

BY-LAWS

Rappahannock-Rapidan Community Services

**Executive Offices
P.O. Box 1568
Culpeper, Virginia 22701
540-825-3100**

ARTICLE I - NAME

The name of this organization shall be the RAPPAHANNOCK-RAPIDAN COMMUNITY SERVICES BOARD and Area Agency on Aging, hereinafter referred to as "the Board."

ARTICLE II - PURPOSE

The purpose of this Board shall be to act as agent of the Counties of Culpeper, Fauquier, Madison, Orange, and Rappahannock in the Commonwealth of Virginia in the establishment and operation of mental health, mental retardation, substance abuse and aging services as provided for in Chapter 5 of Title 37.2 of the CODE OF VIRGINIA OF 1950, as amended and the Federal Older Americans Act of 1965 and 2006 , as amended. The Board is an Operating Community Services Board as described in Chapter 5, Title 37.2-500 to 37.2-512.

ARTICLE III - MEMBERSHIP

Section 1. The membership of this Board shall consist of fifteen (15) persons, approved and appointed by the Board of Supervisors of the participating counties. Membership shall be broadly representative of lay and professional elements of the community, but shall specifically exclude any employee of the Virginia Department of Behavioral Health and Developmental Services, the Virginia Department of Aging, and members of the State Board of Behavioral Health and Developmental Services. Members shall be appointed and serve in accordance with Chapter 5, Title 37.2-501 – 502 of the CODE OF VIRGINIA OF 1950, as amended.

Section 2. The Board shall consist of three (3) voting members from each jurisdiction.

Section 3. A member of the Board shall be appointed by the respective County Board of Supervisors for a term of three years from the first day of January of the year of appointment. A Board member may also serve an unexpired term. A member shall sign an Agreement of Understanding that is approved by the Board.

Section 4. Vacancies shall be filled for the unexpired terms in the same manner as an original appointment.

ARTICLE IV - POWERS AND DUTIES OF THE BOARD

The Board as a direct agent of the governmental entities which have established it shall be subject to the laws and regulations relating to such agencies of those governments and shall have the general powers, duties and responsibilities of a Board as outlined in Chapter 5 of Title 37.2, 500 – 512, CODE OF VIRGINIA, as amended, and as mandated by State and Federal Aging Legislation. As set forth in the CODE OF VIRGINIA and other applicable legislation the Board shall:

- a. Support, advocate and educate the community and local, state and federal government, as well as funding sources about programs, services and needs on mental health, mental retardation, substance abuse and aging populations.
- b. Review and evaluate all existing and proposed public mental health, mental retardation, substance abuse and aging services and facilities, both public and private, which are available to the community.
- c. Submit to the governing body or bodies of each political subdivision of which it is an agency, a program of community mental health, mental retardation, substance abuse and aging services and facilities for its approval.
- d. Within amounts appropriated, execute such programs and maintain such services as may be authorized under such appropriations.
- e. In accordance with its approved program, enter into contracts for rendition or operations of services or facilities.
- f. Make rules or regulations concerning the rendition or operation of services and facilities under its direction or supervision, subject to applicable standards or regulations as promulgated by the State Board. The Board shall, if so constituted, and as directed by the governmental jurisdiction or jurisdictions involved, act as administrator of the program.
- g. Appoint an Executive Director whose qualifications meet the standards fixed by the Board and applicable law and prescribe the Executive Director's duties. The compensation of such Executive Director shall be fixed by the Board within the amounts made available by appropriation. The Board agrees and covenants that it shall provide the Executive Director with guidance, support, and direction in carrying out the Executive

Director's contract duties and responsibilities and complete an annual evaluation of the Executive Director.

- h. Prescribe a reasonable schedule of fees for services provided by personnel or facilities under the jurisdiction or supervision of the Board and collection of the same. All fees collected shall be included in the program submitted to the local governing bodies pursuant to subdivision (2) hereof and in the budget submitted to the local governing bodies pursuant to Title 37.2-508 and shall be used only for community mental health, mental retardation, substance abuse and aging purposes. The Board shall institute a reimbursement system to maximize the collection of fees from persons receiving services under the jurisdiction or supervision of the Board consistent with the provisions of Title 37.2-511 and from responsible third-party payors.
- i. Accept or refuse gifts, donations, bequests or grants of money or property from any source and utilize the same as authorized by the governing body or bodies of the political subdivision or subdivisions of which it is an agency.
- j. Seek and accept funds through federal grants. In accepting such grants the Board shall not bind the governing body or bodies of the political subdivision or subdivisions of which it is an agency to any expenditures or conditions of acceptance without the prior approval of such governing body or bodies.
- k. Have authority, notwithstanding any provision of law to the contrary, to disburse funds appropriated to it in accordance with such regulations as may be established by the governing body of the political subdivision of which the Board is an agency.
- l. Apply for and accept loans as authorized by the governing body or bodies of the political subdivision or subdivisions of which it is an agency. This provision is not intended to affect the validity of loans so authorized and accepted prior to July 1, 1984.
- m. Develop joint annual written agreements, consistent with policies and procedures established by the State Board, with local school divisions; health departments; boards of social services; housing agencies, where they exist; courts; sheriffs; area agencies on aging and regional Department of Rehabilitative Services offices. The agreements shall specify

what services will be provided to clients. All participating agencies shall develop and implement the agreements and shall review the agreements annually.

- n. Advocate for programs and policies to support consumers, persons with long-term care needs and their families with local, state, and federal legislative and regulatory bodies.
- o. Assist in fund raising and resource development to support programs.
- p. And other applicable duties and powers as they may apply.

ARTICLE V - OFFICERS OF THE BOARD AND THEIR DUTIES

Section 1. The officers of the Board shall consist of a Chair, Vice-Chair, and Secretary who shall be elected by the Board. Term of office shall be one (1) year, renewable once at the option of the Board.

Section 2. The duties of the Chair shall be:

- a. To call and preside at all meetings of the Board and Executive Committee.
- b. To appoint all committee members deemed necessary for the operation of the Board, pursuant to the By-Laws.
- c. To represent the Board at appropriate local, state and national meetings.
- d. To supervise the Executive Director in decision-making about Board related functions.
- e. To perform any other duties determined by the Board.

Section 3. The duties of the Vice-Chair shall be:

- a. To perform in the absence of the Chair all the duties of the Chair.
- b. To perform any other duties as assigned by the Board.

Section 4. The duties of the Secretary shall be:

To attest to all actions of the Board, including signing the official minutes and documents as needed.

ARTICLE VI - NOMINATIONS, ELECTIONS AND TERMS OF OFFICE

Section 1. The Board shall elect its officers in accordance with the Nominating Committee procedure:

- a. The Committee shall consist of at least five members, one from each County.
- b. The Committee and its chair shall be appointed by the Board Chair no later than October of each year to return with a full slate of officers in November to be presented to the full Board in December.
- c. In addition to the Committee's slate presented in December, nominations for officers shall be accepted from the floor at the December meeting.
- d. Election of officers shall be held at the December meeting and the new officers shall assume their duties on January 1 of the new calendar year.

Section 2. Any vacancy occurring in the officers shall be filled by the Board.

ARTICLE VII - MEETINGS

Section 1. Regular monthly meetings of the Board shall be held the second Tuesday of every month unless cancelled by the Executive Director upon approval of the Board Chair, or by action of the Board at a previous meeting.

Section 2. Special meetings of the Board may be called by the Chairman or upon the written request of three members, upon proper notice pursuant to the requirements of the Virginia Freedom of Information Act.

Section 3. The quorum for all Board meetings shall be one-half of its members plus the Chair or Vice-Chair.

Section 4. All committees meet at the discretion of the committee or upon request of the Board Chair.

Section 5. The quorum for all committee meetings shall be a majority of the committee.

Section 6. Any Board member who has three or more un-excused absences within a calendar year may be recommended by the full Board for removal from his/her seat to be determined by his/her Board of Supervisors.

ARTICLE VIII - PERMANENT COMMITTEES OF THE BOARD

Section 1. There shall be the following Permanent Committees:

- a. An Executive Committee, comprised of the Board Chair, who shall serve as Chair of the Committee, represent his/her County and have one vote; the Board Vice-Chair who shall represent his/her County and have one vote; the Secretary who shall represent his/her County and have one vote; and two members from the Counties not previously represented chosen by their respective County delegations and have one vote each. The Executive Committee shall be comprised of one (1) member from each County which shall:
 1. Conduct all necessary business between Board meetings.
 2. Participate by locality in annual presentations and requests to local and state governments for funding.
 3. Prepare and present necessary and appropriate reports to the full Board.
 4. Have staff liaison services from the Executive Director.
 5. Be responsible for the annual evaluation of the Executive Director.
 6. At the request of any other Committee, review materials.
- b. A Program Committee which shall be a Committee of the whole Board and shall elect its own Chair with input from the Nominating Committee at the last meeting of each calendar year and be educated about CSB programs and services. At the discretion of the Committee Chair, members may be appointed to program specific Ad Hoc committees (e.g., MH, MR, SA, and Aging). The full Committee shall:

1. Conduct necessary business related to programs and services and forward policy recommendations to the full Board for action.
2. Identify unmet program needs and plan accordingly.
3. Review and make recommendations on all new and existing programs.
4. Enhance community relations and acceptance of all Board services.
5. Prepare and present reports to the full Board.
6. Function as the Board's liaison with all related advisory boards and with the boards of all related contractual services.
7. Perform all other tasks as shall be assigned by the Board and the Chair.
8. Have staff liaison from upper level management.

c. An Administrative Services Committee which shall be a Committee of the whole Board and shall elect its own Chair with input from the Nominating Committee at the last meeting of each calendar year and be educated about CSB programs and services. At the discretion of the Committee Chair, members may be appointed to program specific Ad Hoc committees (e.g., Human Resources, Procurement, Management Information Systems, Accounting and Reimbursement). The Administrative Services Committee shall be responsible for:

1. Review and provide to the full Board financial statements for all agency activities.
2. Review and make recommendations to the full Board all policies related to Human Resources and Financial Management.
3. Periodically review accounting practices and cash management procedures.
4. Annually meet with the independent auditor to hear his/her report on audit findings and report these findings to the full Board.

5. Provide oversight and guidance to all agency administrative activities to assure compliance with applicable standards in procurement, reimbursement, human resources, accounting, and management information systems.
6. Perform all other tasks as shall be assigned by the Board and the Chair.
7. Have staff liaison with the Executive Director and the Director of Finance and Administrative Services.

d. A Development Committee, which shall be comprised of at least five members of the Board and shall elect its own Chair with input from the Nominating Committee at the last meeting of each calendar year. The Committee may recruit non-RRCSBAAA Board members to serve on ad hoc subcommittees for the purpose of developing and carrying out its various development projects, programs, events, etc. The names of these volunteer recruits shall be submitted to the full Board for approval. The full Committee shall:

1. Develop and oversee execution of an annual Development Plan to raise funds toward an annual goal established in consultation with the Executive Director; and establish the specific purposes to which these funds will be devoted.
2. Consider and carry out, as seems feasible, various methods of fund-raising to benefit RRCSBAAA or specific programs of the agency, such as an annual appeal for contributions; fund-raising events; grant proposals; other methods as may be found.
3. Develop entrepreneurial programs that draw on agency resources, in consultation with the Executive Director.
4. Develop and oversee public relations and publicity efforts to help ensure public support for the agency, including website development, electronic and print newsletters, signage on buildings and vehicles, print literature, press releases, special events, etc.
5. Work with advice and assistance of the Executive Director, and evaluate the need and availability of staff support for these activities.
6. Report regularly to the Board on its activities and enlist the support of Board members in volunteer roles.

Section 2. Other Permanent Committees may be created by the Board as necessary.

Section 3. The Committee Chair of Permanent Committees shall designate a staff person to take minutes at each meeting of the Committee and make them available to the full Board.

Section 4. All reports and recommendations of the Permanent Committees are subject to review and action by the full Board.

ARTICLE IX - AD HOC COMMITTEES OF THE BOARD

Section 1. There shall be Ad Hoc Committees of the Board to exist from time to time, and shall be appointed and serve at the pleasure of the Board Chair.

Section 2. An Ad Hoc Committee shall examine issues, make plans, and take actions on its assigned business and make recommendations to the full Board.

Section 3. The Board Chair shall dissolve an Ad Hoc Committee when its tasks are complete.

ARTICLE X - ARTICLES OF ASSOCIATION

THESE ARTICLES OF ASSOCIATION were adopted by the Rappahannock-Rapidan Community Services Board and Area Agency on Aging the 13th day of June 1995.

WHEREAS, the Rappahannock-Rapidan Community Services Board and Area Agency on Aging has been created by resolutions of Culpeper, Fauquier, Madison, Orange, and Rappahannock Counties of Virginia, and

WHEREAS, the Rappahannock-Rapidan Community Services Board and Area Agency on Aging wishes to set forth herein its purpose, and the Dedication and Distribution of its Assets upon dissolution,

NOW, THEREFORE, the Rappahannock-Rapidan Community Services Board and Area Agency on Aging does hereby certify:

FIRST: Said organization is organized exclusively for charitable, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code, or the corresponding section to any future Federal tax code.

SECOND: No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except

that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in paragraph FIRST. No substantial part of the activities of the organization shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under Section 501(c) (3) of the Internal Revenue Code (or corresponding section of any future Federal tax code), or (b) by an organization, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code, or corresponding section of any future Federal tax code.

THIRD: Upon dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization is located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI - PROCESS OF AMENDMENT

Section 1. These By-Laws may be amended according to the following procedure:

- a. Any By-Laws amendment may be introduced by any Board member at a regular Board meeting.
- b. A By-Laws amendment that is introduced shall be read at that meeting and the next regular meeting.
- c. A vote on the By-Laws amendment may be taken after the second reading.
- d. A two-thirds (2/3) affirmative vote is necessary to amend these By-Laws.

ARTICLE XII - PARLIAMENTARY AUTHORITY

Section 1. ROBERT'S RULES OF ORDER, NEWLY REVISED shall be the parliamentary authority for the Rappahannock-Rapidan Community Services Board and Area Agency on Aging. Conflicts of interpretation shall be decided by the Chair of the Board.

By-Law Revisions/Implemented:

07/09/85 Revised
07/14/87 Revised
01/01/91 Revised & Implemented
11/10/92 Revised
04/13/93 Revised
04/12/94 Revised & Implemented
01/10/95 Revised & Implemented
10/10/95 Revised & Implemented
04/09/96 Revised & Implemented
02/10/98 Draft Presented
04/14/98 Revised and Implemented
06/08/99 Revision Presented to Board of Directors
07/13/99 Final Draft Revision #2 Presented to the Board
09/14/99 Final Document Presented to the Board for Approval
09/14/99 Approved and Implemented
11/14/00 Revision Presented to Board of Directors
12/12/00 Presented to Board of Directors for approval
12/12/00 Approved and Implemented
09/11/01 Presented to the Board of Directors
10/09/01 Revised and Implemented
05/14/02 Revision Presented to Board of Directors
06/11/02 Final Document Presented to the Board for Approval
06/11/02 Approved and Implemented by the Board
02/03/09 Revision Presented to Executive Committee
02/10/10 Proposed Revisions from 1/12/10 Board Meeting
03/09/10 Approved and Implemented by the Board
11/09/10 Proposed Revisions from 11/09/10 Board Meeting
12/14/10 Approved and Implemented by the Board