

AGREEMENT
ESTABLISHING THE
REGIONAL COUNCIL OF GOVERNMENTS FOR THE CENTRAL OHIO AREA
AGENCY ON AGING
AND ITS BYLAWS

This AGREEMENT is made and entered into as of July 16, 2025 by and among the political subdivisions identified below:

RECITALS:

WHEREAS, Ohio Revised Code Chapter 167 provides, in general, that the governing bodies of any two (2) or more political subdivisions may enter into an agreement establishing a regional council of governments for the purposes of promoting cooperative arrangements and agreements among its members and between its members and government agencies or private persons or entities, performing functions and duties which its members can perform and addressing problems of mutual concerns; and

WHEREAS, the Central Ohio Area Agency on Aging has been designated by the Ohio Department of Aging as the area agency on aging under Ohio Revised Code Section 173.011 and 45 C.F.R. 1321.19 and as the PASSPORT Administrative Agency for the Designated Planning and Service Area comprised of the eight (8) central Ohio counties of Delaware, Fairfield, Fayette, Franklin, Licking, Madison, Pickaway and Union.

WHEREAS, Central Ohio Area Agency on Aging is transitioning from operation within the City of Columbus, Ohio to a stand-alone regional council of governments under Ohio Revised Code Chapter 167 to: better serve older adults and individuals with disabilities in its eight (8) county central Ohio Designated Planning and Service Area, further expand its service models, launch innovative programs to meet emerging community needs through regional cooperative arrangements, and comply with all applicable state and federal laws and regulations (the "Regional Council of Governments for the Central Ohio Area Agency on Aging").

NOW, THEREFORE, it is agreed by and among the Members, identified below, on behalf of whom this Agreement has been executed by their representatives in accordance with the authorizing resolution of each, that:

Section 1. Definitions.

As used in this Agreement and in the Bylaws the following words shall have the following meanings:

"Advisory Committee" means the Advisory Council on Aging, as defined by Section 306(6)(D) of the Older Americans Act, which shall be responsible for making recommendations to the Board of Directors that affect older Americans.

"Agreement" means this Agreement, as the same may be amended, modified, or supplemented in accordance with Section 8 hereof.

"Board of Directors" means the executive and administrative body of the Regional Council that is comprised of a designated number of representatives appointed by each Member in accordance with the Bylaws.

"Bylaws" means the regulations adopted by the Regional Council pursuant to Ohio Revised Code Section 167.04 and this Agreement, as the same may be amended, modified, or supplemented in accordance with Section 10 thereof, a form of which is attached hereto as Exhibit A.

"Costs" means all costs incurred by the Regional Council or by the Fiscal Agent in connection with the activities and operation of the Regional Council and its programs.

"Council" means the legislative body of the Regional Council established pursuant to, and having those powers and duties enumerated in, the Bylaws.

"Designated Planning and Service Area" shall mean the planning and service area designated by the Ohio Department of Aging or its successor for an area agency on aging, as may be revised.

"Fiscal Agent" means the person or organization designated in accordance with the Bylaws of the Regional Council to receive, deposit, invest and disburse funds contributed by the Members or third parties for the operation of the Regional Council, in accordance with this Agreement, and the Bylaws, which shall initially be the Regional Council.

"Fiscal Year" means the twelve (12) month period beginning January 1 and ending December 31.

"Member" means each of the participating political subdivisions within the Regional Council's Designated Planning and Service Area, which pursuant to duly adopted legislation, have caused this Agreement to be executed in its name, which Member shall be listed on Exhibit B hereto. A Member may include any municipal corporation, county, township, regional council of governments, regional planning commission, or other political subdivision of the state of Ohio in the Designated Planning and Service Area which has caused this Agreement to be executed in accordance with Section 7 hereof and has not withdrawn from the Council pursuant to Section 6 hereof or the Bylaws.

"Programs" means any programs operated or administered by the Regional Council.

"Regional Council" means the Regional Council of Governments for the Central Ohio Area Agency on Aging established by this Agreement.

Section 2. Name.

The name of the council of governments composed of all Members shall be the "Regional Council of Governments for the Central Ohio Area Agency on Aging," which shall do business as the "Central Ohio Area Agency on Aging" or "COAAA".

Section 3. Representation of Members.

Each Member shall appoint one (1) representative to the Council, who in the case of counties, shall be a member of its governing board, an officer chosen by such governing board, or an appointee of such officer chosen by the governing board. In the case of municipal corporations, townships, regional council of governments, regional planning commission, or other political subdivisions of the state of Ohio, the representative shall be the chief executive officer, a member of its governing board, or an appointee chosen by the governing board.

Section 4. Adoption of Bylaws.

Within thirty (30) days following the effective date of this Agreement as determined pursuant to Section 11 hereof, the Council shall meet for the purpose of adopting Bylaws. The affirmative vote of at least a majority of representatives of all Members present at the Council meeting shall be required for the adoption of the Bylaws, a form of which is attached as Exhibit A.

Section 5. Programs and Functions of the Regional Council.

The Programs to be operated or administered by the Regional Council shall include, but not be limited to, the following:

1. To perform all functions and operate and administer all programs that an Area Agency on Aging is authorized to conduct under Ohio and federal law, including without limitation administering programs as set forth in the Older American Acts and under other state, federal and private programs that provide services to older adults and individuals with disabilities in the Designated Planning and Service Area;
2. To accept any local, state and federal funds necessary to conduct its Programs, including, without limitation, all Older Americans Act funds as defined in Chapter 173-2 of the Ohio Administrative Code, as the same may be amended or revised;
3. To accept any grants from any third party;
4. To enter into contracts with the Ohio Department of Aging, the Ohio Department of Medicaid or any successor agency thereto, and all other local, state or federal governmental agencies or private parties necessary or appropriate for the performance of all functions and programs of an Area Agency on Aging;

5. To coordinate planning and cooperation among Members, other political subdivisions, and other stakeholders to foster the delivery of services to older adults and individuals with disabilities in the Designated Planning and Service Area; and
6. To do all things necessary or appropriate to effectuate the operation of the Programs and Regional Council.

Section 6. Withdrawal of a Member.

(a) Any Member wishing to withdraw from membership in the Regional Council shall notify the Regional Council in the manner described in Section 6(b) hereof and such withdrawal shall, except as otherwise provided in this Section 6, cause such Member's membership in the Regional Council to be terminated. Such termination shall not be effective until the end of the applicable fiscal year of the Regional Council. Termination of membership will not affect the availability of the Regional Council's services to residents of the Member's political subdivision.

(b) Any notification of withdrawal of a Member from membership in the Regional Council shall be given in writing to the Regional Council at least six (6) months prior to the end of a Fiscal Year. Such notification must include: (i) a certified copy of duly adopted legislation of the governing body of the withdrawing Member authorizing such withdrawal; and (ii) a Fiscal Officer's Certificate evidencing the appropriation of funds sufficient to pay the Regional Council its share of the Costs, if applicable.

(c) After withdrawal from membership in the Regional Council, the withdrawing Member may not become a Member again until it has fully complied with the procedures contained in Section 7 of this Agreement.

Section 7. Inclusion of Additional Members.

Any municipal corporation, county, township, regional council of governments, regional planning commission, or other political subdivision of the state of Ohio located in the Designated Planning and Service Area for the COAAA may apply to become a Member of the Regional Council by submitting an application in writing to the Board of Directors, accompanied by duly adopted legislation authorizing inclusion in the Regional Council, execution of this Agreement, and approval of the Bylaws. Prior to the next Council meeting, the Board of Directors shall review the application and recommend to the Council whether the applicant municipal corporation, county, township, regional council of governments, regional planning commission, or other political subdivision of the State of Ohio should be included in the Council. At the Council's meeting, it shall act upon the Board of Directors' recommendation by a duly adopted resolution. The applicant municipal corporation, county, township, regional council of governments, regional planning commission, or other political subdivision of the state of Ohio located in the Designated Planning and Service Area shall be included in the Regional Council and deemed a Member hereunder if its inclusion is approved by the affirmative vote of at least a majority of the Members

on the Council in attendance at the applicable Council meeting and the applicant municipal corporation, county, township, regional council of governments, regional planning commission, or other political subdivision of the State of Ohio executes the Agreement, and appropriates and remits to the Fiscal Agent such monetary assessment for Costs (as such term is defined in the Bylaws) in an amount recommended by the Board of Directors and approved by the Council, if any. The applicant shall thereafter be a Member and be assessed its portion of the Costs, if applicable, by the same method and using the same formula as any other Member, in accordance with the Bylaws.

Section 8. Amendments.

This Agreement may be modified, amended, or supplemented in any respect not prohibited by law upon the approval of the modification, amendment or supplement by the representatives of a majority of the Members in attendance at the applicable Council meeting, and the amendment, modification, or supplement shall thereupon become binding upon all Members.

Section 9. Term of the Agreement.

It is the express intention of the Members that this Agreement shall continue for an indefinite term but may be terminated as herein provided.

Section 10. Termination of the Agreement.

In the event that the governing bodies of two-thirds (2/3) of the Members, by duly adopted legislation, determine that this Agreement shall be terminated, the Board of Directors shall meet within thirty (30) days following its receipt of certified copies of those pieces of legislation. At that meeting, the Board of Directors shall determine the date upon which this Agreement and the activities and operations of the Regional Council shall terminate and make recommendations to the Council with respect to any matter which must be resolved in connection with the termination of the Regional Council and which is not addressed by this Agreement and the Bylaws. It is understood that any such termination shall not be effective until the Regional Council winds up all of its contractual agreements with third parties.

Upon termination of this Agreement, after payment of all known obligations of the Regional Council, any surplus funds remaining in the Regional Council shall be distributed as determined by the Board of Directors in accordance with applicable law.

No Member shall be required, by or under this Agreement or the Bylaws, by an amendment or otherwise, to pay any sum upon termination hereof, unless it shall have expressly agreed thereto.

Section 11. Effectiveness and Counterparts of the Agreement.

This Agreement shall not be effective until the Agreement is signed by the representatives of not less than two (2) Members as authorized by duly adopted legislation of the governing body of each of those Members. This Agreement may be signed in separate counterparts on behalf of any one (1) or more of the Members, without necessity for any single counterpart to be signed on

behalf of all Members. Separately signed counterparts shall be filed with the Fiscal Agent and shall constitute but one and the same Agreement.

ADOPTED THE 16TH DAY OF JULY, 2025.

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EXHIBIT A

BYLAWS

BYLAWS

GOVERNING THE

REGIONAL COUNCIL OF GOVERNMENTS FOR THE CENTRAL OHIO AREA
AGENCY ON AGING

WHEREAS, certain political subdivisions of the State of Ohio (each, a “Member”) entered into an Agreement Establishing the Regional Council of Governments for the Central Ohio Area Agency on Aging (the “CoG Agreement”) pursuant to Ohio Revised Code Chapter 167, for the purpose of establishing a regional council of governments to better serve older adults and individuals with disabilities in the Central Ohio Area Agency on Aging’s eight (8) county Designated Planning and Service Area in central Ohio (the “Regional Council” or “COAAA”).

WHEREAS, Ohio Revised Code Section 167.04 requires, and the CoG Agreement provides that the Regional Council shall adopt Bylaws designating the officers of the Regional Council and the method of selection thereof, creating a governing board to act for the Regional Council, appointing a fiscal officer and providing for the conduct of the Regional Council’s business; and

WHEREAS, each Member has, by duly adopted legislation, authorized its representative to approve these Bylaws, and the representatives of the Members have met for the purpose of adopting these Bylaws in accordance with Ohio Revised Code Section 167.04 and Section 4 of the CoG Agreement.

NOW, THEREFORE, the following provisions shall constitute the Bylaws of the Regional Council:

Section 1. Definitions.

Any capitalized word or phrase used in these Bylaws and not otherwise defined herein, shall have the meaning given in the CoG Agreement, as the same may, from time to time, be amended, modified, or supplemented in accordance with Section 8 thereof.

Section 2. The Council; Appointment of the Board of Directors.

- (A) The “Council” shall be the legislative body of the Regional Council except as set forth in these Bylaws. The Council shall be composed of one (1) representative from each of the Members, who have been appointed pursuant to Section 3 of the CoG Agreement. All representatives to the Council shall serve without compensation.
- (B) Appointment of the Board of Directors.
 - a. Each Member of the Council that is a County within the COAAA’s Designated Planning and Service Area may appoint up to the prescribed number of

Directors to the Board of Directors to serve a two (2) year term as determined in accordance with the representative-based county populations within the COAAA's Designated Planning and Service Area as follows:

Population	Number of Director Appointments (each)	Counties
Less than 50k	1 Director	Fayette
		Madison
Between 50k-150k	2 Directors	Pickaway
		Union
Between 150k-300k	3 Directors	Delaware
		Licking
		Fairfield
Between 300k-600k	4 Directors	
Between 600k-1 million	5 Directors	
Over 1 million	6 Directors	Franklin

- b. Each Member of the Council that is not a County within COAAA's Designated Planning and Service Area may appoint one (1) Director to the Board of Directors to also serve a two (2) year term.

To the extent possible, the Member representatives shall consider appointing Directors with subject matter expertise in providing services to older adults and individuals with disabilities, including, but not limited to, the areas of aging, disability, human services, social work, immigrants/refugees/migrants, housing, and transportation. In addition, the Member representatives shall consider appointing as Directors citizens who benefit from COAAA's services, including older adults, people with disabilities, and caregivers.

- (C) Officers. The officers of the Board of Directors shall be the officers of the Regional Council and its Council and shall consist of a Chair, Vice-Chair and Secretary who each shall be selected pursuant to Section 3 hereof. The Chair (and in the Chair's absence, the Vice-Chair) shall preside at the Board of Directors meetings.

If for any reason the offices of the Chair and Vice-Chair are vacant, the person serving as the COAAA's Executive Director shall preside as temporary Chair until a Chair is elected by the Board of Directors.

(D) Resolutions; Quorum; Vote of Council. A majority of all representatives to the Council (including proxies correctly presented to the Chair) in attendance at the Council meeting shall constitute a quorum to transact business except as otherwise provided in the CoG Agreement or these Bylaws. As long as at least eight (8) counties are Members of the Regional Council, a Council representative may designate another Council representative as a proxy at any meeting by delivering to the Chair of the Council and the Board of Directors a written designation of the proxy. Each representative (including the Chair and Vice-Chair) shall have one (1) vote, except for appointment of Directors to the Board of Directors, who shall be appointed as set forth in Section 2(B) above. All legislative action of the Council shall be by resolutions entered on its records. Except as otherwise provided in the CoG Agreement, the affirmative vote of at least a majority of all of the representatives to the Council eligible to vote on a matter (not counting vacancies) and in attendance at the meeting shall be required for the enactment of every resolution. Unless otherwise specifically stated in the resolution, all resolutions shall be effective immediately upon enactment, subject to any authorizations or certifications required by the Ohio Revised Code to be made by the Fiscal Agent Officer or the Members.

(E) Meetings. The Council shall annually meet on a certain day each November as designated by the Board of Directors and at such other times as may be required by the Chair or as may be requested, in writing to the Executive Director, by any two (2) or more Members. Written notice of each Council meeting shall be served by the Executive Director upon each Member of the Council not less than twenty-four (24) hours preceding the time for the meeting, and shall state the date, time, and place of the Council meeting and subject(s) to be considered at the Council meeting. The requirements of and procedures for notice may be waived in writing by each Member and any Member shall be deemed conclusively to have waived such notice with respect to a meeting by his or her attendance at that meeting. At the request of the Chair and with the approval of a majority of the members of the Board of Directors, the annual meeting of the Council may be rescheduled to such other dates as may be so approved by the Board of Directors; provided, however, that actions required by the CoG Agreement to be taken by the Council at its annual meeting are taken by the Council within thirty (30) days of the scheduled annual meeting date in November.

Pursuant to Ohio Revised Code Section 121.22(F), the Council shall by rule, establish a reasonable method whereby any person may determine the time, place, and purpose of its Council meetings. All meetings of the Council shall be open to the public, subject to the exceptions in Ohio Revised Code Section 121.22(G). The Council may adopt other rules in accordance with any applicable laws and regulations.

(F) Powers and Duties of the Council.

(1) At its annual meeting, the Council shall review the annual report of the Regional Council beginning in the first full calendar year after the formation of the Regional Council.

- (2) At its annual meeting, the Council shall consider, upon submission by the Board of Directors, and approve the annual appropriations of the Regional Council for the next Fiscal Year. The Board of Directors shall have the authority to revise the appropriations between Council meetings.
- (3) At each applicable annual meeting, the Members of the Council shall appoint the members of the Board of Directors for the next two (2) Fiscal Years in accordance with Section 2(B) hereof.
- (4) When applicable, the following matters shall be submitted to the Council and are subject to final approval by the Council: the annual appropriations of the Council for each Fiscal Year; appointment of the Board of Directors for the next two (2) Fiscal Years; and such other matters that the Board of Directors may, from time to time, determine to be matters requiring approval by the Council, or as required to be approved by the Council under the CoG Agreement.

Section 3. Board of Directors.

The Board of Directors shall be the policy making body of the Regional Council.

- (A) Composition. Subject to the provisions of Section 3(B) below, the Board of Directors shall be composed of Directors, determined in accordance with Section 2(B) hereof, representing each political subdivision that is a Member in the Regional Council and shall be appointed by the Member representative of each respective Member in the Regional Council at a meeting of the Council.
- (B) Number of Directors. Notwithstanding anything in this Section 3 to the contrary, the maximum number of Directors shall be constituted as set forth in Section 2(B).
- (C) Terms of Office. Representatives appointed to serve as a Director on the Board of Directors shall serve a two (2) year term of office. There shall be no limit to the number of terms to which a Director may be appointed. All Directors shall serve without compensation.

In the event that a vacancy occurs on the Board of Directors, the remaining members of the Board of Directors shall meet and appoint a person to fill the vacancy until the next meeting of the Council at which appointments of Directors are held.

- (D) Meetings. The Board of Directors shall hold regular meetings approximately once per calendar quarter or more frequently as needed at such times as may be determined by the Board of Directors or the Chair. Special meetings shall be held at such other times as may be requested by the Chair. Written notice of each meeting shall be served by the Executive Director upon each Director not less than twenty-four (24) hours preceding the time for the meeting, and shall state the date, time, and place of the meeting and subjects to be considered at the meeting. The requirements of and procedures for notice may be waived

in writing by each Director and any Director shall be deemed conclusively to have waived such notice with respect to a meeting by his or her attendance at that meeting.

- (E) Attendance; Quorum. Directors are expected to attend Board meetings. Any Director who is absent from three Board meetings without excuse during a twelve (12) month period is automatically removed from the Board. The remaining Directors shall meet and appoint a person to fill the vacated seat until the next meeting of the Council at which the appointment of Directors occurs. A majority of all Directors in attendance at each Board meeting shall constitute a quorum to transact business except as otherwise provided in the CoG Agreement or these Bylaws.
- (F) Officers. At its first meeting, and in every Fiscal Year that ends in an odd numbered-year, the Board of Directors shall convene and organize to elect the officers of the Board of Directors listed below in this Section 3(F). The officers shall be elected to serve a two (2) year term by the Board of Directors by majority vote of all Directors present at the meeting. Any previous Chair whose term has expired shall preside as temporary Chair during that first annual meeting until the successor Chair is elected. In the absence of the prior Chair, the prior Vice-Chair shall preside as temporary Chair during that meeting until the successor Chair is elected.
- (1) Chair. The Chair shall preside at all meetings of the Board of Directors and the Council. The Chair's duties shall also include, but not be limited to, presenting an annual report to the Council at its annual meeting, or distribution of such report to the Members, concerning the activities and operations of the Council, and executing such agreements and other documents as may be approved by the Board, including documentation related to the initial formation activities of the Regional Council. Such duties of the Chair described in the preceding sentence may be delegated to the Executive Director. In the event of a tie on matters subject to a vote of the Board, the Chair shall cast the tie-breaking vote.
- (2) Vice-Chair. In the absence of the Chair, the Vice-Chair shall preside at meetings of the Board of Directors and the Council and perform the duties of the Chair as described in Section 3(F)(1). The Vice-Chair shall succeed to the office of the Chair, should that office be vacated before the end of a term, and shall assist the Chair in the discharge of his or her duties.
- (3) Secretary. The Secretary shall certify the minutes of Board and Council meetings and perform other functions of the position as may be necessary or appropriate.
- (4) Executive Director. If the Board of Directors decides to hire a chief executive officer for the Council, then this person will be titled the Executive Director. The Board of Directors shall provide a job description for this position. The Executive Director shall provide written notice to all members of the Board of Directors of all meetings of the Board in accordance with paragraph (D) of this Section 3. Minutes of all meetings of the Board shall be kept by the Executive Director or the Executive Director's designee and distributed to each member of the Board within thirty (30)

days following each Board meeting. The Executive Director shall provide Council members with written notice of all Council meetings in accordance with Section 2 hereof. The Executive Director shall perform such other duties as the Chair may request.

- (5) Fiscal Agent Officer. The Board of Directors shall provide for the employment of a Fiscal Agent Officer. The Fiscal Agent Officer shall receive and disburse all funds of the Regional Council, prepare all necessary fiscal reports for the Board of Directors and the Regional Council, and undertake all other financial transactions necessary to the work of the Regional Council. The Fiscal Agent Officer of the Regional Council shall obtain and keep in force a fidelity bond in an amount determined by the Board of Directors and with a surety company approved by the Board of Directors. The Regional Council shall be named as an insured on such bond and the amount thereof shall not be reduced without prior written consent of the Board of Directors. Such fidelity bond requirement also may be satisfied through an insurance policy.

(G) Powers and Duties of the Board of Directors. The Board of Directors shall do the following:

(a) Consider and approve any purchases of equipment, facilities, or services for the Regional Council and any contracts of the Regional Council exceeding One Hundred Thousand Dollars (\$100,000.00) in any Fiscal Year except for any contracts related to the PASSPORT Program or those previously approved on an annual basis by the Board of Directors via an omnibus resolution passed by the Board of Directors.

(b) Make recommendations to the Council concerning any matter relating to the Regional Council and its Programs, including but not limited to:

1. amendments to or modifications of the CoG Agreement and Bylaws,
2. appropriations of the Regional Council,
3. each Member's share of the Regional Council's Membership Fee;
and
4. disqualification of Members.

(c) By affirmative vote of a majority of the Board of Directors and upon certification to the Board of Directors by the Fiscal Agent Officer that the proposal is within the limits of the Regional Council's resources, amend the budget and appropriations of the Regional Council.

(d) Approve the inclusion of additional Members into the Regional Council.

(e) Serve as the legislative authority for purposes of Chapter 4117 of the Ohio Revised Code.

(f) Direct the preparation and approval of monthly reports concerning summarizing the operational and contractual needs of the Regional Council during the previous month.

(g) Enter into any and all necessary and incidental contracts to carry out all programs of the Regional Council.

Section 4. Board of Directors' Committees.

The Board of Directors shall have the following Committees:

(a) The Advisory Committee, as described in the CoG Agreement;

(b) A Finance Committee;

(c) A Human Resources Committee;

(d) A Governance Committee; and

(e) One or more additional committees appointed by the Board of Directors to assist the Board of Directors in the management of any Program of the Regional Council.

The members of the Committees shall be appointed by and shall serve at the pleasure of the Board of Directors. Each committee shall perform the duties directed by the Board of Directors.

Each Committee shall elect from its membership a chair and vice-chair, who shall each serve for a term of one (1) year or such shorter period of time as the Committee may be in existence. The Committee chair shall preside at all Committee meetings and prepare the agenda for each meeting following consultation with the Executive Director or Chair of the Board of Directors. Such duties of the Committee chair described in the preceding sentence may be delegated to the Executive Director. In the absence of the Committee chair, the Committee vice-chair shall preside at Committee meetings. The Committee vice-chair shall succeed to the office of the Committee chair, should it be vacated before the end of a term, and shall assist the Committee chair in the discharge of the Committee chair's duties.

Each Committee shall make recommendations to the Board of Directors concerning any matter referred to it by the Board of Directors.

Section 5. Executive Committee.

To improve efficiency of the Regional Council's operations, there shall be a three (3) person Executive Committee of the Board of Directors, initially comprised of the Board of Director's Chair, Vice-Chair and Secretary. For a period not more than one year from the date of the Effective Date, the Executive Committee shall have the authority to do all things necessary and appropriate to facilitate the creation, organization, and commencement of the operations of COAAA.

Thereafter, the Executive Committee members shall be appointed by the Chair. The Executive Director shall provide staff of the Regional Council for use by the Executive Committee and assist it as may be requested. The Executive Committee shall meet in between regular Board meetings as noticed by the Chair in accordance with these Bylaws, and shall have all powers of the Board of Directors to act as provided in these Bylaws.

Section 6. Employees and Consultants.

The Board of Directors shall approve the employment of the Executive Director of the Regional Council. In addition, the Board of Directors may approve employment of other persons and may contract for the services of independent contractors, consultants, legal counsel, or experts as the Board of Directors or the Executive Director deems necessary or appropriate for the proper operation and administration of the Regional Council and its Programs. Any staff employed by the Regional Council shall be determined by the Executive Director to have the educational background and work experience necessary to discharge the duties assigned to that person. The Executive Director shall (i) review the salaries, benefits, work and disciplinary rules for the Regional Council's staff, (ii) make decisions regarding the hiring and firing of the Regional Council's staff, and (iii) be responsible for the supervision of the Regional Council's staff. In the absence of an Executive Director being employed by the Regional Council, the Board of Directors shall review the salaries, benefits, work and disciplinary rules for the Regional Council's staff. The salaries and costs of services for independent contractors, consultants, legal counsel, or experts shall be paid either as costs or program expenses from their respective accounts as determined by the Executive Director or by the Executive Director in consultation with the Board of Directors, as applicable.

Section 7. Equipment and Facilities.

The Regional Council may purchase, lease, or otherwise provide supplies, materials, equipment, and facilities as it deems necessary and appropriate to carry out its Programs. The Regional Council shall comply, to the extent applicable, with the provisions of the Ohio Revised Code with respect to the procedures for bidding and letting of contracts for the acquisition, repair, or improvement of its facilities, equipment, and supplies. The Executive Director, the Chair, or some other person at the direction of and on behalf of the Board of Directors shall enter into all contracts or leases for supplies, materials, equipment, or facilities of the Regional Council.

Section 8. Membership Fee Payments by Members.

There may be a need to charge and collect a fee from the Members of the Regional Council to support the operational costs of the Regional Council (the "Membership Fee"). If necessary, the Membership Fee will be determined by the Council at its annual meeting.

There will be no Membership Fees due or owed until at least January 1, 2028. On or before each annual meeting of the Council, the Board of Directors shall: (a) submit to the Council a written estimate of the Membership Fee to be assessed to each Member if a Membership Fee is to be collected, and (b) submit to each Member an estimate of each Member's Membership Fee. Any Membership Fee to be assessed on Members shall be determined by the Board of Directors.

The estimates shall be presented in enough detail so that the Council can determine their sufficiency.

If a Membership Fee is to be paid by the Members, each Member shall include its share of the Membership Fee in its annual appropriations (pursuant to Ohio Revised Code Chapter 5705, as applicable). Each Member shall thereafter remit its Membership Fee to the Fiscal Agent Officer.

Failure by a Member to appropriate and remit its Membership Fee pursuant to these Bylaws within sixty (60) days after the same shall become due may be deemed a withdrawal by such Member pursuant to Section 6 of the CoG Agreement unless the Member has petitioned the Board of Directors for an extension of time for payment, and the Board of Directors has, by resolution, approved an extension to a specific date.

Section 9. Conduct of Meetings.

All meetings provided for in these Bylaws shall be conducted in accordance with the procedural guidance contained in the latest edition of Robert's Rules of Order, Revised unless otherwise directed by these Bylaws or by resolution of the Council or the Board of Directors, with respect to the meetings of each of those bodies and any advisory committee, or as otherwise required by law. The chair of each of those bodies shall be the parliamentary procedure officer and his or her decisions with respect to matters of parliamentary procedure shall be final. Hybrid or virtual meetings and voting may be allowed at meetings of COAAA and committees in accordance with applicable laws and COAAA policies.

Section 10. Amendments.

These Bylaws may be modified, amended or supplemented in any respect upon approval of the modification, amendment or supplement by at least two-thirds (2/3) of the Members in attendance at the Council meeting regarding same, and the approved amendment, modification, or supplement shall only thereupon become binding upon all Members.

Section 11. Initial Operation of the Regional Council.

In the first Fiscal Year of the Regional Council's operation, actions required by these Bylaws to be taken at the annual meeting of the Council or the first meeting of the Board of Directors shall be taken at the initial meeting of the Council or as soon as practical after the effective date of the establishment of the Regional Council.

REGIONAL COUNCIL OF GOVERNMENTS FOR THE CENTRAL OHIO AREA
AGENCY ON AGING (COAAA)