BYLAWS-PROPOSED REDLINED

COUNTY OF MONTEREY ~~COUNTY~~ AREA AGENCY ON AGING ADVISORY COUNCIL

Article I

NAME AND AUTHORIZATION

Section 1 - Name

The name of this organization shall be the County of 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, October 17, 2017, ~~and~~ June 21, 2022, and August 5, 2025 ~~by~~ the County of Monterey ~~County~~ Board of Supervisors, hereafter called the Board, established the ~~AAA-AC~~Council to provide advice and assistance to the Board and the Area Agency on Aging (AAA), as administered by the County of Monterey ~~County~~ Department of Social Services (~~MC~~DSS), hereafter called the County.

Article II

STATEMENT OF PURPOSES AND FUNCTIONS

1. The Council shall carry out advisory and advocacy functions, which further the AAA mission of developing and coordinating community-based systems of services for all older persons in the planning and service area. The Council shall advise ~~MC~~DSS AAA staff relative to:
   - ~~1.~~a. Developing and a~~A~~dministering the Area Plan and Area Plan Updates;
   - ~~2.~~b. Conducting public hearings;
   - ~~3.~~c. Representing the interest of older persons and people with disabilities; and

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~~4.~~d. Reviewing and commenting on ~~all~~ community policies, programs and actions which affect older persons with the intent of assuring maximum coordination and responsiveness to older persons.

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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 in accordance with State and Federal guidelines.

Section 2 - Selection of Council Members

1. Each member of the Board (5) shall appoint one member to serve for a three (3) year term.
2. The Council shall recommend to the Board 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; and
    g. The general public.
4. Members of the California Senior Legislature (CSL) and the California Commission on Aging (CCoA) from Monterey County who are not members of the ~~Monterey County AAA-AC~~Council 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 Board of Supervisors;

b. When a Council member fails to attend three consecutive Council meetings without cause or fails to attend four regular Council meetings within the calendar year;~~in twelve (12) months;~~
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.
3. When a prospective vacancy is imminent, or when a Council member resigns, the Council Chair shall forthwith notify the Clerk of the Board 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 and Terms

1. The officers of the Council shall be the Chair and the Vice-Chair.
2. The term of office shall be two (2) years 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.

Section 2 - Election and Nomination of Officers

1. Each election year (biennially, every two years), the Chair shall appoint a Nominating Committee.
2. The Nominating Committee shall present to the Council their slate of officer nominations before the scheduled elections.
3. 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.
4. The election shall 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 follows:
   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;
   c. Appoint members to Committees;
   ~~Serve as an ex-officio member of all Committees;~~

d. Work with ~~MC~~DSS AAA staff to prepare an agenda for each meeting and for such other purpose as may be desirable;
e. Assure that members of the public have an opportunity to speak at the appropriate time during Council meetings;
f. Perform all other duties necessary or incidental to the office; ~~and~~
g. Act as liaison to the Board of Supervisors; and~~.~~
h. Shall be appointed by the AAA Director or their designee to the Triple A Council of California (TACC) in accordance with California Welfare and Institutions Code § 9403, and:
    i Represent the Council at TACC meetings and events;
    ii Advocate for the interests of older individuals and people with disabilities in Monterey County;
    iii Provide regular reports and updates to the Council on TACC activities and initiatives; and
    iv Serve a continuous term while holding the position of Chair.

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; and
    b. ~~Serve as an ex-officio member of all committees; and~~
    c. Serve as parliamentarian.
3. ~~MC~~DSS AAA staff shall preside over meetings when both the Chair and Vice-Chair are absent.

Article V

MEETINGS

Section 1 - Regular Meetings of the Council

The Council shall hold regular meetings bi-monthly. Notification of the time and place of meetings shall be given at least three (3) days in advance to members of the Council, to the Board, 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 twenty-four (24) hours in advance of such meeting.

Section 3 - Closed 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 their discretion as to whether they will be represented at any closed session held by the Council.

Section 4 - Quorum

1. A quorum is the majority of current Council m~~M~~embers. For the ~~AAA-AC~~Council and Standing Committees, a quorum equals a majority of those members currently appointed.
2. The ~~Advisory~~ Council will determine excused or unexcused absences when roll call is taken at each Council meeting.

Section 5 - Public Participation in Council Meetings

1. The Council encourages the public to attend Council meetings.
2. Copies of the agenda shall be made available to visitors.

Section 6 - Voting Requirements and Procedures

1. Only duly appointed Council members shall be entitled to vote.
2. Council m~~M~~embers shall be in attendance to vote.
3. Proxy voting shall not be permitted.

Section 7 - Conflict of Interest

Any member of the Council may 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~~AAA. Members should be aware of their own potential conflicts of interest. and shall recuse themselves from any planning, discussion, review, or selection of funding.

Article VI

ANNUAL ~~REPORT~~AREA PLAN

Area Plan and Area Plan Update ~~Reports~~

1. An Annual ~~Report~~Area Plan, which consists of the Area Plan or the Area Plan Update, shall be prepared annually by ~~MC~~DSS AAA s~~S~~taff and reviewed and approved by the Council. The Area Plan~~Report~~ shall contain a summary of the planned services; a list of individual Council members; and any other information requested by the Board and State of California.
2. Copies of the ~~Report~~ approved Area Plan and Area Plan Updates will be submitted to the Board by ~~MC~~DSS AAA s~~S~~taff.

Article VII

MEETINGS ON ANNUAL AREA PLAN AND OTHER MATTERS

Public Hearing on Area Plan and Area Plan Updates

1. Public Hearings on the ~~Agency's~~ AAA'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.
2. Regular Council business shall be transacted through Standing Committees and the full Council following Robert's Rules of Order and 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 seventy-two (72) hours 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 (2/3) of members shall determine the need to add items to the agenda during the meeting.

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 (1) year term by the Chair. Each Council member shall serve on at least one S~~s~~tanding Committee. The Chair shall also appoint, subject to concurrence by the Council, a Council member to be the Committee Chair, and the Committee Chair shall appoint another member as Vice-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. The Vice-Chair shall preside over meetings when the Chair is absent. DSS AAA staff shall preside over meetings when both the Chair and Vice-Chair are absent.
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, Nominating and Interviewing Committees.~~

3. Council members on any Committee may not equal as many as a quorum 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, 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 mMembers 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 Sstanding 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 Area Plans (Four Year Area Plan and the Annual Area Plan Updates) and the 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. This Ccommittee may perform research and analysis for the development of innovative service delivery systems and programs.
3. The **Legislation and Advocacy Committee** discusses proposed legislation (Federal, State and local laws) and advises the AAA on social policies affecting seniors and people with disabilities.
4. **The Nominating Committee** nominates candidates for the offices to be filled. The Committee is composed of three (3) Council members appointed by the Council Chair.
5. **The Interviewing Committee** nominates at-large candidates for the Council to be approved by the Board. The Committee shall consist of no less than two (2) Executive Committee Members and shall assist the MCDSS AAA Staff interview candidates that meet the Council's qualifying criteria. MCDSS AAA Staff may also ask the Interviewing Committee to assist with the development of the interview questions.
6.

Section 3 - Ad Hoc Committees

1. **Nominating Committee** nominates candidates for the offices to be filled. The Committee is composed of three (3) Council members appointed by the Council Chair. The Nominating Committee serves as an AdHoc Committee and is not subject to the Robert's Rules of Order or the provisions of the Ralph M. Brown Act.
2. **Interviewing Committee** nominates at-large candidates for the Council to be approved by the Board. The Committee shall consist of no less than two (2) Executive Committee members and shall assist the DSS AAA staff interview candidates that meet the Council's qualifying criteria. DSS AAA staff may also ask the Interviewing Committee to assist with the development of the interview questions. The Interviewing Committee serves as an AdHoc Committee and is not subject to the Robert's Rules of Order or the provisions of the Ralph M. Brown Act.

~~1.~~3. ~~Special~~ AdHoc 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 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. 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 ~~MC~~DSS AAA Staff.
4. Committee members that are also members of the full ~~AAA AC~~Council shall abstain from voting on items which include a conflict of interest in accord with Article V, Section 6.

Article X

REIMBURSEMENT FOR COUNCIL MEMBERS

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~~AAA, with travel allowances as determined by County of Monterey ~~County~~ Travel and Business Expense Reimbursement Policy.

Article XI

STAFF AND COUNTY RESPONSIBILITIES

1. Administration of the ~~Area Agency on Aging~~AAA, and local implementation of the Older Americans Act, Older Californians Act, and the California Department of Aging mandates, development of the ~~Agency's~~ AAA's Four-Year Area Plan, and development of necessary policies and procedures shall be performed by the ~~Department of Social Services~~DSS.
    a. The County shall allocate staff as needed and available within the County DSS Budget for the administration of the ~~Area Agency on Aging~~AAA mandates.
2. Administration of the budget and processing of revenue and expenditures shall be performed by the County of Monterey Auditor/Controller's Office.
3. Support for the ~~AAA Advisory~~ Council to conduct meetings shall be provided by County DSS AAA staff and may include;
    a. Scheduling Zoom or in person meetings;
    b. Developing/issuing agendas and meeting minutes;
    c. Securing meeting rooms; and
    d. Providing supplies, copies, e-mail, U.S. mail, interoffice mail, and equipment (telephones, fax, computers).

Article XII

PARLIAMENTARY PROCEDURES

The Robert's Rules of Order of Parliamentary Procedures shall govern procedural questions or points of order for the full Council and Standing Committees.

Article XIII

AMENDMENTS TO BYLAWS

Council Bylaws

1. The County shall provide supportive services to the ~~AAA-AC~~Council 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. Bylaws may be amended by County DSS AAA ~~S~~staff with County Counsel approval.
4. 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).

5. Copies of suggested revisions to these Bylaws will be submitted to the Board of Supervisors along with the minutes of the ~~AAA-AC~~Council meeting at which they were adopted.
6. The California Department of Aging has encouraged local review of ~~AAA-AC~~Council Bylaws every five (5) years.