

Advisory Council of the Napa / Solano Area Agency on Aging

BY LAWS

ADOPTED (September 24, 2019)

(July 22, 2021 recommended revisions in red)

ARTICLE I – GENERAL PROVISIONS

SECTION 1. NAME

The name of this organization shall be the Advisory Council of the Napa / Solano Area Agency on Aging (“Advisory Council”).

SECTION 2. AUTHORIZATION

The Advisory Council shall function according to the provisions of the Joint Exercise of Powers Agreement Between Napa County and Solano County (“JEPA Agreement”) approved by the Napa and Solano County Board of Supervisors on September 11, 2018, and all laws and regulations, including the Older Californians Act of 1996 and the Older Americans Act.

The JEPA Agreement established the Napa / Solano Area Agency on Aging, the agency designated by the California Department of Aging (CDA) within PSA 28 pursuant to 22 C.C.R. §7206 (“AAA”), and the joint operation of it.

ARTICLE II – DUTIES AND RESPONSIBILITIES

SECTION 1. DUTIES AND RESPONSIBILITIES

The Advisory Council shall:

1. Serve in an advisory capacity to the Oversight Body of the AAA.
2. Serve in an advisory, planning and advocacy capacity for seniors, adults with disabilities and their caregivers, and for other organizations designated by either one or both of the Boards of Supervisors for Napa and/or Solano Counties taking positions on matters pertaining to federal, State, and local policies, programs, procedures, and any legislation affecting older persons.
3. Actively seek advice from senior advocacy organizations, elected officials, local aging commissions, and the general public for the purpose of advocating for and making formal presentations on issues of concern to seniors, adults with disabilities, and their caregivers.

4. Seek advice from local seniors, adults with disabilities, and caregiver advocates and organizations on specific legislation pending before local, State, and federal governments.
5. Disseminate information of interest to local senior advocates, seniors, adults with disabilities, and their caregivers.
6. Work with AAA staff to develop, implement, and monitor the four-year Area Plan and annual updates.
7. Work with AAA staff to hold public hearings on the four-year Area Plan and updates in accordance with all legal requirements.
8. Work with AAA staff to produce the annual report in accordance with the Older Californians Act. The report shall be prepared within six (6) months of the close of the fiscal year and shall contain a summary of the Advisory Council's activities and projects, finances, a list of Advisory Council members, and any other information specifically requested by the Napa or Solano Board of Supervisors or CDA.
9. Review program and fiscal monitoring and outcomes of AAA contractors along with AAA staff. Recommend programmatic funding areas and funding levels for AAA services/contracts to the Oversight Board.
10. Review and comment on all community policies, programs and actions which affect older persons with the intent of assuring maximum coordination and responsiveness to older persons.

ARTICLE III – MEMBERSHIP

DEFINITION OF MEMBERSHIP

The Advisory Council shall consist of sixteen (16) regular members and up to four (4) alternate members, with eight (8) regular members appointed for each county, and up to two (2) alternate members appointed for each county. The differences between the two memberships are described in detail throughout the By Laws. The primary difference is that regular members are expected to attend all Council meetings as voting members. Alternate members are encouraged to attend all meetings, but are designated as alternate one (1) and two (2) for each county and expected to attend when asked to vote in place of an absent regular member from the same county.

For purposes of these By Laws, the term regular member refers only to regular members, the term alternate member refers only to alternate members, and the term member appearing without designation refers to both.

SECTION 1. QUALIFICATIONS

The Advisory Council membership shall consist of sixteen (16) regular members and up to four (4) alternate members as follows:

1. More than 50 percent older (60+) persons, including minority individuals, who are participants or who are eligible to participate in programs under 45 CFR 1321.57;

2. Representatives of older individuals;
3. Representatives of health care provider organizations, including providers of veterans' health care;
4. Representatives of supportive services provider organizations;
5. Persons with leadership experience in the private and voluntary sectors;
6. Local elected officials;
7. Family caregiver representative; and
8. The general public.

~~No more than three (3) members may be affiliated with any single representation listed in categories 3-8 above.~~ **The Advisory Council shall strive to represent a balance of the above eight (8) representation areas with no one area being over or under represented.**

The Advisory Council shall represent the senior population in respect to ethnic, ~~and racial,~~ **gender, and geographical** distribution.

Solano and Napa ~~Each~~ County Boards of Supervisors **each** shall appoint one-half ($\frac{1}{2}$), **eight (8)** of the **regular members, and one-half ($\frac{1}{2}$), up to two (2) of the alternate members.** Prior to each Board's appointment, the AAA shall review proposed appointments to Advisory Council to ensure that each county's appointments meet the representation requirements. The Advisory Council may appoint a subcommittee to review and recommend membership applications to the full Advisory Council. The Advisory Council, by a majority vote, will forward its recommended applicants to each respective county for appointment.

The two (2) alternate memberships for each county will be designated as alternate one and alternate two. When a regular member is absent from a meeting, the first alternate member, i.e., alternate one, representing the same county as the regular member, will be expected to attend the meeting and may vote in their absence. When a regular member is absent from a meeting and alternate member one is unable to attend, alternate member two will be expected to attend the meeting and may vote.

SECTION 2. TERM OF OFFICE

~~Advisory Council members serve for two (2) years from their appointment and may be re-appointed for one additional two-year term. Initially, four (4) members from each county shall be selected by the Advisory Council to serve an initial four (4) year term, with a re-appointment term limited to two (2) years. (Move the following sentence to bottom paragraph.) Any member of the Advisory Council may be removed at any time by their appointing authority. In addition, any member shall be removed at any time if required by these Bylaws, or if the member ceases to meet their representation category.~~

Regular and alternate Advisory Council members serve two (2) years from their appointment and may be reappointed for two (2) additional two (2) year terms.

A regular member who wishes to reapply to serve on the Advisory Council as a regular member following their three (3) terms may do so when a regular vacancy occurs, and after a minimum of one (1) year break in their regular member service. A regular member who wishes to apply to serve as an alternate member may do so when an alternate vacancy occurs anytime during their tenure, and anytime following their three (3) terms as a regular member.

An alternate member who wishes to apply to serve as a regular member may do so when a regular vacancy occurs anytime during their tenure, and anytime following their three (3) terms as an alternate member.

Each term begins July 1 and ends on June 30. If a member leaves during their term, the replacement member will fill out the leaving member's remaining two-year term.

A one-time only change is made in term expiration dates in order to have have four (4) members' terms from each county expire in the even years, and four (4) members' terms expire in the odd years. To make this change, four (4) members from each county have their terms extended one (1) year. The Advisory Council approves the list of members whose terms are extended.

Any member of the Advisory Council may be removed at any time by their appointing authority. In addition, any member shall be removed at any time if required by these Bylaws, or if the member ceases to meet their representation category.

SECTION 3. VACANCIES

Any vacancy shall be filled by the appointing authority ~~within 90 days~~ **expeditiously**, with the new member's term coinciding with the vacating member's term. Notice of vacancies shall be published countywide.

SECTION 4. COMPENSATION

The members of the Advisory Council shall serve without compensation.

SECTION 5. CONFLICTS OF INTEREST

No member shall make, participate in making or in any way attempt to use their official position to influence a governmental decision in which they know or have reason to know they have a financial interest.

A member of the Advisory Council shall not have a financial interest in any entity funded by the Area Agency on Aging (AAA) (as provided for in Government Code, 1090. et seq., and Government Code 87100, et seq). Notwithstanding those laws, "financial interest" shall include income received from or a position of management in, any nonprofit entity funded by the AAA, whether received or held by the member of his or her spouse **or their immediate family**.

ARTICLE IV –MEETINGS

SECTION 1. SCHEDULE

The Advisory Council shall meet monthly or at least six (6) times a year at a stated date, time, and place to be decided by the Advisory Council. All meetings shall be subject to the Brown Act. Advisory Council meetings shall be held in different communities served by the AAA, when feasible.

SECTION 2. QUORUM

A majority of the Advisory Council, with a minimum of four (4) members serving from each county shall constitute a quorum.

SECTION 3. RULES OF ORDER

The meetings of the Advisory Council shall be governed by the authority of "Robert's Rules of Order."

SECTION 4. ATTENDANCE

Attendance at regular meetings is expected and important in achieving Council business. Each member's attendance will be recorded as present or absent, and will be reported in the Advisory Council quarterly reports.

If any Advisory Council ~~a regular~~ member has ~~absences totaling four (4) or more within a rolling twelve (12) month period, more than (3) unexcused absences in a calendar year, the Advisory Council shall recommend to that member's appointing authority that the member should be removed and replaced. they will~~ ~~shall be~~ removed from the Advisory Council as a ~~voting~~ regular member. The remainder of their term will be filled by an alternate member, or a new regular member appointed to complete the remainder of their two-year term.

If an alternate member has two (2) or more occasions within a rolling twelve (12) month period in which they are called to attend but are unavailable or unwilling to attend, they shall be removed from the Advisory Council as an alternate member. The remainder of their term will be filled by a new alternate member appointed to complete the remainder of their two-year term.

ARTICLE V – OFFICERS

SECTION 1. OFFICERS

The officers of the Advisory Council shall consist of the following positions with representation from both counties:

1. Chairperson
2. Vice-Chairperson
3. Secretary
4. Such other officers as the Advisory Council deems necessary to perform duties as determined by the Advisory Council.

SECTION 2. DUTIES OF OFFICERS

1. Duties of the Chairperson:
 - A. The Chairperson shall preside at all meetings of the Advisory Council; may appoint any member of the Advisory Council to preside as Chairperson at an Advisory Council meeting should both the Chairperson and the Vice Chairperson be unable to attend.
 - B. The Chairperson may call special meetings of the Advisory Council when necessary.
 - C. In conjunction with members of the Advisory Council and ~~County~~ AAA Staff, the Chairperson shall develop agendas for the Advisory Council meetings. Agenda items from Advisory Council members shall be given to the Chairperson or AAA staff 72 hours in advance of the upcoming meeting.
 - D. The Chairperson shall serve as an ex-officio member of all committees.
 - E. The Chairperson shall inform the Oversight Board of the Advisory Council's actions and decisions.
 - F. The Chairperson shall ensure adherence to the Brown Act and Robert's Rules of Order.
 - G. The Chairperson shall perform all duties necessary or incidental to this office. The Chairperson shall represent the Advisory Council at functions.
 - H. The Chairperson shall appoint a temporary Secretary in the event of the absence of the Secretary and their alternate at any meeting of the Advisory Council.
 - I. The Chairperson shall perform other tasks as authorized by the Advisory Council.

2. Duties of the Vice-Chairperson:
 - A. The Vice Chairperson shall perform the duties of and exercise the power of the Chairperson during the absence of the Chairperson.
 - B. The Vice Chairperson shall carry out other duties assigned by the Chairperson or Advisory Council.
 - C. The Vice Chairperson will automatically become Chairperson and assume the full powers of the Chairperson until the end of the term should the position of Chairperson become vacant. Should the Vice Chairperson be unable or unwilling to assume the Chairperson role, the Advisory Council membership will elect and vote to fill the Chairperson position.

3. Duties of the Secretary:
 - A. The Secretary shall review the minutes of each Advisory Council meeting which are recorded, kept and distributed to each member of the Advisory Council along with the agenda for upcoming meetings.
 - B. In the absence of the Chairperson and Vice-Chairperson, the Secretary shall perform the duties of and exercise the power of the Chairperson during their absence.
 - ~~C. The Secretary shall read all correspondence addressed to the Advisory Council at each meeting.~~
 - D. The Secretary shall keep a record of member attendance at Advisory Council meetings and to advise the Chair, and to include in the quarterly report. ~~of members with an unexcused absence.~~

4. Absence of the Officers:

In the absence of all of the officers ~~and the alternates~~ at any Advisory Council meeting, the members present shall choose a presiding officer for that meeting.

SECTION 3. ELECTION AND TERMS ~~OF OFFICERS~~

1. Officers ~~are regular members and~~ may serve two (2) consecutive ~~one (1) year~~ terms in any one office. As feasible, the officers shall represent both counties. No member shall hold more than one office at any time. Except for a vacancy in the office of Chairperson, vacancies of officers shall be filled by appointment of the Advisory Council for the remainder of the unexpired term.
2. Nomination of Officers
 - A. The Nominating Committee shall ~~represent both counties and~~ consist of three (3) ~~regular~~ members: one person selected by the Executive Committee at their March meeting, one selected by the Chairperson of the Advisory Council at or prior to the March meeting, and one elected by the Advisory Council at the March meeting.
 - B. The Advisory Council Chairperson shall appoint the Chairperson of the Nominating Committee from the three members.
 - C. The members of the Nominating Committee shall serve no more than one (1) consecutive appointment.
 - D. The Nominating Committee shall meet prior to the April Council meeting to prepare a slate of nominees. The Nominating Committee report shall be signed by each member and indicate the nominees to the offices of Chairperson, Vice- Chairperson, and Secretary.
 - E. No member of the Nominating Committee shall be nominated nor accept a nomination to office during their tenure on said committee.

- F. The slate will be presented to the full Council at their April meeting. Additional nominations may be made from the floor at that time.
- G. ~~After the April meeting, this slate of officer candidates, comprised after the April meeting,~~ shall be ~~delivered personally or by mail (postal or electronic)~~ mailed to all members of the Advisory Council ~~at least~~ one (1) week prior to the May Council meeting.

3. Election of Officers

- A. The election shall take place at the Advisory meeting held in May at which time all nominees must either be present to affirm their consent to serve or have provided a written consent to serve.
- B. Nominations from the floor will again be considered. These nominees must also give verbal or written consent to serve.
- C. An individual receiving a majority of votes for any office shall be deemed to have been elected.
- D. In the event of a tie vote, there shall be a second vote on that particular office. If a second vote also ends in a tie, the office shall be filled by the toss of a coin.
- E. Elected Officers shall begin their term on July 1st.

ARTICLE VI – REPORTS AND PUBLIC STATEMENTS

All reports of the Advisory Council ordinarily shall be delivered personally or by mail (postal or electronic) to each member of the Advisory Council and posted on the AAA web site 72 hours prior to the date of the meeting at which the report is proposed for consideration and action thereon by the Advisory Council.

Approval of any report, oral or written, or public statements of Advisory Council members shall require an affirmative vote of the majority of ~~the active members~~ **both regular members, and alternate members who are designated to vote in place of regular members, who are present at the meeting or who respond electronically.**

None of the above shall preclude any Advisory Council member from expressing their opinions or recommendation when acting solely as an individual and not as a member of the Advisory Council.

All communications from the Advisory Council shall be sent out with the authorized signature of the Chairperson of the Advisory Council.

ARTICLE VII – COMMITTEES AND TASK FORCES

The Advisory Council has the power to establish and dissolve standing or ad hoc committees as necessary to carry out its work. No standing or action committee may exercise the authority of the Advisory Council. Such committees shall adhere to the Brown Act, to the extent required by law, and shall contain representatives of both counties.

The Advisory Council may establish informal, short-term projects and project teams. Project teams are not subject to the Brown Act.

ARTICLE VIII – AMENDMENTS

Notice of any proposed amendment to these ~~Bylaws~~ **By Laws** shall be delivered personally or by mail (postal or electronic) to each member of the Advisory Council, and posted on the AAA website at least thirty (30) days in advance of the meeting when the amendment is to be considered.

Amendments to the ~~Bylaws~~ **By Laws**, after thirty (30) days' notice, may be adopted by the affirmative vote of two-thirds (2/3) of ~~all members~~, **both regular members, and alternate members who are designated to vote in place of regular members** of the Advisory Council present at the meeting **or who respond electronically**, and with the approval of the Oversight Board.