AREA 4 AGENCY ON AGING
ADVISORY COUNCIL BYLAWS

Area 4 Agency on Aging (d.b.a. Agency on Aging \ Area 4) is a Joint Powers Authority established by the counties of Nevada, Placer, Sacramento, Sierra, Sutter, Yolo and Yuba. Area 4 Agency on Aging (A4AA) was formed for the general purpose of providing aging services to residents and participating in federal and state programs relating to aging in a manner consistent with and pursuant to both the federal Older Americans Act (OAA) and the state Older Californians Act (OCA), as amended.

These Bylaws are adopted by the A4AA Advisory Council (Council). These Bylaws are governed by and are supplemental to the Joint Exercise of Powers Agreement (JPA) among said counties, dated March 1, 1983 and as amended from time to time, and to the rules of procedure of the A4AA Governing Board (Board). In the event of any conflict between the terms of the Board's rules of procedure and these Bylaws, the terms of the Board's rules of procedure shall govern.

SECTION 1. RESPONSIBILITIES

1. Advise the Board in accordance with the OAA, the OCA, pertinent regulations and rules promulgated thereunder, and in accordance with such other laws, regulations, rules and policies as shall be promulgated from time to time by the United States, the State of California, or the A4AA. The Council's responsibilities shall include but not be limited to:

    1.1 Advising A4AA staff on all matters relating to development and administration of the Area Plan and operations conducted thereunder.

    1.2 Making recommendations for appropriate action to the Board on all matters relating to development and administration of the Area Plan and operations conducted thereunder.

    1.3 Assisting A4AA by providing support and input in ascertaining the changing needs of older adults and family caregives in members' respective counties.

    1.4 Facilitating communication and information sharing among the counties of A4AA.

    1.5 Serving as the principal educational and advocacy body of A4AA on behalf of older adults.

    1.6 Participate in preparing an annual Area Plan or "blueprint" for action that provides information about the agency, its planning and service area, governance, program funding, budget, program development and coordination of goals and objectives.

    1.7 Suggesting, assessing and making recommendations upon such matters as may be appropriate.

1.8 Electing California Senior Legislature (CSL) members. Consistent with CSL requirements, only Council members age 60 and older may vote to elect CSL members.

SECTION 2. MEMBERSHIP

2. The Council shall consist of thirty-five (35) members.

2.1 Members of the Council shall be appointed for a three-year term, ending on ~~June 30~~ December 31, unless removed by the appointing authority.

2.2 Attendance records shall be reviewed periodically by the Executive Committee, who shall make recommendations to the Council for action. The Executive Committee shall terminate the membership of any member who is absent from four (4) consecutive Council meetings without notification to A4AA.

2.3 Appointments to the Council shall be made as follows:

a) Three (3) members appointed by the Sacramento County Board of Supervisors.

b) Two (2) members appointed by each of the Boards of Supervisors of the other party counties.

c) Two (2) members appointed by each of the Commissions on Aging in each of the party counties. Where no Commission on Aging or equivalent body as determined by the respective Board of Supervisors exists, the affected seats shall remain vacant.

d) Six (6) members shall be appointed by the Executive Committee; these individuals shall be considered Members-at-large and may reside within any of the counties in the service area. In selecting Members-at-large, the Executive Committee shall first consider equitable representation of older individuals who are participants or who are eligible to participate in programs assisted under the OAA, family caregivers of such individuals, representatives of older individuals, service providers, representatives of the business community, local elected officials, providers of veterans' health care (if appropriate), and the general public. In the selection process, the Executive Committee shall also consider opportunities to reflect overall equity in membership in accordance with:

1) County parity percentages, and

2) Ethnic minorities and people with disabilities.

e) ~~Members serving as an appointee of a Nutrition Program Executive on November 19, 2015 may complete their term and shall be eligible for appointment pursuant to sections 2.3a through 2.3d.~~

2.4 When vacancies occur on the Council, A4AA shall notify the appropriate appointing authority of the requirements for membership and request an appointment as soon as possible.

2.5 Council members may be reimbursed for expenses in accordance with adopted A4AA policy.

SECTION 3. MEETINGS

3. Meetings may be held in person, by videoconference or teleconference.

3.1 All meetings of the Council and its committees shall be public in accordance with the Brown Act.

a) A member of the public may speak on an agenda item as it is addressed. Members of the public may address matters of general concern which are not on the agenda to the Council at the beginning of the meeting. Time limits will be established at the meeting.

3.2 At least one meeting shall be scheduled in each of the counties within Planning and Service Area 4 (PSA 4) within a two-year period. The Council shall meet at least eight times per year.

3.3 From time to time, a special meeting may be called by either the Council Chair or a majority of members present at a regular meeting.

3.4 A quorum for any meeting of the Council shall be one-half of the appointed members. A quorum is required for a vote on any motion.

3.5 A majority vote of eligible members present shall be required on all action items. A roll call vote shall be made upon request of a Council member. The voting of each member of the Council will be recorded on all roll call votes.

3.6 The rules contained in the current edition of Standard Code of Parliamentary Procedure by Alice Sturgis shall govern these procedures in all cases where they are applicable and where they do not conflict with these Bylaws. It is the responsibility of the Parliamentarian to assure that meetings comply with these Bylaws.

SECTION 4. OFFICERS

4. The Council shall have the following officers: Chair, Vice Chair and Secretary-Clerk. From its membership, the Council shall elect officers annually at its first meeting of the calendar year.

4.1 *Chair.* The Council Chair shall:

a) Preside at all meetings of the Council.
b) Represent the Council at functions of a ceremonial nature.
c) Appoint the Chair of the Nominating Committee.
d) Appoint members of all committees (except the Nominating Committee) with the consent of a majority of those members present and eligible to vote at any regularly scheduled meeting.
e) Appoint representatives to A4AA bodies as required.
f) Appoint the Parliamentarian.
g) Serve as ex-officio member of all committees (except Nominating Committee).
h) Perform other tasks as authorized from time to time by the Council.

4.2 *Vice Chair.* The vice chair shall perform the duties and exercise the power of the Council Chair in the absence of the Council Chair.

4.3 *Secretary-Clerk.* The secretary-clerk shall call roll and record attendance/roll call votes, read pertinent correspondence, report on Executive Committee meetings and perform other duties as assigned.

4.4 OFFICERS' TERMS OF OFFICE

a) All officers shall serve a term of one twelve (12) month-period, coinciding with the calendar year.
b) No officer shall serve more than two (2) consecutive terms in the same office.
c) If more than six (6) months remain for any office, that term will be counted as one of the two consecutive terms if a replacement is required.
d) Officers shall take office at the first meeting of the calendar year.

SECTION 5. STANDING COUNCIL COMMITTEES

5. Each standing committee, except the Area Plan Committee, the Joint Program Evaluation Committee and the Grants Review Committee shall have a minimum of three (3) members appointed by the Council Chair. Chairs of standing committees shall be selected by majority vote of committee members. A quorum shall consist of the members present. The committee work shall not be hindered from completion if the number of members is not sustained, so long as at least two (2) members remain. Committee ~~terms shall coincide with the terms of elected officers~~ appointments from the prior calendar year shall remain in effect until the Advisory Council approves appointments for the current calendar year.

5.1 *The Executive Committee* shall:

a) Meet prior to Council meetings to approve and, if necessary, amend the tentative agenda.
b) Have authority to act on matters in emergency situations. All action by the Executive Committee shall be ratified by the Council at the next regularly scheduled meeting following the action.
c) Consist of the elected officers, the immediate past Council Chair, and Chairs of the standing committees, except the Nominating Committee. Vacancies in elected offices, other than the Council Chair position, shall be filled by the Executive Committee.

5.2 The *Area Plan Committee* shall:

a) Be a joint committee of Board and Council members.
b) Provide input for the development and implementation of the Area Plan and updates.
c) Forward all recommendations to the Council.
d) Consist of an adequate number of Council members to ensure that each County is represented for area planning. The Committee shall also be represented by members of the Board, as much as possible, but not to exceed the number of Advisory Committee members. Alternates will be appointed to the fullest extent possible.

5.3 *The Legislative Committee* shall:

a) Be a joint committee of Board and Council members.
b) Have responsibility for reviewing proposed new and amended legislation affecting primarily older individuals and making reports and recommendations to the Council.
c) Coordinate with CSL members from A4AA for discussion and collaborative efforts for recommendations affecting older adult legislative issues.
d) Establish priorities that correspond to the Area Plan whenever possible.
e) Consist of at least eight (8) members; two (2) members from Sacramento County and one from each of the other counties in A4AA. The number of Governing Board Committee members shall not exceed the number of Advisory Committee members. Alternates shall be appointed from each county.

SECTION 6. STANDING BOARD COMMITTEES

6. The Council Chair shall appoint members to the following Board committees.

6.1 The *Grants Review Committee* (GRC) provides recommendations for funding programs. In addition, the Committee reviews Request for Proposals (RFP) applications and recommends funding of applicants. The Committee provides input into the RFP process. The Committee makes recommendations directly to the Board.

The Grants Review Committee may also be convened by the Executive Director for the purpose of soliciting input on A4AA funding decisions that do not require explict approval from the Governing Board.

The Grants Review Committee shall consist of an adequate number of Council members. The Committee shall also be represented by members of the Board, as much as possible, but not to exceed the number of Advisory Committee members. Alternates shall be appointed as necessary.

6.2 The *Joint Program Evaluation Committee* (JPEC) reviews A4AA service provider performance periodically with A4AA staff in order to be knowledgeable about program operations and contract issues. The committee may forward its recommendations to the Grants Review Committee for informational purposes only. JPEC makes recommendations directly to the Board.

The committee shall consist of at least two to three members from the Governing Board, and at least three to four members from the Council. Not more than three of the committee appointments shall be members of the Grants Review and Area Plan committees. (Alternates may be appointed from each body to ensure full attendance.) To the extent feasible, representation by the seven counties should be considered in the appointments.

SECTION 7. OTHER COMMITTEES

7. The Council Chair may appoint other committees for limited purposes as appropriate or upon the request of the Executive Director.

7.1 NOMINATING COMMITEE

a) The Nominating Committee shall, insofar as possible, consist of a representive from each county. There shall be a minimum of three (3) members.
b) The Committee Chair shall appoint the members with the approval of the Council.
c) The committee shall seek nominations for each of the offices and will be responsible for seeking members capable of assuming responsibilities of the respective offices. Nominations shall be submitted at the September meeting.
d) Elections shall be held at the October meeting. At this meeting, nominations may be made from the floor. An individual receiving a plurality of the votes for any of the offices, cast by members present, is elected.
e) Voting shall be by secret ballot when two or more candidates are nominated for any office. Tellers appointed by the Council Chair shall distribute, collect, tally and report the vote.

7.2 BYLAWS. The Bylaws Committee shall receive and review proposed amendments to the Bylaws and may propose amendments of its own. The Committee may make recommendations concerning proposed amendments, giving reasons for the decision. The Parliamentarian shall serve as a consultant to the Committee.

7.3 DIVERSITY. The Diversity Committee shall be a means of communication between A4AA and the diverse populations within A4AA. It shall be the responsibility of the committee to encourage diversity on the Council, to promote awareness of the needs of the diverse older adult population, and to work with staff to implement programs and services which will meet those needs.

SECTION 8. AMENDMENTS TO BYLAWS

8. These Bylaws may be amended from time to time upon adoption by the Council.

SECTION 9. CONFLICT OF INTEREST

9. All possible conflicts of interest should be considered whenever the Council, or one of its committees, is making a recommendation affecting a program within A4AA, including but not limited to, grant applications, program evaluations, area plan consideration and approval, and program money allocation.

9.1 A Council member has a conflict of interest, or potential conflict of interest, when one or more of the following relationships exist with the program under consideration:

a) Ownership;
b) Director, trustee or officer of the program;
c) Provider of professional services to the program;
d) Parent, spouse, brother, sister, or child of a, b, or c (above);
e) Employee of the program;
f) Any person whose salary is paid from OAA funds; and
g) Any person with a relationship described in a to f (above), in a competing program in the area.

9.2 Any member who has one or more of the relationships as described in Section 9.1 above shall declare his/her association with the program under consideration. The member shall be considered an agent of the agency under consideration. That member may not vote and must recuse him/herself from that portion of the meeting.

9.3 When there is question as to the existence of a conflict of interest, the Council Chair shall determine whether or not a conflict does in fact exist, and shall rule accordingly. If a member is deemed to have a conflict of interest, or potential conflict of interest, the member shall not vote on the program under consideration and shall recuse themselves from that portion of the meeting.

9.4 IMPROPER CORRESPONDENCE DURING AN RFP PROCESS. The review process is the same for all applications submitted under an RFP. A4AA staff, Council and Board members are strictly prohibited from speaking to Applicants about the content or status of proposals outside of the review process during an active RFP. In most circumstances, the "active" RFP process begins on the date the RFP is issued and ends on the date final award decisions have been made; in the event of an appeal, all of the proposals in the affected service category remain "active" until the date of final resolution of that appeal.

SECTION 10. CONFLICT WITH STATE OR FEDERAL REGULATIONS

10. If any Section or Sub-section of these Bylaws is found to be in violation of State or Federal regulations, only that Section or Sub-section shall be deemed invalid.

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