

BYLAWS

MONTEREY COUNTY AREA AGENCY ON AGING ADVISORY COUNCIL

Article 1

NAME AND AUTHORIZATION

Section 1 – Name

The name of this organization shall be the Monterey County Area Agency on Aging Advisory Council (AAA-AC), hereafter called the Council.

Section 2 – Authorization

By resolution on May 13, 1980, (and amended by Resolution 85-1) the Monterey County Board of Supervisors established the Area Agency on Aging Advisory Council (AAA-AC) to provide advice and assistance to the Board and the Area Agency on Aging, as administered by the Monterey County Department of Social and Employment Services.

Article II

STATEMENT OF PURPOSES AND FUNCTIONS

The purpose and functions of the Council shall be as follows:

1. Provide information and input to the Board about issues affecting seniors and people with disabilities.
2. Participate in the development and implementation of the Four Year Area Plan, Area Plan updates and the Annual Report to the Board.
3. Recommend funding allocations and contracting to the Board of Supervisors.
4. Participate in contract monitoring and evaluations.

5. Advocate and advise the Board of Supervisors on legislation and policies pertinent to seniors and people with disabilities.
6. Participate in the planning, evaluation and coordination of services to seniors and people with disabilities in Monterey County.

Article III

COUNCIL COMPOSITION AND REQUIREMENTS

Section 1 – Composition of the Council

The composition of the Council shall be as determined by the Board of Supervisors in accordance with State and Federal guidelines.

Section 2 – Selection of Council Members

- a. Each member of the Board of Supervisors (5) shall appoint one member to serve for a three-year term.
- b. The Council shall recommend ten (10) Community-at-Large Representatives to the Board of Supervisors for appointment.
- c. Council membership shall be composed of:
 - (1) A majority of at least eight (8) persons 60 years of age and over;
 - (2) Persons who reflect the geographic, racial, economic and social complexion of Planning and Service Area #32, Monterey County;
 - (3) Service providers and consumers of services;
 - (4) Representatives of local elected officials;
 - (5) One or more persons with disabilities.
- d. Members of the California Senior Legislature (CSL) and the California Commission on Aging from Monterey County who are not members of the Monterey County AAA-AC shall be ex-officio members of the Council without voting privileges.

Section 3 – Terms of Membership

- a. Terms of Council members shall be three (3) years and are to be staggered. (one third (5 members) each year as of 1 January).
- b. Council members appointed to fill vacancies, which occur during a term, shall complete those terms.

Section 4 – Vacancies

- a. A vacancy shall exist:
 - (1) When a Council member submits a resignation to the Council Chair, and, if appropriate, to the appointing Supervisor;
 - (2) When a Council member fails to attend three consecutive Council meetings without good cause (excused) as shown in its minutes or fails to attend four regular Council meetings in twelve (12) months without good cause (excused) as shown in its minutes;
 - (3) When a death, disability of any other circumstance prevents a Council member from completing a term; or
 - (4) When a council member no longer resides in the County, or otherwise does not meet the qualifications for the appointment.
- b. Upon majority recommendations of the Council, any Council member may be removed from office by a majority vote of the Board of Supervisors.
- c. When a prospective vacancy is imminent, or when a Council member resigns, the Council Chair shall forthwith notify the Board of Supervisors in writing.

Article IV

OFFICES

Section 1 – Office and Terms

- a. The officers of the Council shall be a Chair and Vice-Chair.
- b. The term of office shall be one year.

- c. Should the office of the Chair become vacant the Vice-Chair shall succeed to that office.
- d. Other vacancies that occur shall be filled by election for the remainder of the unexpired term by the voting members of the Council.

Section 2 – Election and Nomination of Officers

- a. In April the Chair shall convene a Nominating Committee.
- b. In May the Nominating Committee shall present to the Council their slate of officer nominations.
- c. In June the Council shall elect its officers. An individual receiving the most votes cast for an office shall be deemed elected. Nominations may be made from the floor with the consent of the person being nominated during the June meeting.
- d. The election will be open, i.e. not a secret ballot, in compliance with the Ralph M. Brown Act.

Section 3 – Duties of Officers

- a. The duties of the Chair shall be as follows:
 - (1) Preside at all meetings of the Council and of the Executive Committee;
 - (2) Call special meetings of the Council and of the Executive Committee when necessary;
 - (3) Appoint members to Committees;
 - (4) Serve as an ex-officio member of all Committees;
 - (5) Work with staff of the Area Agency on Aging to prepare an agenda for each meeting and for such other purpose as may be desirable;
 - (6) Assure that members of the public have an opportunity to speak at the appropriate time during Council meetings;
 - (7) Perform all other duties necessary or incidental to the office;
 - (8) Act as liaison to the Board of Supervisors.
- b. The duties of the Vice-Chair shall be as follows:
 - (1) Assume the duties of the Chair during the absence, upon resignation, or unavailability of the Chair;

- (2) Serve as ex-officio member of all Committees;
- (3) Serve as parliamentarian.

Article V

MEETINGS

Section 1 – Regular Meetings of the Council

The Council shall hold regular monthly meetings, except during the month of August. Notification of the time and place of meetings shall be given at least one week in advance to members of the Council, to the Board of Supervisors, to representatives of the media who have filed for notice, to agency members and to persons in the community who have filed requests in advance. Notification of any change in the time and place of meetings shall be given at least three (3) days in advance.

Section 2 – Special Meetings of the Council

Special meetings of the Council may be called by order of the Chair or by a majority of the Council. No business other than that for which the meeting was called shall be considered. Notice shall be given at least three (3) days in advance of such meeting.

Section 3 – Quorum

A quorum of the Council shall consist of a majority (50% plus one) of the possible members of the body. No business requiring membership vote shall be transacted without a quorum present. A quorum for the approval of minutes for a previous meeting shall consist of a majority of those members present at the previous meeting. If there is no quorum for the approval of minutes the matter shall be continued until the next regularly scheduled meeting.

Section 4 – Attendance at Meetings

- a. All members of the Council should be in attendance at the hour appointed for each regular, special or recessed meeting of the

- Council. A Council member who will be absent from a meeting should serve notice of the anticipated absence and request an excuse by notifying the Office of the Area Agency on Aging.
- b. If an absence is unanticipated, the absent Council member should notify the office, prior to the following Council meeting of the reasons for the absence, if an excused absence is to be requested, or shall orally report at the next Council meeting and request formal excuse.
 - c. Failure to secure approval for excused absence shall result in the absence being entered in the record as unexcused. The secretary of the Area Agency on Aging shall announce the members who are seeking excused absences, either anticipated or unanticipated. Each absence will be treated as a separate item.
 - d. Late attendance to a meeting exceeding fifteen minutes from the official start of the meeting shall be recorded as an absence. The secretary shall call the roll when the meeting has been called to order and shall record the time of arrival and departure of Council members after the roll is called and until adjournment.

Section 5 – Order of Business

The suggested order of business is as follows:

- a. Call to Order, Welcome, Pledge of Allegiance, Approval of Agenda
- b. Roll Call: Determine excused/unexcused absences
- c. Introductions: Public and Provider announcements
- d. Public Comments
- e. Comments and announcements by Chair and Managing Director
- f. Action Items
- g. Reports from designated representatives to various entities
- h. Committee Reports
- i. Adjourn

Copies of the agenda shall be made available to visitors. Each visitor addressing the Council shall be requested to identify himself/herself by name, city of residence and the organization represented.

Section 6 – Voting Requirements and Procedures

- a. Only duly appointed Council members shall be entitled to vote.
- b. Every member must be present in person to vote.
- c. Proxy voting shall not be permitted.

Section 7 – Agenda and Minutes of Meeting

- a. Agenda: A copy of the agenda shall be furnished at least 48 hours prior to the meeting to Council members and to other persons or providers who have filed requests for such agenda.
- b. Minutes: A copy of the minutes of each Council meeting shall be furnished at least 48 hours prior to the next regular meeting to each Council member, the Board of Supervisors through the Clerk to the Board and to such other persons or agencies who have filed request for such minutes.

Section 8 – Absence of Chair and Vice-Chair

In the absence of both the Chair and Vice-Chair at any Council meeting, the Director of the Area Agency on Aging shall preside at the meeting.

Section 9 – Conflict of Interest

Council members shall abstain from voting on any item, which involves a conflict of interest with any organization with which they are currently involved. If any member is unclear as to what might constitute a conflict of interest, the matter shall be referred to the parliamentarian or brought before the Council for a decision. Failure to reveal a conflict of interest by a Council member may result in action under Article III, Section 4, b., of these Bylaws against that member.

Section 10 – Executive Session Meetings

The Council shall not hold a closed session or any meeting which excludes the public without first advising the County Counsel of the specific purpose or purposes of such meeting and receiving written advice from such Counsel that it is legal to hold such a session or

meeting. The County Counsel will use his/her discretion as to whether he/she will be represented at any executive session held by the Council.

Article VI

MEETINGS ON ANNUAL PLAN AND OTHER MATTERS

Public Hearings on the Agency's Area Plan shall be held each year. Such hearings shall be public and widely advertised for the purpose of providing area residents with the opportunity for comments and recommendations thereon. No quorum of Council members is necessary for a public hearing.

Regular Council business shall be transacted through Committees and the full Council following the Ralph M. Brown Act.

Article VII

ANNUAL REPORT

An Annual Report covering the fiscal year shall be prepared each August. The Report shall contain a summary of the Council's activities and accomplishments; finances; a list of individual Council members; and any other information requested by the Board of Supervisors.

Copies of the report will be submitted to the Clerk to the Board. In addition to the Annual Report, progress reports and recommendations may be submitted to the Board at any time.

Article VIII

OTHER RECORDS, REPORTS AND STATEMENTS

Section 1 – Records, Reports and Statements

Records, reports and statements shall be delivered to the Council members at least seven (7) days prior to the date of the meeting at which such record, report or statement is to be proposed for consideration and action thereon by the Council. However, if the need to take action arose subsequent to the agenda being posted, two-thirds of members (or all members if less than two-thirds are present) shall determine the need.

Section 2 – Approval of Records, Reports and Statements

Approval of any record, report or public statement of the Council shall require the majority vote of a quorum of the Council members.

Section 3 – Opinions and Recommendations of Council Members

Any Council member may express his or her opinions or recommendations when acting solely as an individual and not as a member of the Council.

Article IX

COMMITTEES

Section 1 – Appointment to Committee

- a. The Committees of the Council, with the exception of the Executive Committee, shall be composed of Council members and other members of the community, appointed for a one-year term by the Chair. Each Council member shall serve on at least one standing Committee. The Chair shall also appoint, subject to concurrence by the Council, a Council member to be the chair of each Committee. Meetings of the respective Committees shall be held subject to the call of the respective chairs thereof, or upon request by a majority of the members.
- b. A Committee is any subsidiary group appointed by the Council Chair to assist the Council. With the exception of the Committee Chair, Committee members need not be Council members except for the Executive Committee and Nominating Committee.

Council members on any Committee may not equal as many as a quorum (8) of the Council. The Committee shall be authorized to help carry out the duties and functions of the Council. The actions and recommendations of a Committee shall not be deemed the action of the Council and shall in no way bind the Council or its members. The establishment and dissolution of all Committees not contained in these Bylaws shall be reported to the Board of Supervisors in the Council's minutes.

Section 2 – Executive and Standing Committees

- a. **The Executive Committee** shall consist of the officers of the Council, and three (3) Council members appointed by the Chair who have been approved by the Council. It may make recommendations to the Council or if any emergency situation prevails, act upon such matters as are brought up for consideration by any member of the Committee. It shall report to the Council on its actions at the next regular meeting of the Council. A majority of the members of the Committee shall constitute a quorum for the transaction of business. Other members of the Council may attend Executive and other Committee meetings, but without the privilege of voting. They may, if requested by members of the Committee, offer statements or opinions. The function of the Executive Committee is to develop monthly meeting agendas, follow activities of the standing Committees, prepare and review Bylaws and work with staff on matters related to Council training and development.
- b. **Evaluation and Allocations Committee** assists the Council in developing the Four Year Area Plan and the Annual Area Plan Update. Monitors the goals and objectives of the Area Plan. The Committee recommends methods for assessing community needs and receiving public opinion on service priorities recommended in the Area Plan. The Committee reviews grant proposals from community providers, makes funding recommendations to the Council and performs contract monitoring visits.
- c. **Strategic Planning and Development Committee** assists the AAA with long term care system planning, development and

coordination. Performs research and analysis for the development of innovative service delivery systems and programs. Works in collaboration with the Evaluation and Allocations Committee for the development of the Four Year Area Plan.

- d. **The Legislation and Advocacy Committee** analyzes and tracks proposed legislation; Federal, State, and local laws; and social policies affecting seniors and people with disabilities. The Committee initiates legislation and policies to improve services and advocates change for older persons and people with disabilities.
- e. **The Information and Education Committee** provides speakers to the media and public and private groups on the purpose of the AAA and on topics related to aging and disabilities, prepared public service announcements at the direction of the Council, and provides information to the Council about scientific research and developments. The Committee coordinates public information events with other community agencies and public departments.
- f. **The Nominating Committee** nominates candidates for the offices to be filled at the June meeting or as they shall otherwise occur. The Committee is composed of three (3) Council members appointed by the Council Chair at the April Council meeting.

Section 3 – Ad Hoc Committee

Special Committees may be created from time to time by the Council for the purpose of studying or handling a special subject or matter referred to it by the Council. An Ad Hoc Committee should not function for longer than one year. Reports or recommendations by these Committees shall be made to the Council.

Section 4 – Rules of Procedures for Committees

- a. The Council and its Committees when holding public meetings in the community shall elicit opinions from the community people who have concerns in the fields being examined and invite them to participate in arriving at conclusions.

- b. All recommendations and/or reports of the Committees shall be brought to the Council through the Chair of the Committee or the person so designated.
- c. Agendas for Committee meetings shall be developed by the Chair of the Committee with the assistance of AAA staff.
- d. Committee members, including community members, shall abstain from voting which includes a conflict of interest in accord with Article V, Section 9.

Article X

REIMBURSEMENT FOR COUNCIL MEMBERS

Council members shall be reimbursed for reasonable and necessary expenses in performing Council functions duly authorized by the Executive Committee or the full Council, within the limits of the budget for the Area Agency on Aging, with travel allowances as determined by the Board of Supervisors.

Article XI

ASSIGNMENT OF STAFF

The County shall provide the following supportive services to the Area Agency on Aging Advisory Council:

- a. Administration of the budget and processing of revenue and expenditures shall be by the Auditor/Controller's office;
- b. Facility, services, and supplies including equipment telephones, fax, computers, e-mail, U.S. mail, and interoffice mail;
- c. Allocation of the County staff as needed and available within the County Budget for the Area Agency on Aging to carryout the mandates of the Older Americans Act, as well as the Older Californians Act, and to assist in managing the Agency's Four Year Area Plan, as well as necessary policies and procedures.

Article XII

PARLIAMENTARY PROCEDURES

The Robert's Rules of Order of Parliamentary Procedures shall govern procedural questions or points of order.

Article XIII

AMENDMENTS TO BYLAWS

- a. These Bylaws may be amended at any Council meeting by a majority vote of the Council members, provided that the proposed amendments have been submitted in writing and reviewed by the Council at their preceding Council meeting.
- b. Any resolutions of the Board of Supervisors, when it is in conflict with these Bylaws, shall be considered an automatic amendment to the Bylaws. Such resolution shall be attached to the Bylaws.
- c. Copies of these revised Bylaws and subsequent amendments will be submitted to the Board of Supervisors along with the minutes of the meeting at which they were adopted.

These revised Bylaws shall become effective upon approval by the Monterey County Board of Supervisors.

Date of approval by the Council: September 15, 2005

Date of approval by County ^{Counsel} ~~Council~~: _____

Date of approval by the Board of Supervisors: _____

APPROVED AS TO FORM
W. ALLEN BIDWELL 03-16-2006
DEPUTY COUNTY COUNSEL
COUNTY OF MONTEREY