

## **AREA AGENCY ON AGING ADVISORY COUNCIL BY-LAWS**

### **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.”)

### **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 persons in the planning and service area.

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

### **ARTICLE III: DUTIES AND RESPONSIBILITIES**

The duties and responsibilities of the Council shall be to:

- A. Advise and assist in the development of the Area Plan objectives, as well as policy and procedures for program development and administration.
- B. Review and recommend approval for the annual Agency budget as prepared by the Executive Director and Administrative Staff prior to presentation to the WCCOA/AAA Board of Directors.
- C. Advise on the allocation and use of discretionary funds provided by the WCCOA/AAA.
- D. Advise and assist the Agency staff in convening and conducting public hearings relating to the Area Plan and such other needs as may be of concern to older persons.
- E. Advise and assist in the collection and distribution of information concerning the needs of older person.
  1. Informally and formally survey seniors and the community-at-large to determine if the mission of the organization is being accomplished. Inform the staff and WCCOA/AAA Board of Directors of the results of such survey.
- F. Be fully informed about WCCOA/AAA programs so as to promote understanding of the Agency throughout the community.

- G. Serve as an advocate on behalf of older persons in Washington County by taking constructive action as necessary to ensure that the best interest of older persons are being considered.
  - 1. Share pertinent information with the WCCOA/AAA Board of Directors and Administrative Staff about the activities of other community groups to which you belong.
  
- H. Review and comment on all community policies, programs and actions which affect older persons with the interest of assuring maximum coordination and responsiveness to their needs.
  - 1. Determine what other communities are doing in the field of aging and advise and comment on findings to the WCCOA/AAA Board of Directors and Administrative Staff.
  
- I. Advise and recommends the initiation and development of new programs and changes to existing ones to the WCCOA/AAA Board of Directors and Administrative Staff.
  
- J. Represent the WCCOA/AAA's interests by making recommendations to Local, State and Federal public officials.

#### **ARTICLE IV: MEMBERSHIP**

##### **Section 1. Composition**

In compliance with Title III of the Older Americans Act of 1965, as amended, the Council shall be made up of:

- a. More than fifty (50) percent of persons sixty (60) years of age or older, including minority individuals, who are participants or who are eligible to participate in programs under this part;
- b. Participate in Older American Act services;
- c. Representatives of older persons and senior organizations;
- d. Representatives of health care provider organizations, including providers of veterans' health care (if appropriate);
- e. Representatives of supportive services providers organizations;

- f. Persons having leadership experience in the private or voluntary sections;
- g. Official representative of the Washington County Commissioners (non-voting); and
- h. The general public.

In addition, the Council membership shall include one member designated by the WCCOA/AAA Board of Directors (non-voting).

### **Section 2. Member Appointment**

- a. The Council shall be composed of not less than nine (9) voting representatives appointed by the Washington County Commissioners upon recommendation of the Council. Geographical representation should be an important consideration when selecting members.

### **Section 3. 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 Council's annual meeting. Terms of office shall be staggered.

### **Section 4. 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 5. Vacancies**

- a. If a vacancy occurs for any reason other than the completion of a regular term of office, the Washington County Commissioners shall appoint a person to serve the unexpired portion of that term of office. The Council shall recommend persons for consideration.

## **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 two (2) 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,
  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;
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.

## **ARTICLE VI. MEETINGS**

### **Section 1. Regular**

- a. The Council shall meet at least bi-monthly the months of January, March, May, July, September and November. Time and location to be determined by the members.

### **Section 2. Annual**

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

### **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.

### **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. Introduction of Guests
  3. Approval of Minutes

4. Reports of Standing Committees
  5. Reports of Special Committees
  6. Unfinished or Old Business
  7. New Business
  8. Miscellaneous
  9. 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.
- 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.

### **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 VIII. COMMITTEES**

The Chairperson shall at the annual meeting 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:
  1. To search for any screen applicants for appointment to the Council recommending, subject to approval by the Council, that they be considered for appointment by the Washington County Commissioners when vacancies occur.
  2. Be responsible for developing and presenting, during the regular meeting of the Council held in November, 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.
- c. The Joint Budget Committee shall consist of six (6) members. Three (3) shall be Council members appointed by the Chairperson and three (3) shall be members of the WCCOA/AAA Board of Directors appointed by the Board. The Council Chairperson shall appoint the chairperson of this committee. The duties of this committee shall be to:
  1. Review, approval and forward to the Council the Agency's proposed annual budget as prepared by the Executive Director and Administrative Staff.
  2. Assist the council and Board in monitoring budget allocations and use.

#### **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.

#### **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 Commissioners.

**ARTICLE X. COMPLIANCE**

- a. In compliance with Article X of the Older Americans Act of 1965, as revised, three (3) copies of the these by-laws are available for review at the Washington County Commission on Aging, Inc./Area Agency on Aging office.

**BY-LAWS APPROVAL AND ADOPTION:**

Revised - January 26, 2016