

Adopted on June 20, 2025 by WCCOA Board of Directors

AREA AGENCY ON AGING ADVISORY COUNCIL
AMENDED AND RESTATED BY-LAWS

(Adopted on May 1, 2025 by the Advisory Council;

Adopted on June 20, 2025 by the Board of Directors

Adopted February 24, 2026 by Board of County Commissioners)

ARTICLE I. NAME

The full and complete name of this organization shall be the Washington County Commission on Aging, Inc. /Area Agency on Aging (WCCOA/AAA) Advisory Council. (Hereafter referred to as “the Council” or “Board”).

ARTICLE II. PURPOSE

The Council shall carry out advisory functions which further the Area Agency’s mission of developing and coordinating community-based systems of services for all older individuals, family and older relative caregivers specific to the planning and service area.

Further, the council shall advise the Washington County Commission on Aging, Inc./Area Agency on Aging on all matters relating to the development and administration of the Area.

ARTICLE III. DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the Council shall be to advise the agency relative to:

- a. Review and comment on the area plan and amendments before it is transmitted to the State agency for approval;
- b. Developing and administering the area plan;
- c. Ensuring the plan is available to older individuals, family caregivers, service providers, and the general public;
- d. Conducting public hearings;
- e. Representing the interests of older individuals and family caregivers; and
- f. Reviewing and commenting on community policies, programs and actions which affect older individuals and family caregivers with the intent of assuring maximum coordination and responsiveness to older individuals and family caregivers.

ARTICLE IV. MEMBERSHIP

Section 1. Composition

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In compliance with Title III of the Older Americans Act Final Rule, as amended March 15, 2024, the Council shall be made up of:

- a. More than fifty (50) percent older individuals, including minority individuals, who are participants or who are eligible to participate in programs under this part; with efforts to include individuals identified as in greatest economic need and individuals identified in greatest social need in Section 1321.65(b)(2)
- b. Representatives of older individuals;
- c. Family caregivers, which may include older relative caregivers;
- d. Representatives of health care provider organizations, including providers of veterans' health care (if appropriate);
- e. Representatives of supportive services provider's organizations, which may include legal assistance, nutrition, evidence-based disease prevention and health promotion, caregiver, long-term care ombudsman, and other service providers;
- f. Persons having leadership experience in the private or voluntary sections;
- g. Local elected officials; and
- h. The general public.

Section 2. Member Appointment

- a. The Council shall be composed of not less than nine (9) and no more than eleven (11) voting representatives appointed by the Washington County Board of County Commissioners upon recommendation of the Advisory Council. Geographical representation should be an important consideration when selecting members. The membership composition as stated in Section 1 will be a priority when selecting members.

Section 3. Qualifications

- a. The following individuals may not be voting members of the Council:
 - 1. WCCOA employees, prior employees and members of the WCCOA Board of Directors;
 - 2. Employees of service provider agencies under the area plan;
 - 3. Members of the board of directors of service provider agencies operating under the area plan; and

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Section 4. Term of Office

- a. The Term of offices of each member shall be for three (3) years and shall be limited to two (2) consecutive three (3) year terms. Members appointed to serve an unexpired term are still eligible for reappointment.
- b. Members having served two (2) consecutive three (3) year terms must be off the Council for one (1) year before being eligible for reappointment.
- c. Terms will commence and expire as applicable at the Councils annual meeting.
- d. Attempt shall be made to stagger terms of office expiration dates. Officers shall remain on the Board until their successor is appointed.

Section 5. Required Attendance

- a. If any member shall fail to attend two (2) consecutive regularly called meetings, such absence, except for good cause shown, shall be deemed as a voluntary resignation from the Council.

Section 6. Vacancies

- a. If a vacancy occurs for any reason other than the completion of a regular term of office, the Washington County Board of County Commissioners shall appoint a person to serve the unexpired portion of that term of office. The Council shall recommend persons for consideration.
- b. If the position is unfilled because of an expiring term, the member may, if willing, remain in the seat until the position is filled.

Section 6. Standards of Conduct

- a. In accordance with Maryland law, members of the Council's Board shall act:
 - a. In good faith;
 - b. In a manner the director reasonably believes to be in the best interests of the Council; and
 - c. With the care that an ordinarily prudent person in a like person would use under similar circumstances.
- b. Members of the Council's Board may rely on any information, opinion, report, or statement, including any financial statement or other financial data, prepared or presented by:
 - (i) An officer or employee of the WCCOA or the Council whom the director reasonably believes to be reliable and competent in the matters presented;

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(ii) A lawyer, certified public accountant, or other person, as to a matter which the director reasonably believes to be within the person's professional or expert competence; or

(iii) A committee of the board on which the director does not serve, as to a matter within its designated authority, if the director reasonably believes the committee to merit confidence.

(2) A director is not acting in good faith if the director has any knowledge concerning the matter in question which would cause the reliance to be unwarranted.

Section 7. Conflicts of Interest.

As a member of the Council's Board, it is essential to maintain the highest standards of integrity and transparency. Board members must avoid any situation that could create a conflict of interest, whether real or perceived, between their personal interests and the interests of WCCOA/AAA. For this reason, individuals may not serve on both the Council and the Board of Directors for the WCCOA.

The purpose of this Conflict of Interest Policy (the "Policy") is to protect the interests of WCCOA/AAA when it is contemplating a transaction or arrangement that might benefit the private interests of a board member, officer, or other person in a position of authority within WCCOA/AAA. A conflict of interest exists if, based on the circumstances, a reasonable person would question whether the motivations of the individual are aligned with WCCOA/AAA's best interests due to the individual having other professional, business, family, or volunteer positions that could predispose or bias the individual to a particular view or goal. Each of these is referred to as a "Conflict of Interest."

This Policy applies to all persons holding positions of responsibility and trust on behalf of WCCOA/AAA, including but not limited to members of the Council, Board of Directors, volunteer Committee members, and members of boards of any current or future supporting organizations to WCCOA/AAA.

This Policy is intended to supplement but not replace any applicable local, state, and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

Definitions

- A. "***Interested Person***" means any director, officer, or key employee or member of a committee or council with Board-delegated or decision-making powers who has a direct or indirect financial interest or nonfinancial interest that might create a conflict of interest, each as defined below, is an Interested Person.
- B. "***Relative***" of an individual means:

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- a. that individual's spouse or domestic partner (as defined in Maryland Code, Health General, Section 6-101(a));
 - b. that individual's ancestors, brothers and sisters (whether by one or both parents or through adoption), children (whether natural or adopted), grandchildren, greatgrandchildren; and
 - c. the spouse or domestic partner of that individual's brothers, sisters, children, grandchildren and great-grandchildren.
- C. ***"Compensation and Financial Arrangement"*** can be direct or indirect, including through a Relative, and may include but not limited to, a sale, exchange or leasing of property; the lending of money or other extension of credit; the furnishing of goods, services or facilities, including specifically the provision of services as a vendor; the payment of compensation (or payment or reimbursement of expenses); or the receipt of, or use of, the income or assets of WCCOA/AAA. It also may include gifts or favors that are not insubstantial.
- D. ***"Activities that May Present a Conflict of Interest"*** include the following nonexclusive list of the types of activities that may present a conflict of interest and may be considered a self-dealing transaction:
- a. Adverse Interest – participation by an Interested Person in decisions or negotiations related to a contract, transaction or other matter between WCCOA/AAA and an entity or person.
 - b. Competing Interests - competition by an Interested Person, either directly or indirectly, with the WCCOA/AAA in the purchase or sale of property or property rights, interests, or services, or, in some instances, competition directly for the same donor or external resources.
 - c. Use of Resources - use of the WCCOA/AAA's resources (for example, staff, contracts, donor lists, or name) for personal purposes.
 - d. Inside Information - disclosure or exploitation by an Interested Person of information pertaining to WCCOA/AAA's business for the personal profit or advantage.
- E. ***"Nonfinancial Interest"*** means an interest that might influence an officer's, director's, or committee member's participation or vote in an action of the officer's, director's, or committee member's duties:
- a. The person's relationship as an unpaid volunteer, significant donor, officer or director of an organization that may be affected, directly or indirectly, by action to be taken, or not taken, by WCCOA/AAA.
 - b. The person's personal, political, friendship, or personal relationships which may be affected by an action to be taken, or not taken, by WCCOA/AAA.

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Procedures

- 1) Duty to Disclose. In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence and nature of a Financial Interest or to the board and members of committees with Board-delegated or decision-making powers considering the proposed transaction or arrangement. This disclosure obligation includes activities in which an Interested Person knows of the potential for a self-dealing transaction as described above.
- 2) Disclosure of Nonfinancial Interests. Board members shall disclose nonfinancial interests generally in their annual statement, and specifically as individual interests arise. Nonfinancial interests are expected and shall not be reviewed unless a Board member (including the affected member) requests that the interest be reviewed under the Policy.
- 3) Determining Whether a Conflict of Interest Exists.
 - a. Upon disclosure of a Financial Interest, material facts, and necessary discussion with the Interested Party, the Interested Person shall leave the Board or committee meeting while the Financial Interest is discussed and voted upon. The remaining Board, council or committee members shall decide if a conflict of interest exists by a majority vote.
 - b. If it is determined that a conflict of interest exists, the Board or committee shall proceed as provided in Paragraph 4.
- 4) Addressing the Conflict of Interest.
 - a. An Interested Person may make a presentation at the Board or committee meeting, but after the presentation, shall leave the meeting during the discussion of, and the vote on, the transaction, arrangement, or other matter involving the possible conflict of interest.
 - b. The Chairperson of the Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - c. After exercising due diligence, the Board or committee shall determine whether WCCOA/AAA can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a financial conflict of interest.
 - d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a financial conflict of interest, the Board or committee shall determine by a majority vote of the disinterested Board or committee members whether the transaction or arrangement is in WCCOA/AAA's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above

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determination, it shall make its decision as to whether to enter into the transaction or arrangement.

5) Violations of the Conflict of Interest Policy.

- a. If the Board or committee has reasonable cause to believe that an Interested Person has failed to disclose actual or possible conflicts of interest, it shall inform the Interested Person of the basis for such belief and afford the Interested Person an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the response of the Interested Person and making such further investigation as may be warranted in the circumstances, the Board or committee determines that the Interested Person has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

6) Records of Proceedings. The minutes of the Board and all committees with Board-delegated powers shall contain:

- a. the names of the persons who disclosed or otherwise were found to have a Financial Interest or conflict in connection with an actual or possible conflict of interest, the nature of the Financial Interest or conflict, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed; and
- b. the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

7) Compensation. No voting member of the Board or committee shall receive compensation, directly or indirectly, from the organization for services. If they do, the voting member is precluded from voting on matters pertaining to that member's compensation.

8) Annual Statements. Each Board member, officer, key employee and member of a committee with Board-delegated powers shall annually complete and sign a statement similar to Exhibit A at the end of this document which affirms that such person:

- a. has received a copy of the Policy;
- b. has read and understands the Policy;
- c. has agreed to comply with the Policy; and
- d. understands that WCCOA/AAA is a charitable organization and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

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In addition, Interested Persons shall make an annual disclosure of on-going relationships and interests that may present a conflict of interest. At all times, it is the responsibility of the directors, officers, and Interested Persons to scrutinize their transactions and outside business interests and relationships for potential conflicts and to immediately make such disclosures. If you are uncertain as to whether an interest or activity constitutes a conflict of interest, you should disclose the interest or activity so that a determination can be made whether a conflict exists.

- 9) Periodic Reviews. To ensure that WCCOA/AAA operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, assess the following subjects:
- a. Whether compensation arrangements and benefits are reasonable and are the result of arm's-length bargaining.
 - b. Whether partnerships, joint ventures, and arrangements with organizations, if any, conform to WCCOA/AAA's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement or impermissible private benefit or in an excess benefit transaction.
- 10) Use of Outside Experts. In conducting the periodic reviews provided for in paragraph 9, WCCOA/AAA may, but need not, use outside advisors. If outside advisors are used, their use shall not relieve the Board of its responsibility for ensuring that periodic reviews are conducted.

Section 8. Anti-Discrimination and Harassment Policy

WCCOA and the Council intend to provide a work environment free from all forms of discrimination and unlawful harassment, including bullying. Our culture is one that all team members work together to create an atmosphere that is pleasant, healthful, comfortable, and free from intimidation, hostility or other offenses which might interfere with work performance. Unlawful harassment of any sort – verbal, physical, or visual – will not be tolerated. These guidelines are written to provide understanding of the policy, the steps involved that have been established to assist in maintaining a harassment free culture and the procedures available to all staff to openly discuss issues and/or concerns or to safely and confidentially report instances or potential harassment. These policies apply to all staff and Board members.

I. Sexual Harassment

Applicable federal and state law defines sexual harassment as unwanted sexual advances, requests for sexual favors, inappropriate jokes or humor and other visual, verbal, or physical conduct of a sexual nature when:

- submission of the conduct is made, either explicitly or implicitly, a term or condition of employment; or
- submission to or rejection of the conduct is used as basis for employment decisions affecting the individual; or

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- the conduct has the purpose or effect of unreasonably interfering with the team member's work performance or creating an intimidating, hostile, or offensive working environment.

The following list contains examples of prohibited conduct. They include, but are not limited to:

- Unwanted sexual advances;
- Offering employment benefits in exchange for sexual favors;
- Making or threatening reprisals after a negative response to sexual advances;
- Visual conduct such as leering, making sexual gestures, or displaying sexually suggestive objects, pictures, cartoons, or posters;
- Verbal conduct such as making or using derogatory comments, epithets, slurs, sexually explicit jokes, or comments about any team member's body or dress;

- Verbal abuse of a sexual nature, graphic verbal commentary about an individual's body, sexually degrading words to describe an individual, or suggestive or obscene letters, notes, or invitations;
- Physical conduct such as touching, assault, or impeding and/or blocking movements; and
- Retaliation for reporting harassment or threatening to report harassment;

Sexual harassment on the job is unlawful whether it involves coworker harassment, harassment by a manager, or harassment by persons doing business with or for the Council, such as Board members, clients, customers or vendors.

Sexual harassment also includes same-sex harassment. This policy applies not only to the workplace during normal business hours, but also to all work-related social functions, whether on or off WCCOA/the Council's premises, and to business-related travel. Inappropriate sexual conduct that could lead to a claim of sexual harassment is expressly prohibited by this policy.

II. Other Types of Harassment

Harassment is unwelcome conduct that is based on race, color, religion, sex, pregnancy, sexual orientation, gender identity, national origin, ancestry, physical or mental disability, marital status, genetic information, veteran status, age, or any other basis protected under local, state or federal law. Harassment becomes unlawful where:

- 1) Enduring the offensive conduct becomes a condition of employment, or
- 2) The conduct is severe or pervasive enough to create an environment that a reasonable person would consider intimidating, hostile, or abusive.

Petty slights, annoyances, and isolated incidents (unless extremely serious) will not rise to the level of illegality. Some possible examples are provided below and are not intended to be all inclusive:

- Verbal conduct such as threats, epithets, derogatory comments, or slurs;
- Visual conduct such as derogatory posters, photographs, cartoons, drawings, or gestures; • Physical conduct such as assault, unwanted touching, or blocking normal movement;

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- Retaliation for reporting harassment or threatening to report harassment.

While these actions might not be illegal, they could still constitute harassment under WCCOA/the Council's policy and subject the perpetrator to punishment.

ARTICLE V. OFFICERS

Section 1. Titles

- a. The officers of the Council shall be the Chairperson, Vice Chairperson and Secretary. They shall be elected annually at the Councils' regular meeting held in November.

Section 2. Installation and Terms of Office

- a. The officers elected for the ensuing term shall be installed at the Council's annual meeting.
- b. Officers serve for a period of one (1) year and may be re-elected for additional terms of office. However, no member may serve as Chairperson for more than three (3) consecutive terms of office.

Section 3. Duties

- a. The Chairperson shall:
 - 1. Preside at all meetings of the Council;
 - 2. Appoint all committee members with the approval of the Council;
 - 3. Serve as an ex-officio member (non-voting) of all committees except the Nominating Committee;
 - 4. Upon approval and at the direction of the Council, represent the Council at such meetings where common concerns and problems of the aging are discussed and planned for;
 - 5. Serve as the designated representative of the Advisory Council to the Washington County Commission on Aging, Inc. Board of Directors as a non-voting member; and,
 - 6. Perform all other duties usually and normally delegated to and associated with the office of Chairperson.
- b. The Vice Chairperson shall:
 - 1. In the absence of the Chairperson, perform the duties of that office and such other duties as may be assigned by the Chairperson or Council and,

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2. Perform such other duties usually and normally delegated to the office of the Vice Chairperson.
- c. The Secretary shall:
1. With the assistance of the Agency staff, keep accurate minutes of Council meetings and arrange for their distribution to Council members. Council may approve staff to function in this capacity;
 2. See that notices are duly given in accordance with these by-laws; and,
 3. Perform such other duties as are normal to the position of Secretary, and those which may be assigned from time-to-time by the Chairperson or Council.
 4. Monitor completion and updates of conflict of interest forms.

ARTICLE VI. MEETINGS

Section 1. Regular

- a. The Council shall meet at least quarterly. Time and location to be determined by the members.

Section 2. Annual

- a. The Council shall hold an annual meeting. Chairperson will determine the date, time and location in coordination with the members and the WCCOA Board of Directors.
- b. During the annual meeting, newly elected Council members will be received and installed.

Section 3. Special

- a. Special meetings may be called from time-to-time with due notice being given by the Chairperson. Special meetings may also be called upon the request of a majority of the Council. No other business except that noted in the announcement shall be transacted.

Section 4. Quorum

- a. A minimum of three (3) voting members present at any meeting shall constitute a quorum.

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- b. The action of a majority of the Council members at any meeting where a quorum is present shall constitute the action of the Council. Any action required or permitted to be taken at a meeting of the Council may be taken without a meeting, if there is written unanimous consent from the members of the Advisory Council setting forth the action, the Councilmember's agreement to the action, and the written agreement(s) is filed with the minutes of the proceedings of the Council. Such written consent may be by electronic transmission.
- c. Remote or virtual meetings may constitute a meeting if a quorum is present and notice is provided to members of the remote or virtual option.
- d. Email meetings may constitute a meeting if members are given adequate notice to respond and all discussions are provided to all members constituting the quorum.

Section 5. Order of Business

- a. All meetings shall be conducted in a proper and orderly manner, subject to the rulings of the Chairperson.
- b. An agenda shall provide for:
 - 1. Call to Order
 - 2. Determination of Quorum
 - 3. Introduction of Guests
 - 4. Approval of Minutes
 - 5. Reports of Standing Committees
 - 6. Reports of Special Committees
 - 7. Unfinished or Old Business
 - 8. New Business
 - 9. Miscellaneous
 - 10. Adjournment
- c. A Special Meeting agenda may be:
 - 1. Call to Order
 - 2. Determination of Quorum
 - 3. Introductions
 - 4. Presentation and Discussion of matter(s) for which the Special Meeting was called, including any action necessary

Section 6. General

- a. Prior written notice is required for all regular, annual or special meetings. Notice of the time and place of any regular or annual meeting shall be given by the Secretary by U.S. mail, phone, email, facsimile, or personal delivery to each Board member not less than ten (10) days before a regular or annual meeting. Notice of

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the time and place of a special meeting of the Council shall be given by the Secretary or the Secretary's designee by U.S. mail, email, facsimile or personal delivery to each Board member at least three (3) days before the day of such meeting. As may be required by the Open Meetings Act, the Chairperson or other duly appointed officer shall provide or publish such other notice, advertisement, or amendment as may be necessary. Urgent meetings to meet program needs may be held with 24 hour notice when feasible in an effort not to interrupt services provided by the organization.

- b. All Council meetings shall be open to the public and media. Individuals or groups wishing to present items to the Council are required to give prior notice to the Chairperson for inclusion on the agenda. This requirement may be waived under unusual circumstances.
- c. Meetings of the Council may be held via telephone or video conference and any one or more Council members who is not physically present at a meeting of the Council may participate in a meeting by those means or similar communications equipment or by electronic video screen communication. Participation by such means shall constitute presence in person at a meeting so long as all persons participating in the meeting can hear each other at the same time and each Council member can participate in all matters before the meeting, including, without limitation, the ability to propose, object to and vote upon a specific action to be taken by the Council.

Section 7. Parliamentary Procedure

- a. When not inconsistent with these by-laws, all questions on parliamentary procedure shall be governed by Robert's Rules of Order (current edition).

ARTICLE VII. COMMITTEES

The Chairperson shall appoint Council members to serve one-year terms on standing committees. Recommendations may be made by Council members to assist the Chairperson in the appointment of committees. Special and ad hoc committees shall be appointed as needed by the Chairperson.

Section 1. Standing Committees

- a. The Executive Committee shall consist of the Chairperson, Vice Chairperson and Secretary. It shall be empowered to act during the interim between meetings of the Council. Executive sessions may be called by the Chairperson or by any member of the Council.
- b. The Nominating Committee shall consist of no less than three (3) members who duties shall include:

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1. To search for applicants for appointment to the Council recommending, subject to approval by the Council, that they be considered for appointment by the Washington County Board of County Commissioners when vacancies occur.
2. Be responsible for developing and presenting, during a regular meeting of the Council, a list of nominations of candidates for office for the ensuing term. Additional nominations may be made from the floor.
3. Consent of any nominee must be obtained prior to nomination.

ARTICLE VIII. REIMBURSEMENT

- a. Council members may be reimbursed for mileage at the Agency's existing rate and for any reasonable meal cost incurred as a result of performing Council and/or committee duties. A member of the Council's executive committee shall approve the reimbursement costs. The WCCOA Board of Directors has a right to set a cap on the reimbursement amount per member or per instance/account.

ARTICLE IX. AMENDMENT OF BY-LAWS

- a. These by-laws may be amended by a two-thirds (2/3) majority vote of members present and voting at any regular or special meeting call for that purpose. A copy of the proposed amendment(s) shall have been mailed or given to each Council member not less than fifteen (15) days prior to the meeting at which same is to be voted on.
- b. Amendments to these by-laws may be proposed by any Council member.
- c. Amendments shall take effect after approval and adoption by the Washington County Board of County Commissioners.

ARTICLE X. INDEMNIFICATION OF OFFICERS AND DIRECTORS

- a. In General. To the fullest extent permitted by law, the Council shall indemnify any person (and his or her heirs, executors, guardians, administrators, assigns and any other legal representative of that person) who was or is a party to, or is threatened to be made a party to or is involved in (including as a witness), any threatened, pending or completed action, suit, proceeding or inquiry (brought in the right of the Council or otherwise), whether civil, criminal, administrative or investigative, and whether formal or informal, including appeals, by reason of the fact that he or she is or was a director or officer of the Council, or, while a director or officer of the Corporation, is or was serving, at the request of the Council, as a director, officer, partner, trustee, or agent of another board partnership, joint venture, trust or other enterprise, for and against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by that person or

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that person's heirs, executors, guardians, administrators, assigns or legal representatives in connection with that action, suit, proceeding or inquiry, including appeals. Notwithstanding the foregoing, the Council shall indemnify any person seeking indemnification in connection with an action, suit, proceeding or inquiry (or part thereof) initiated by that person only if that action, suit, proceeding or inquiry (or part thereof) was authorized by the Board.

- b. Exclusions. No indemnification shall be made to or on behalf of a director or officer if a judgment or other financial adjudication adverse to the director or officer establishes that his or her acts were committed in bad faith or were the result of active or deliberate dishonesty and were material to the cause of action so adjudicated, or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled. No indemnification shall be made to or on behalf of a director or officer for and against any judgments, fines and amounts paid in settlement in any action brought in the right of the Council.

The Council shall purchase and maintain insurance on behalf of any person described in Section (a) above against any liability asserted against him or her, whether or not the Council would have the power to indemnify him or her against that liability under the provisions of this Article or otherwise; *provided, however*, that no insurance permitted under this Section may provide for any payment, other than cost of defense, to or on behalf any director or officer: (a) if a judgment or other final adjudication adverse to the insured director or officer establishes that his or her acts of active and deliberate dishonesty were material to the cause of actions so adjudicated, or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled; or (b) in relation to any risk the insurance of which is prohibited under the insurance law of the State of Maryland. d. Validity and Limitations. If any provision of this Article shall be found to be invalid or limited in application by reason of any law or regulation, that finding shall not affect the validity of the remaining provisions of this Article. The rights of indemnification provided in this Article shall neither be exclusive of, nor be deemed in limitation of, any rights to which any person described in Section (a) above may otherwise be entitled or permitted by contract, vote of the Board or otherwise or as a matter of law, both as to actions in the director or officer's official capacity and actions in any other capacity while holding such office, it being the policy of the Council that indemnification of any person described in Section (a) above shall be made to the fullest extent permitted by law.

ARTICLE XII- OFFICE, BOOKS, AND FISCAL YEAR

- a. The principal office of the Council shall be located at 535 East Franklin Street, Hagerstown, MD.
- b. There shall be kept, at the principal office of the Council or in a secure electronic format, correct books of account of the activities and transactions for the Council, including all meeting minutes and a copy of these Bylaws.

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- c. The fiscal year of the Council shall be the twelve (12) calendar months starting on July 1 and ending on June 30 each year, unless otherwise provided by the WCCOA Board of Directors.

BY-LAWS APPROVAL AND ADOPTION:

- Council Revisions Committee - September 8, 1992
- Advisory Council - October 30, 1992
- Washington County Commissioners - November 24, 1992
- By-Laws Effective January 1, 1993
- Bylaws Amended 1996
- Bylaws Amended 2015
- Bylaws Amended 2025/2026

EXHIBIT A
CONFLICT OF INTEREST DISCLOSURE STATEMENT

Personal Information

Name: _____

Position: _____

Date: _____

Disclosure

Please disclose any potential conflicts of interest that may relate to your duties as a Board member. This includes any financial, personal, or professional relationships that might influence your decisions or actions concerning WCCOA/AAA.

1. Employment and Financial Interests:

a. Do you or any Relative, as defined in the Policy, have any financial interest (e.g., ownership, investment, employment) in any entity that conducts business with WCCOA/AAA?

- Yes
- No

If yes, please explain:

2. Personal Relationships:

a. Do you have any personal relationships with individuals or entities that conduct business with WCCOA/AAA?

- Yes
- No

If yes, please explain:

3. Other Board Memberships:

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a. Do you serve on any other boards or committees that may have interests conflicting with WCCOA/AAA?

- Yes
- No

If yes, please explain:

4. Additional Interests:

a. Are there any other interests, activities, or relationships that could potentially create a conflict of interest with your duties as a Board member of WCCOA/AAA?

- Yes
- No

If yes, please explain:

Certification and Acknowledgment

I have read and understand WCCOA/AAA's Conflict of Interest Policy and agree to be bound by it. I hereby certify that the information provided above is true and complete to the best of my knowledge. I acknowledge my responsibility to promptly inform the Board Chair of any changes to the information provided above that might create a conflict of interest by submitted an interim disclosure statement. I also understand that my duty as a Board member requires me to act in the best interests of WCCOA/AAA and to avoid conflicts of interest whenever possible.

Signature: _____

Date: _____

Please return this completed form to the Board Chair or designated official.

For Internal Use Only

Reviewed by: _____

Adopted on June 20, 2025 by WCCOA Board of Directors

Date: _____

Comments: _____

Action Taken (if any):

By maintaining a transparent and thorough conflict of interest disclosure process, the Washington County Commission on Aging, Inc. / Area Agency on Aging aims to uphold the highest standards of ethical conduct and ensure the integrity of its governance.