided that all activities and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, under the ultimate direction of the Board.
- (C) The Board has the sole authority to hire, fix the terms of compensation, tenure, responsibilities, review the performance of and terminate an Executive Director. The Executive Director shall hire such other employees as necessary. The Executive Director shall be solely responsible to the Board for the implementation of its policies and for the performance of all members of the staff, including their employment, salaries, and tenure in accordance with the personnel policies approved by the Board. A Director having served less than six months on the Board may not participate in the written performance appraisal of the Executive Director.
- (D) The Board has the sole authority to hire the Auditor and shall review the annual audit, the Auditor's management letter, and management's response thereto.
- (E) The Board shall review the annual budget presented by the Chief Fiscal Officer. Any revision deemed advisable after consultation with the Executive Director and Chief Fiscal Officer shall be made and the budget shall then be approved by the Board. The Board shall then monitor the annual budget and review/approve subsequent revisions.
- (F) The Board shall have the sole authority to borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purpose, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges hypothecation, and other evidences of debts and securities.
- (G) The Board shall have final approval of the Chair's appointment of committee Chairs and the appointment of all Board members, including those nominated by members of the respective County Boards of Supervisors.

## SECTION 2. NUMBER AND ELECTION OF DIRECTORS.

- (A) The authorized number of Directors shall be sixteen (16). Five (5) from each County, for a total of ten (10), shall be nominated by County Supervisors. Each County will be allowed three (3) At-Large Directors for a total of six (6). All Directors require approval by a majority of the Board to be seated. The term of office for Directors shall be (2) years except as specified in Article IV, Section 3. (E).

- (B) Officers of the Corporation shall be elected during the conduct of business of the regular June meeting to serve a term of two (2) years to commence at the close of business of the regular June meeting. When an officer position becomes vacant during a two (2) year term, the Director elected to fill the vacancy serves only for the remainder of the term.
- (C) The Board Secretary shall cause to be sent a notice to any Director of the pending expiration of their term on the Board at least ninety (90) days, but no more than one hundred twenty (120) days prior to said expiration date.

### SECTION 3. VACANCIES

- (A) Vacancies on the Board shall exist (1) upon the death, resignation, or removal of any Director, (2) whenever the number of authorized Directors is increased or (3) upon a change of residence of a Director to another County.
- (B) Any Director may resign effective upon giving written notice to the Chair of the Board, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the Corporation would then be left without a duly elected Director in charge of its affairs, except upon notice to the office of the Attorney General or other appropriate agency of this state.
- (C) Directors may be removed from office as permitted by and in accordance with the laws of the State of California. Any member of the Board of Directors who is absent from three meetings in one calendar year may be regarded as thereby resigning from the Board of Directors at the discretion of the Board of Directors. The member will be so notified by the Board Secretary.
- (D) If a County Supervisor fails to nominate someone within ninety (90) days after a vacancy has been declared for their district, the Board shall have the power to elect an interim Director until the Supervisor of that district nominates and the Board confirms a replacement, or the term of office expires, whichever occurs first.
- (E) A vacancy on the Board shall be filled in the same manner as the Director whose office is vacated was selected except as stated in Article IV, Section 3, (D). Vacancies may be filled by a majority vote of the remaining Directors, although less than a quorum, or by a sole remaining Director, in a duly noticed special or regular meeting. Each Director so elected shall hold office until the expiration of the term of the replaced Director or until a successor has been qualified and elected.
- (F) No reduction of the authorized number of Directors shall have the effect of removing any Director before the Director's term of office has expired.
- (G) A Director may request a leave of absence for up to 6 months. Any such request will be brought before the Board of Directors at the next meeting following receipt of the request by any officer of the Board. The Board will decide whether to grant the requested leave of absence and the member will be notified of the Board's decision by the Board Secretary.

Any absence of a Director during the period of time for which the Board has granted a leave of absence will not be considered an absence for purposes of considering resignation as provided under Section 3(C). In addition, any member granted a leave of absence will not be considered a seated member of the Board for purposes of determining a quorum as provided in Section 10.

#### SECTION 4. PLACE OF MEETINGS

Meetings of the Board may be held at any place within the State of California that has been designated by resolution of the Board.

#### SECTION 5. REGULAR MEETINGS

Regular meetings of the Board shall be held at least eight (8) times annually on such dates and at such times as may be fixed by the Board.

#### SECTION 6. SPECIAL MEETINGS

Special meetings of the Board may be called by the Chair of the Board or by any four Directors. Such meetings shall be held at the principal office of the Corporation or, if different, at a place designated by the person or persons calling the special meeting.

#### SECTION 7. EXECUTIVE SESSION (CLOSED) MEETINGS

The Board may, with the approval of a quorum of its members, adjourn a meeting and reconvene in Executive Session to discuss and vote upon personnel matters, litigation in which the Board is or may become involved, disciplinary actions, personnel issues, and orders of business of similar nature. The nature of any and all business to be considered in Executive Session shall first be announced in open session.

#### SECTION 8. NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors.

- (A) Regular Meetings. Notice will be given of all regular meetings of the Board of Directors. A standard meeting date and time will be determined by the current board.
- (B) Special Meetings. Except in an emergency situation, at least one week prior notice shall be given to each Director for each meeting of the Board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, by facsimile machine, or by e-mail and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting. In case of an emergency Board members will be contacted by phone.

## SECTION 9. CONDUCT OF MEETINGS

- (A) Meetings of the Board of Directors shall be presided over by the Chair of the Board. If no such person has been so designated or is absent, a Vice-Chair shall preside. In the absence of a Vice-Chair, a majority of the Directors present at the meeting will select an interim Chair just for that meeting.
- (B) Meetings of the Board shall be open to the public except when matters to be considered at such meeting would, by the laws governing California Nonprofit Public Benefit Corporations, be exempt from the requirement for public meetings.

## SECTION 10. QUORUM

A quorum in an assembly is the number of members entitled to vote who must be present in order that business can be legally transacted. A quorum shall consist of one-half of the seated Board plus one member. Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the Board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain is a motion to adjourn. Should a required quorum of Board members not be present at a scheduled meeting, the presiding officer may immediately convene a meeting of the Executive Committee. The Executive Committee will have the authority of the Board to act on any and all business that cannot wait until the next regular meeting of the Board of Directors.

## SECTION 11. MAJORITY ACTION AS BOARD ACTION

Every act or decision will be done or made by consensus of the Board, or lacking that, by a majority of the Directors present at the meeting duly held at which a quorum is present.

## SECTION 12. FEES AND COMPENSATION OF DIRECTORS

Directors and members of committees may not receive compensation for their services; however, they may be reimbursed for expenses with pre or post approval of the Board.

## SECTION 13. CONFLICT OF INTEREST AND CODE OF CONDUCT

Directors of the Corporation must declare potential and actual conflicts of interest, which include the potential for personal profit in money, goods or tangible assets. Directors must refrain from influencing or voting on any matters relating to such conflicts. To be approved by the Board of Directors and seated, prospective members must agree to abide by the terms of the Corporation's Code of Conduct which outlines the Corporation's standards on conflict of interest, ethics considerations and other matters related to the conduct expected of all segments of the Corporation by signing a Code of Conduct Certification.

## SECTION 14. NONLIABILITY OF DIRECTORS

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.



## ARTICLE V

### INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS

#### SECTION 1. DEFINITIONS

For the purpose of this Article,

- (A) “agent” means any person who is a director, officer, employee, or other agent of the corporation.
- (B) “proceeding” means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative.
- (C) “expenses” includes, without limitation, all attorneys’ fees, costs, and any other expenses incurred in the defense of any claims or proceedings against an agent by reason of his/her position or relationship as agent and all attorneys’ fees, costs, and other expenses incurred in establishing a right to indemnification under this Article.

#### SECTION 2. SUCCESSFUL DEFENSE BY AGENT

To the extent that an agent of this corporation has been successful on the merits in the defense of any proceeding referred to in this Article, or in the defense of any claim, issue, or matter therein, the agent shall be indemnified by this corporation against expenses actually and reasonably incurred by the agent in connection with the claim. If an agent either settles any such claim or sustains a Judgment rendered against him/her, then the provisions of Section 3 through 5 shall determine whether the agent is entitled to indemnification.

#### SECTION 3. ACTIONS BROUGHT BY PERSONS OTHER THAN THE CORPORATION

Subject to the required findings to be made pursuant to Section 5, below, this corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding other than an action brought by, or on behalf of, this corporation, or by the Attorney General or an officer, director or person granted relator status by the Attorney General on the ground that the defendant director was or is engaging in self-dealing within the meaning of the California Corporations Code, or by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of this corporation, for all expenses, Judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.

#### SECTION 4. ACTION BROUGHT BY OR ON BEHALF OF THE CORPORATION

(A) Claims settled out of court. If any agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of this corporation, or by the Attorney General or an officer, director or person granted relator status by the Attorney General on the ground that the defendant director was or is engaging self-dealing within the meaning of the California Corporations Code, or by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust, by reason of the fact that

such person is or was an agent of this corporation, with or without court approval, the agent shall receive no indemnification for amounts paid pursuant to the terms of the settlement or other disposition nor, unless such settlement is approved by either the court or the Attorney General, for any expenses incurred in defending against the proceeding.

- (B) Claims and suits awarded against agent. This corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action brought by or on behalf of this corporation or by any other party listed in paragraph (A) of this section, by reason of the fact that the person is or was an agent of this corporation, for all expenses actually and reasonably incurred in connection with the defense of that action, provided that both of the following are met:
- (i) the determination of good faith conduct required by Section 5, below, must be made in the manner provided for in that section; and
  - (ii) upon application, the court in which the action was brought must determine that, in view of all the circumstances of the case, the agent is fairly and reasonably entitled to indemnification for the expenses incurred. If the agent is found to be so entitled, the court shall determine the appropriate amount of expenses to be reimbursed.

#### SECTION 5. ACTIONS BROUGHT BY PERSON OTHER THAN THE CORPORATION DETERMINATION OF AGENT'S GOOD FAITH CONDUCT

Indemnification granted to an agent in Section 3 and 4 above is conditioned on the following:

- (A) Required standard of conduct. The agent seeking reimbursement must be found, in the manner provided below, to have acted in good faith, in a manner he/she believed to be in the best interest of this corporation, and, in the case of an action brought by or on behalf of the corporation, with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use in similar circumstances. The termination of any proceeding by Judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner which he/she reasonably believed to be in the best interest of this corporation or that he/she had reasonable cause to believe that his/her conduct was unlawful. In the case of a criminal proceeding, the person must have had no reasonable cause to believe that his/her conduct was unlawful.
- (B) Manner of determination of good faith conduct. The determination that the agent did act in a manner complying with Paragraph (A) above shall be made by:
- (i) the board of directors by a majority vote of quorum consisting of directors who are not parties to the proceeding;
  - (ii) the court in which the proceeding is or was pending upon application made by this corporation or the agent or the attorney or other persons rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by the corporation.

## SECTION 6. LIMITATIONS

No indemnification or advance shall be made under this Article, except as provided in Sections 2 or 5(B)(ii), in any circumstance when it appears:

- (A) that the indemnification or advance would be inconsistent with a provision of the articles, a resolution of the members, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
- (B) that the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

## SECTION 7. ADVANCE OF EXPENSES

Expenses incurred in defending any proceeding may be advanced by this corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

## SECTION 8. CONTRACTUAL RIGHTS OF NON-DIRECTORS AND NON-OFFICERS

Nothing contained in this Article shall affect any right to indemnification to which persons other than directors and officers of this corporation, or any subsidiary hereof, may be entitled by contract or otherwise.

## SECTION 9. INSURANCE

The board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation upon the affirmative vote of a majority of the directors voting at a duly held meeting at which a quorum is present.

## ARTICLE VI

### COMMITTEES

#### SECTION 1. EXECUTIVE COMMITTEE

- (A) The Board of Directors may, by majority vote of its members, designate an Executive Committee consisting of the officers and immediate past Chair, if still a member of the Board, or one Board member.
- (B) The specific duties and responsibilities of the Executive Committee include the establishment of management policies and procedures with the advice and assistance of the staff of the corporation. The Executive Committee shall have the authority of the Board to

act in an emergency situation in regard to administration and personnel matters. In addition, as provided for under Article IV, Section 10 (Quorums), when a quorum of Board members are not present at a regularly scheduled meeting of the Board of Directors, the Executive Committee will have the authority of the Board to act on any and all business that cannot wait until the next scheduled meeting of the Board of Directors. Any emergency action taken by the Executive Committee under the powers granted in this section shall be reported to the Board at the next regular meeting of the Board. The Executive Committee may meet to discuss issues for review by the Board.

- (C) By majority vote of its members, the Board may at any time revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease [but not below (2)] the number of members on the Executive Committee, and fill vacancies on the Executive Committee from the members of the Board.
- (D) When acting in place of the whole Board, the Executive Committee shall keep minutes of its proceedings and cause them to be recorded as an addendum to the minutes of the next regular meeting.

## SECTION 2. OTHER COMMITTEES

The Corporation shall have such other committees as may be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the Board. All committees shall act in an advisory capacity to the Board.

## SECTION 3. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors.

# ARTICLE VII

## OFFICERS

### SECTION 1. OFFICERS

The officers of the Corporation shall be a Chair of the Board, a First Vice-Chair, a Second Vice-Chair, a Secretary and a Treasurer.

### SECTION 2. ELECTION AND TERM OF OFFICE

The officers of the Corporation shall be elected bi-annually at the June regular meeting by, and serve at the pleasure of the Board, and hold office until their resignation, removal, other disqualification from service or completion of current term.

### SECTION 3. REMOVAL AND RESIGNATION

Any officer may be removed by the Board of Directors at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the Chair or Secretary of the Board. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### SECTION 4. SUBORDINATE OFFICERS

The Board may elect or may empower the Chair of the Board to appoint such other officers as the business of the Corporation shall require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as the Board may prescribe with amendment to these Bylaws.

### SECTION 5. VACANCIES

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled by the Board. In the event of a vacancy in any office other than that of Chair, such vacancy may be filled temporarily by appointment by the Chair until such time as the Board shall fill the vacancy.

### SECTION 6. RESPONSIBILITIES OF OFFICERS

- (A) CHAIR OF THE BOARD. The Chair of the Board shall be the chief volunteer officer of the Corporation and shall, subject to the control of the Board of Directors, supervise the affairs of the Corporation and the activities of the Officers. The Chair shall perform all duties incident to the office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed by the Board of Directors. Unless another person is specifically appointed as Chair of the Board, the Chair shall preside as Chair of the Board of Directors at all meetings of the Board of Directors. Except as otherwise expressly provided by law, the Articles of Incorporation, or by these Bylaws, the Chair shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments with authorization and approval of the Board of Directors.
- (B) VICE-CHAIRS. In the absence or disability of the Chair of the Board, the Vice-Chairs, in order of their rank as fixed by the Board, or if not ranked, the Vice-Chair designated by the Board, shall perform all the duties of the Chair of the Board, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the Chair of the Board. The Vice-Chairs shall have other powers and perform such other duties as may be prescribed for them respectively by the Board.
- (C) SECRETARY. The Secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board may order, a book of minutes of all meetings of the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at the meetings and the proceedings thereof. The Secretary shall cause to be kept at the principal executive

office, the original or a copy of the Corporation's Articles of Incorporation and Bylaws, as amended to date.

#### (D) TREASURER

- (1) The Treasurer is the Chief Financial Officer of the Corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation. The books of account shall at all times be open to inspection by any Director.
- (2) The Treasurer shall deposit or cause to be deposited all moneys and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, shall render to the Chair of the Board and the Directors, whenever requested, an account of all transactions as Treasurer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as the Board may prescribe.
- (3) If required by the Board, the Treasurer shall give the Corporation a bond, paid for by the Corporation, in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the Treasurer's office, and for restoration to the Corporation of all its books, papers, vouchers, money and other property of every kind, in the possession or under the control of the Treasurer on the death, resignation, or removal from office of that officer.

### ARTICLE VIII

#### EXECUTIVE DIRECTOR

##### SECTION 1. EMPLOYMENT STATUS

The Executive Director shall be the Chief Administration Officer of the Corporation. The Executive Director shall have the authority and the responsibility for the administration and execution of the policies of the Corporation adopted by the Board, and shall report to the Board directly or through committees as directed by the Board. Directions to the Executive Director shall be given by action of the Board. The Executive Director shall be subject to the procedures and policies of the Corporation.

##### SECTION 2. AUTHORITY

The Executive Director shall have the authority for executing the administrative, personnel, finance, planning and operations policies of the Corporation. The Executive Director shall have the authority to implement in such form as deemed appropriate the policies adopted by the Board. No Director, Officer or member of any committee of the Corporation shall interfere with the administrative and executive authority of the Executive Director, or give any member of the

staff any instruction, directive or order. The Executive Director shall have authority to delegate duties, but shall retain overall responsibility to the Board for performance thereof.

### SECTION 3. RESPONSIBILITY

The Executive Director shall have responsibility for executing the administrative, personnel, finance, planning and operations policies of the Corporation. The Executive Director shall have responsibility for the administration of the approved budget and shall make regular reports to the Board on the status thereof. The Executive Director shall be responsible for providing appropriate materials, resources and staff assistance to committees and individual Directors in furtherance of their service to the Corporation.

### SECTION 4. PARTICIPATION IN DELIBERATIONS

The Executive Director shall attend meetings of the Board of Directors, shall act as an advisor to the Board, may request and recommend changes in policies and procedures to the Board directly or via committees, but shall not have a vote.

### SECTION 5. EXECUTIVE DIRECTOR PRO TEMPORE

The Board of Directors shall appoint another employee of the Corporation or other person to serve as Executive Director in the event of an extended absence or disability of the person hired by the Board as specified in Article IV. Section 1. (C).

## ARTICLE IX

### OTHER PROVISIONS

#### SECTION 1. ENDORSEMENT OF DOCUMENTS

Any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing, and any assignment or endorsement thereof subject to the provisions of applicable law executed or entered into between the Corporation and any other person, when signed by any officer of the Corporation and the Executive Director or Executive Director Pro Tempore shall be valid and binding on the Corporation. Any such instrument may be signed by any other person or persons and in such manner as shall be determined by the Board. Unless so authorized by the Board, no officer, agent or employee shall have power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or amount.

#### SECTION 2. CONSTRUCTION AND DEFINITIONS

Unless otherwise required by the context, the general provisions, rules of construction and definitions contained in the General Provisions of the California Nonprofit Corporation Law and

in the California Nonprofit Public Benefit Corporation Law, shall govern the constructions of these Bylaws.

### SECTION 3. AMENDMENT

These Bylaws may be amended or repealed by the approval of the Board, after proper notification to all Board members, except that Article IV, Section 2. (A) may not be amended to change the right of any County Supervisor to nominate a Director without that County Supervisor's written consent.

### SECTION 4. RULES OF ORDER

The meetings of the Board and committees of the Corporation shall be guided by the rules of procedure set forth in Roberts Rules of Order (revised).

### SECTION 5. ADVISORY COUNCIL

The Advisory Council to the Area Agency on Aging Serving Napa and Solano Counties is recognized as an independent agency pursuant to the Older Americans of 1965 as amended, and has its own rules of procedure or Bylaws.