

# CONTRA COSTA COUNTY ADVISORY COUNCIL ON AGING



# ADVISORY COUNCIL ON AGING BYLAWS INDEX

## **PREAMBLE**

<b>ARTICLE I</b>	<b>NAME</b>	<b>Page</b>
1.1	Name	1

<b>ARTICLE II</b>	<b>PURPOSE</b>	
2.1	Planning for Older Residents	1
2.2	Leadership and Advocacy	1
2.3	Advise on Area Plan	1-2

<b>ARTICLE III</b>	<b>MEMBERSHIP</b>	
3.1	Composition of Council	2
3.2	Membership Status	2
3.3	Members' Terms of Office	2
3.4	Residency and Age Requirement	2
3.5	Ex-Officio Members	2-3
3.6	Past Council Presidents	3
3.7	Emeritus Members	3
3.8	Members	3
3.9	Attendance	3
3.10	Leaves of Absence	3-4
3.11	Resignation	4
3.12	Removal of Members	4

<b>ARTICLE IV</b>	<b>MEMBERSHIP MANDATES</b>	
4.1	Commitment	4
4.2	Ethics Training	4
4.3	Disclosure of Financial Interests	4
4.4	Perception of Conflict	5

<b>ARTICLE V</b>	<b>OFFICERS</b>	
5.1	Council Officers	5
5.2	Officers' Terms of Office	5
5.3	Officers' Duties	5
5.4	Representation on TACC	5
5.5	Succession Protocol - President	5
5.6	Succession Protocol - All Other Officers	5-6
5.7	Termination of Officers	6
5.8	Director of Aging and Adult Services	6

<b>ARTICLE VI</b>	<b>MEETINGS, COMMITTEES, WORK GROUPS</b>		
6.1	Regular Meetings		6
6.2	Special Meetings		6
6.3	Executive Committee		6
6.4	Annual Meeting		6-7
6.5	Committee and Work Group Structure		7
6.6	Committee Quorums		7
6.7	Committees and Work Groups		7
6.8	Task Force and Ad Hoc Committees		7-8
6.9	Standing Committees and Work Groups		8

<b>ARTICLE VII</b>	<b>CONDUCT OF MEETINGS</b>		
7.1	Order of Business		8
7.2	Council Quorum		8
7.3	Quorum Declaration		8
7.4	Meetings in Absence of a Quorum		8

<b>ARTICLE VIII</b>	<b>NOMINATING COMMITTEE</b>		
8.1	Annual formation of Committee		8-9
8.2	Purpose of Nominating Committee		9
8.3	Structure of Committee		9
8.4	Presentation of Slate of Officers		9
8.5	Nominating Committee Terms of Office		9

<b>ARTICLE IX</b>	<b>AMENDMENTS</b>		
9.1	Amendments to Bylaws		9
9.2	No conflict with Board of Supervisors		9

# CONTRA COSTA COUNTY ADVISORY COUNCIL ON AGING

## **BYLAWS**

As of December 1, 2015

### **PREAMBLE**

In recognition of the problems of the older people of Contra Costa County and the need for concerted community action to help resolve these problems, this non-sectarian, non-partisan organization was formed in 1962.

### **ARTICLE I - NAME**

- 1.1 The name of this organization shall be "CONTRA COSTA COUNTY ADVISORY COUNCIL ON AGING", which shall hereinafter be referred to as "The Council". \*

*\*The Board of Supervisors sanctioned the Council as the County-wide Coordinating Committee in 1969. Under the Older Americans Act (Title III of the Older Americans Comprehensive Services Amendment of 1973), the Contra Costa Area Agency on Aging was established October 1, 1975, with the Advisory Council on Aging as the representative group which advises the Board of Supervisors on the Contra Costa Area Plan and its implementation.*

### **ARTICLE II - PURPOSE**

- 2.1 Planning for Older Residents  
The Council shall provide a means for county-wide planning, cooperation and coordination for individuals and groups interested in improving and developing services and opportunities for the older residents of this County.
- 2.2 Leadership and Advocacy  
The Council shall provide leadership and advocacy on behalf of older persons and serve as a channel of communication and information on aging.
- 2.3 Advise on Area Plan  
The Council shall advise the Area Agency on Aging, the Aging and Adult Services Bureau of the Contra Costa County Employment and Human Services Department (hereinafter referred to as "Aging and Adult Services") and the Board of Supervisors on an Area Plan based on the unmet needs and priorities of older persons as determined by

surveys of local committees (commissions) and coalitions on aging, and results of public hearings held in conjunction with Aging and Adult Services.

## **ARTICLE III - MEMBERSHIP**

### **3.1      Composition of Council**

Including the officers, the Council shall have not more than 40 members. These members shall consist of the designated representatives of the local municipalities [nineteen (19)], and one (1) Senior Nutrition Program Council representative. The remainder will be Members-at-Large (20.) The Council will strive to achieve membership that reflects the ethnic, economic and geographic balance of the senior population of the County. The Council will make every effort to achieve a membership where one-fourth of the Council is made up of actual consumers of services under the Area Plan, and at least one member will represent the interests of people with disabilities.

### **3.2      Membership Status**

Members-at-large are appointed by the County Board of Supervisors, following their standard policies and procedures for such appointments. Local municipalities and the Senior Nutrition Program Council select a representative as their designated liaison to the Council.

### **3.3      Members' Terms of Office**

The County Board of Supervisors shall approve members for an approximate two (2) year term. All terms expire on September 30th. Accordingly, an appointment made on a date other than October 1 will have a term adjusted to expire on the September 30 prior to the two-year anniversary date. When applicable, any vacant seat shall be filled for the unexpired term remaining for that seat.

### **3.4      Residency and Age Requirement**

All members shall reside in Contra Costa County. Change of residence to outside of Contra Costa County will automatically terminate membership on the Council. All members shall be at least eighteen (18) years of age.

### **3.5      Ex-Officio Members**

Contra Costa County members of the California Commission on Aging, the California Senior Legislature and representatives of other groups from Contra Costa County concerned with aging may be invited by the Council to join it as ex-officio, non-voting members. Such

ex-officio memberships shall be outside of, and in addition to the number of regular memberships established by Section 3.1 of these bylaws.

3.6 Past Council Presidents

All past presidents who are no longer members of the Advisory Council on Aging shall be considered members ex-officio after their terms of office have been completed. Such memberships shall be non-voting.

3.7 Emeritus Members

To honor past exemplary service to the Council, any member of the Council may nominate and a majority of the members may vote to appoint an Emeritus Member. Such appointment is an honorary lifetime title. Emeritus members may not vote, nor does their membership factor into the quorum determination.

3.8 Appointments of Members

When a vacancy occurs, the Membership Committee shall recommend a replacement for approval by the Council and possible appointment by the Board of Supervisors

3.9 Attendance

For the purposes of attendance, a membership year is January through December. Due to the inability of the Council to carry out its business when a quorum is not met, attendance at all required meetings is of the utmost importance.

All members are required to attend meetings on a regular basis.

A member who is absent from four (4) regularly scheduled meetings in a membership year shall be deemed to have voluntarily resigned from the Council. If that occurs, the former Council member's status will be noted at the next scheduled Council meeting and shall be recorded in the Council's minutes. The President shall, with the concurrence of the Executive Committee, inform the Board of Supervisors of the member's resignation and request the appointment of a replacement.

3.10 Leaves of Absence

A member may request a Leave of Absence. Requests for a Leave of Absence must be in writing and: (1) include the beginning date; (2) the anticipated ending date; and (3) the reason for the leave request. Examples of acceptable reasons for leaves include: bereavement, family and medical leaves, jury and witness duty, or a personal leave for

another reason. The Executive Committee will determine if the leave is granted or denied and the President will notify the member. If approved, the member's attendance will not be tallied during the leave period and their seat will not be declared vacant.

3.11 Resignation

All members must submit a written resignation when vacating membership. The President shall then submit the resignation to the Board of Supervisors.

3.12 Removal of Members

After three meetings following appointment to the Council, each member shall be subject to removal for cause by motion of any member and passing vote by a majority of the Council. In the case of municipal appointments, a recommended removal may also occur at any time the municipality withdraws their approval or sponsorship. As the Contra Costa County Board of Supervisors is the appointing authority for the Advisory Council on Aging, recommended removals are subject to the ratification of the Board of Supervisors.

## **ARTICLE IV - MEMBERSHIP MANDATES**

4.1 Commitment

Incoming members are to be active, contributing members as evidenced by, but not limited to, attendance at the regular monthly Council meetings and each member is required to participate in the activities of at least one of the Council's committees or designated work groups. A member must satisfy the attendance requirements of any organization which they have been assigned to represent the Council.

4.2 Ethics Training

All members of the Advisory Council on Aging are required to take formal ethics training (AB1234) every two (2) years. New members have up to one (1) year to fulfill their obligation for the first training.

4.3 Disclosure of Financial Interests

All Advisory Council members must annually complete and file California Form 700 – Statement of Economic Interests. The members are only required to disclose those financial interests that are set forth in the Employment and Human Services Department Conflict of Interest Code.

4.4 Perception of Conflict

The Advisory Council has developed its own document addressing the perception of conflict. Its purpose is to strongly encourage all members to recuse themselves from any discussion or vote which could be interpreted as constituting a conflict of interest, be construed as a clash of loyalties or be perceived as self-serving in any way.

**ARTICLE V - OFFICERS**

5.1 Council Officers

Officers of the Advisory Council on Aging shall be as follows: President, First Vice-President, Second Vice-President, Secretary and Treasurer.

5.2 Officers' Terms of Office

The above-named officers shall hold office for one (1) year or until their successors are elected or appointed. The aforementioned officers (5.1) may serve no more than two (2) consecutive terms of one year each in the same position.

5.3 Officers' Duties

The duties of the respective officers shall be those regularly associated with such titles except that the President may assign special duties to a specific officer at any time.

5.4 Representation on TACC

The President of the Contra Costa County Advisory Council on Aging, as chair of the Advisory Council, shall be the Council's representative to the Triple A Council of California (TACC.) The 1<sup>st</sup> Vice President serves as a TACC alternate director (member.)

5.5 Succession Protocol - President

In the event that the President does not complete his/her term, the first Vice-President shall move into the presidency and serve out the unexpired term. The second Vice-President shall then become the first Vice-President. The newly appointed President, with the assistance of the Nominating Committee (or Membership Committee as applicable), shall select a member of the Council to serve the unexpired term of the second Vice-President. The Advisory Council shall approve or disapprove the selection for second Vice-President.

5.6 Succession Protocol - All Other Officers

Vacancy in mid-term of the 1<sup>st</sup> Vice President will be filled by the 2<sup>nd</sup>



Vice President with the balance of succession as noted in 5.5 above. Vacancy mid-term of the 2<sup>nd</sup> Vice President, Secretary or Treasurer shall be filled by the Nominating Committee (or Membership Committee if Nominating is not then in session) recommending to the Council the name of a Council Member. If, however, the vacated officer's position has less than three (3) months duration remaining, the President shall appoint a member of the current Council to serve the unexpired balance of the term. In either case, the Council shall approve or disapprove the appointments.

5.7 Termination of Officers

Officers may be removed for just cause by a majority vote of the full Advisory Council on Aging when 90% of all appointed members are present, or at a special meeting convened for that purpose at which a quorum is present. Any officer removed ceases to hold the office once the vote has been tallied and announced. Succession shall be as outlined in Sections 5.5 and 5.6.

5.8 Director of Aging & Adult Services

The Director of Aging and Adult Services shall serve as a consultant to the Council. The Director shall submit a monthly report to the Council at the regular meetings. Special reports may be given at the December annual meeting.

## **ARTICLE VI - MEETINGS, COMMITTEES, WORK GROUPS**

6.1 Regular Meetings

There shall be at least eight (8) meetings a year, at such time and place as agreed upon.

6.2 Special Meetings

The President shall call a special meeting of the Council at any time upon the written request of at least five (5) members of the Council. Also, the President may call a special meeting of the Council at any time an emergency meeting is felt to be imperative.

6.3 Executive Committee

There shall be an Executive Committee of the Council composed of the elected officers, the immediate past president, chair of standing committees and chairs of designated county-wide work groups (designated by the Council), if they are also members of the Advisory Council. Only members of the Executive Committee shall have voting rights at Executive Committee. Other members of the Advisory Council may be

invited to give reports or recommendations at the Executive Committee meetings.

6.4 Annual Meeting

At the December meeting, the council will render to the public a report of the Council's activities and accomplishments of the past year and shall install new officers for the coming year.

6.5 Committee and Work Group Structure

The President of the Council, upon taking office, shall appoint the Chairs of each Committee and Work Group. Work Group Chairs or one of the two Co-Chairs, shall be members of the Council. Chairs of Work Groups who are also Council members are also voting members of the Executive Committee.

Committees may take action consistent with the Advisory Council on Aging's policies and procedures. Work Groups must bring action items to the Executive Council for determination if the item will move forward for final action of the Council in full.

6.6 Committee Quorums

A majority of a committee shall constitute a quorum. The act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Unless otherwise provided in the resolution of the Advisory Council on Aging, work groups and ad hoc committees shall act under the direction of their respective Chairs without any requirement for a quorum.

6.7 Committees and Work Groups

Each committee or work group shall have a chairperson. The President of the Advisory Council shall be an ex-officio member of all committees of the Advisory Council and shall be notified of all meetings. A list of Council members on each committee and work group shall be kept, in addition to attendance of Advisory Council members maintained for each meeting and copies given to the Advisory Council staff person. Committee and work group meeting notices shall be mailed, e-mailed, telephoned, and/or personally given, approximately one work week in advance of the meeting date to all members of the committee.

6.8 Task Force or Ad Hoc Committees

In the implementation of the Area Plan, the Council shall develop task forces or ad hoc committees, where needed, in the accomplishment of specific objectives. The Chair of the Advisory Council may designate or

solicit participation for ad hoc committees. Ad hoc committees are not subject to the Brown Act, but are subject to the County's Better Government Ordinance (C.C.C. Ord. Code, § 25-2.)

6.9 Standing Committees and Work Groups

The following shall be the Standing Committees and Work Groups of the Council: Executive Committee, Planning Committee, Membership Committee, Health Work Group, Housing Work Group, Legislative Work Group, Marketing Work Group and Transportation Work Group.

## **ARTICLE VII - CONDUCT OF MEETINGS**

7.1 Order of Business

The President or a majority vote of the Council may change the order of business as may be required.

7.2 Council Quorum

A quorum for the transaction of business by the Council shall consist of a majority (one more than half) of the total number of seats of the Council. Membership of the Council shall be evidenced by the list of authorized seats approved by the Board of Supervisors at the time of roll call. Ex-officio or emeritus members of the Council under sections 3.5, 3.6 and 3.7 shall not be counted when establishing a quorum under this section.

7.3 Quorum Declaration

After a quorum is declared to exist, all transactions of business can proceed, regardless whether enough attendees leave to decrease the members present below the quorum requirement. In such an event, any motions for action will be determined by a majority vote of the members then present.

7.4 Meetings in the Absence of a Quorum

A quorum is not required in order to conduct a meeting, with the exception that no motions may be introduced or voted upon. Discussion can take place, with the item carried forward to the next meeting. All other non-action items of business of the Council may proceed without a quorum present. If sufficient members arrive after roll call to make up a quorum, the meeting may proceed without restrictions.

## **ARTICLE VIII - NOMINATING COMMITTEE**

8.1 The nominating committee shall normally be chosen after installation of

new officers but no later than August of each year. The Nominating Committee is a Sub-Committee of the Membership Committee.

- 8.2 The nominating committee shall be chosen annually for the purpose of presenting an annual slate of officers for election or filling vacant officer positions that occur while the Nominating Committee is in session.
- 8.3 The nominating committee shall have five members elected by caucus of advisory council members from each of the five supervisorial districts.
- 8.4 The nominating committee shall present a slate of officers at a council meeting prior to the Annual Meeting in December and will also request additional nominations from the floor. Election of new officers shall take place at the annual meeting in December.
- 8.5 The nominating committee members may serve two (2) consecutive terms of one (1) calendar year for the applicable months the committee is in session. The nominating committee at its first meeting following election of its members shall choose one of its members as chair.

#### **ARTICLE IX- AMENDMENTS**

- 9.1 The Bylaws may be amended by a majority vote of the total membership of the Council present at any regular meeting or special meeting called for that purpose, provided that each member of the Council has been notified, in writing of the wording of the proposed amendment(s) at least ten (10) days in advance of the meeting.
- 9.2 These Bylaws must not conflict with the Board of Supervisors' Ordinances regarding Advisory Councils. The Council may adopt such Bylaws as shall seem appropriate and necessary for the functioning of the Council.

Approved and adopted by the Contra Costa County Board of Supervisors as evidenced by passage of Board Order:

Board Agenda Item Number \_\_\_\_\_ On \_\_\_\_\_, 2015