

## BYLAWS

### MONTEREY COUNTY AREA AGENCY ON AGING ADVISORY COUNCIL

#### Article I

##### 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 on January 8, 1985, **and amended on May 17, 2011, and amended on October 17, 2017** the Monterey County Board of Supervisors established the AAA-AC to provide advice and assistance to the Board and the Area Agency on Aging (AAA), as administered by the Monterey County Department of Social **and Employment** Services.

#### Article II

##### STATEMENT OF PURPOSES AND FUNCTIONS

**Section 1**— 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 regarding** 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.

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## 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

1. Each member of the Board of Supervisors (5) shall appoint one member to serve for a three-year term.
2. The Council shall recommend to the Board of Supervisors ten (10) Community-at-Large Representatives for appointment to membership on the Council.
3. Council membership shall consist of (*Older Americans Act Title III Part A Section 306 (5) (D); 2006 Amendments*):
  - a. Older individuals (including minority individuals and older individuals residing in rural areas) who are participants or are eligible to participate in programs assisted under the Older Americans Act.
  - b. Family caregivers.
  - c. Service providers (***(not those under contract with the AAA)***).
  - d. Representatives of the business community.
  - e. Local elected officials.
  - f. Providers of veterans' health care.
  - g. The general public.
4. 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

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

#### Section 4 -- Vacancies

1. A vacancy shall exist:
  - a. When a Council member submits a resignation to the Council Chair, and, if appropriate, to the appointing Supervisor;
  - b. When a Council member fails to attend three consecutive Council meetings without cause or fails to attend four regular Council meetings in twelve (12) months;
  - c. ~~The Advisory Council will determine excused or unexcused absences when roll~~

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~~call is taken at each Council meeting;~~

- c. When a death, disability **or** any other circumstance prevents a Council member from completing a term; or
  - d. When a Council member no longer resides in the County, or otherwise does not meet the qualifications for the appointment.
2. Upon majority recommendations of the Council, any Council member may be removed from office by a majority vote of the Board of Supervisors.
  3. When a prospective vacancy is imminent, or when a Council member resigns, the Council Chair shall forthwith notify the Board of Supervisors in writing.
  4. ***Other vacancies that occur shall be filled by election for the remainder of the unexpired term by the voting members of the Council.***

## Article IV

### OFFICES

#### Section 1 – Officers ~~rs~~ and Terms

1. The officers of the Council shall be the Chair and the Vice-Chair.
2. The term of office shall be one year ~~beginning on January 1~~ ***approximately based on scheduled Council meetings. Current officers shall continue to the next election.***
3. Should the office of the Chair become vacant, the Vice-Chair shall succeed to that office.
4. ~~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

1. ~~In July~~ ***Each year*** the Chair shall ~~convene~~ ***appoint*** a Nominating Committee.
2. ~~In September~~ The Nominating Committee shall present to the Council their slate of officer nominations ***before the scheduled elections.***
3. ~~In November~~ The ***full*** Council shall elect its officers ***at a meeting convened as prescribed by these Bylaws***. 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 ~~November~~ meeting.
4. The election will be open, i.e. not a secret ballot, in compliance with the Ralph M. Brown Act.

#### Section 3 – Duties of Officers

1. The duties of the Chair shall be as follow:
  - a. Preside at all meetings of the Council and of the Executive Committee;
  - b. Call special meetings of the Council and of the Executive Committee when necessary;

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- c. Appoint members to Committees;
  - d. Serve as an ex-officio member of all Committees;
  - e. 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;
  - f. Assure that members of the public have an opportunity to speak at the appropriate time during Council meetings;
  - g.** Perform all other duties necessary or incidental to the office; **and**
  - h. Act as liaison to the Board of Supervisors.
2. The duties of the Vice-Chair shall be as follows:
- a. Assume the duties of the Chair during **any** absence, upon resignation, or unavailability of the Chair;
  - b.** Serve as **an** ex-officio member of all committees; **and**
  - c. Serve as parliamentarian.

## Article V

### MEETINGS

#### Section 1 - Regular Meetings of the Council

The Council shall hold **regular** meetings bi-monthly, ~~beginning in January~~. 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

- 1. A quorum is **the majority of current** ~~minimum number of~~ Council Members ~~needed to conduct business~~. For the AAA-AC, a quorum equals a majority of those members currently appointed. ***Meetings without a quorum may have discussion but no business requiring membership vote shall be transacted.***
- 2. The Advisory Council will determine excused or unexcused absences when roll call is taken at each Council meeting.***

#### Section 4 – Public Participation in Council Meetings

- 1. The council encourages the public to attend Council meetings.
- 2. Each member of the public addressing the Council shall be requested to identify

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himself/herself by name, city of residence and the organization represented.

3. Copies of the agenda shall be made available to visitors.

#### Section 5 - Voting Requirements and Procedures

1. Only duly appointed Council members shall be entitled to vote.
2. Every member must be present in person to vote.
3. Proxy voting shall not be permitted.

#### Section 6 – Conflict of Interest

Any member of the Council shall be in conflict of interest if they are a volunteer, employee, officer, owner or shareholder of a provider obtaining funds or materials from the Area Agency on Aging. At each Council or committee meeting, the Chair shall ask if any member is in conflict of interest. Such member shall not participate in any planning or discussion, and shall leave the room, as directed by ~~County Counsel~~ **the Chair**.

#### Section 7 - 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 **(switched order, prior VII)**

#### ANNUAL REPORT

##### **Area Plan and Area Plan Update Reports**

1. An Annual Report, which consists of the Area Plan **or the Area Plan Update**, shall be prepared annually. The Report shall contain a summary of the ~~Council's~~ **planned services activities; and accomplishments; finances;** a list of individual Council members; and any other information requested by the Board of Supervisors/State of California.
2. Copies of the Report will be submitted to the Board of Supervisors. In addition to the Annual Report, progress reports and recommendations may be submitted to the Board at any.

### Article VII **(switched order, prior VI)**

#### MEETINGS ON ANNUAL PLAN AND OTHER MATTERS

##### **Public Hearing on Area Plan and Area Plan Updates**

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1. Public Hearings on the Agency's Area Plan **or Area Plan Update** shall be held each year. Such hearings shall be widely advertised for the purpose of providing area residents with the opportunity for comments and recommendations thereon. Since no action will be taken, a quorum of Council members is not necessary for a Public Hearing.
2. Regular Council business shall be transacted through Committees and the full Council following the provisions of the Ralph M. Brown Act.

## **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 **and there is an emergency need for immediate action**, two-thirds of members ~~(or all members if less than two-thirds are present)~~ shall determine the need **to add items to the agenda during the meeting**.

#### **Section 2 – 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**

1. 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.
2. 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.
3. Council members on any Committee may not equal as many as a quorum ~~(8)~~ of

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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, with the exception of the Executive Committee, shall not be deemed the action of the Council and shall in no way bind the Council or its members.

## Section 2 – Executive and Standing Committees

1. **The Executive Committee** shall consist of the officers of the Council, and up to four (4) 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 statement or opinions. The function of the Executive Committee is to develop Advisory Council meeting agendas, follow activities of the standing Committees, prepare and review Bylaws and work with staff on matters related to Council training and development.
2. **Planning, Evaluation and Allocations Committee** assists the Council in developing the **Annual Reports (Four Year Area Plan and the Annual Area Plan Updates)** and the ~~Annual Report~~ **Request for Proposals to solicit bids from providers to perform services**. It 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. It assists the AAA with long term care system planning, development and coordination and may perform research and analysis for the development of innovative service delivery systems and programs.
3. **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 **system** change for **programs that provide services to** older persons and people with disabilities.
4. **The Nominating Committee** nominates candidates for the offices to be filled ~~at the November meeting or as they shall otherwise occur~~. The Committee is composed of three (3) Council members appointed by the Council Chair ~~at the July Council meeting~~.

## Section 3 – Ad Hoc Committees

1. Special Committees may be created from time to time by the Council **or Committees** for the purpose of studying or handling a special subject or matter

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referred to it by the Council. An Ad Hoc Committee should not function for longer than one year **unless the original work of the Committee is not completed or additional tasks are assigned.** Reports or recommendations by these Committees shall be made to the Council.

#### Section 4 – Rules of Procedures for Committees

1. ~~The Council and its Committees~~ When holding public meetings in the community, **the Council and its Committees** shall elicit opinions from the community who wish to comment or have questions.
2. 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.
3. Agendas for Committee meetings shall be developed by the Chair of the Committee with the assistance of AAA Staff.
4. Committee members **that are also members of the full AAA-AC, including community members,** shall abstain from voting on items which include a conflict of interest in accord with Article V, Section **9 6.**

### Article X

#### REIMBURSEMENT FOR COUNCIL MEMBERS

##### **Reimbursements**

1. 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

##### **Staff and County Responsibilities**

1. 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 **performed** by the **County** Auditor/Controller's office;
  - b. **Support to include facility meeting rooms,** 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 carry out the mandates of the Older Americans Act, as well as the Older Californians Act, and to assist in

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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

#### **Council Bylaws**

1. The County shall provide ~~the following~~ supportive services to the AAA-AC on these Bylaws.
2. **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.
3. Any resolutions of the Board of Supervisors, when it is in conflict with these Bylaws, shall be considered an automatic amendment to the **Council** Bylaws (such County Resolution shall be attached to the **Council** Bylaws).
4. Copies of **suggested revisions to** these Bylaws ~~and subsequent amendments~~ will be submitted to the Board of Supervisors along with the minutes of the **AAA-AC** meeting at which they were adopted.
5. ***The California Department of Aging has encouraged local review of AAA-AC Bylaws every five (5) years.***

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