



**Imperial County
AREA AGENCY ON AGING
Planning & Service Area
(PSA 24)**

**ADVISORY COUNCIL
BY-LAWS**



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ARTICLE I
NAME

The name of this organization shall be the Imperial County Area Agency on Aging Advisory Council, hereafter referred to as the "Council".

ARTICLE II
MISSION AND PURPOSES

In accordance with the provisions of Title III of the Older Americans Act of 1965, as amended, the California Department of Aging (CDA) and the Area Plan, the Council will serve the following purposes:

SECTION A -- Hearings

To hold public hearings annually, or as required by CDA, to encourage and facilitate public participation in the Area Agency on Aging (AAA).

SECTION B -- Needs Assessment

To provide the AAA with information about the needs, wants, and attitudes of senior citizens. To assist the AAA in conducting needs assessments and assigning priorities to the needs of senior citizens.

SECTION C -- Recommendations

To develop recommendations to the Imperial County Board of Supervisors regarding the Area Plan, Area Agency policies, and funding allocations.

SECTION D -- Program Monitoring

To assist the Area Agency on Aging staff in evaluating current program effectiveness and in determining future services.

SECTION E -- Advocacy

To visibly serve as the advocate body in Imperial County on behalf of senior citizens.

ARTICLE III
COUNCIL MEMBERSHIP

SECTION A -- Composition of Council

The composition of the Advisory Council is prescribed in the laws and regulations of the Older Americans Act (Federal), as amended, and the Older California Act (State) which are summarized below:

1. A majority of persons 60 years of age and older.
2. Members who reflect the geographic, racial, economic, and social complexion of the planning and service area they represent.
3. At least one member who represents the interests of the disabled.
4. Service providers shall be represented. Except for item (5a), (5b), (5c), (5e), and 5i, staff of an AAA provider agency shall not be selected to serve on the Advisory Council.
5. Regular Membership - A minimum of seventeen (17) regular members and three (3) alternates At-Large (i.e., Alternate No. 1., Alternate No. 2, Alternate No. 3) is established for the composition of the Advisory Council. The alternates shall be required to attend eight (8) regular council meetings, although they would not vote unless one of the regular member(s) was not present. A member shall only hold one (1) position per term, and may not serve concurrently as a regular member and alternate.
 - a. One (1) Supervisor, as selected by the Board.
 - b. One (1) Elected official, appointed by a member of the local League of Cities.
 - c. Two (2) Senior Advocates, as selected by the Council; therefore, such persons could represent any of the following: family member of frail elderly, program participant, veteran or veteran representative, community volunteer.
 - d. One (1) Representative of service providers to the aging, excluding AAA contractors, as selected by the Council; therefore, such a person could represent any of the following: transportation, health care, pharmaceutical, housing, financial benefits.
 - e. Two (2) of the elected representatives in the California Senior Legislature from Imperial County (Senator-member, Assembly-member). The CSL-elect officers will be seated on the Council at the September meeting of the year in which the local selection was made. Candidates shall meet the minimum eligibility requirements under the CSL qualification process.
 - f. One (1) Representative of an organization of seniors within Imperial County, as selected by the Council.
 - g. One (1) Representative who embodies the interests of the disabled, as selected by the Council.
 - h. One (1) Representative of the Health Insurance Counseling and Advocacy Program (HICAP) funded by CDA in the geographical and regional scope of service of which is San Diego and Imperial Counties. The position can be filled by either program volunteer, or client.
 - i. One (1) Representative of law enforcement, as selected by the Council; therefore, such a person, active or retired, could be associated with police, sheriff, federal agent, or the justice system.
 - j. At the discretion of the Council, up to two (2) Representatives of senior interests from the community at large, as selected by the Council.

6. Board Appointees - No more than 50% of the Advisory Council's membership shall be appointed by one official or body of officials. Those members of the Advisory Council shall be appointed through a process designated by that local governing body, Imperial County Board of Supervisors (BoS), in the planning and service area (PSA) within which the Area Agency on Aging operates.

The process of appointments is as follows:

- a. Five (5) appointed members by the individual members of the Board of Supervisors for their supervisorial district according to the criteria above (one member for each supervisor).
- b. A Supervisor shall make an appointment in writing by filing a notice with the Clerk of the Board of Supervisors, who shall place it on the next public agenda as an information item. Advisory Council Chairperson or Vice-Chairperson will receive notice of said appointment.
- c. The Supervisor making said appointment shall have the power to remove said appointee from the Advisory Council. If the Supervisor chooses to remove an appointee, the Supervisor shall do so in writing by filing a notice with the Clerk of the Board of Supervisors, who shall place it on the next public agenda as an information item. Advisory Council Chairperson or Vice-Chairperson will receive notice of said appointment.
- d. Notwithstanding subsection (2), the Board of Supervisors, by a four-fifth's (4/5) vote, may remove any member or members of the Advisory Council as it pertains to members who represent the District of a Supervisor.
- e. Newly seated Supervisors, generally taking office in January, shall be permitted to make their own appointments, effective however in September of that year. If the Council position is vacant at the time of the new Supervisor, the appointment would then be effective immediately to fulfill the remaining balance of the vacated position.

SECTION B – Other Terms

1. Inter-agency

Resource persons, also known as inter-agency professionals, may make an appearance to share information and may serve on Council standing committees. These individuals could represent organizations or public agencies such as Welfare, E.D.D., Social Security, State Rehabilitation, Etc.

2. Conflict of Interest

A possible conflict situation should be considered whenever the Advisory Council, or one of its committees, is making a decision affecting a program within PSA 24, including but not limited to, grant applications, program evaluations, area plan consideration and approval, and program money allocation.

Any member of the Council who has either a real or perceived financial interest in any issue, agency or organization, shall publicly disclose such interest, and if required, disqualify himself/herself prior to discussions or voting to recommend award of financial contracts.

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.

SECTION C – Terms for Council Members

Terms of two (2) years are established for each Council position, Section A (6b) the exception, who is appointed annually by the Board of Supervisors. Six (6) of the positions in the original selection will have their positions expire at the end of one (1) year so as to provide a staggering of terms on the Council. Terms of membership shall be two (2) years as stated above. Terms may run consecutively for an undetermined tenure, as long as the member is in good standing and receives a vote of confidence in July of the year completing the term of the member / alternate.

1. As it pertains to the positions of the California Senior Legislature (CSL), the number of consecutive terms held will be determined by the voting constituency (i.e. Imperial County AAA Advisory Council) by whom they are elected and shall comply with CSL State Code.
2. As it pertains to the positions appointed by the Supervisors to represent that respective district, the number of consecutive terms held will be determined by the Supervisor currently holding that office.

SECTION D – Vacancies and Removal of Council Members

The September meeting of the Council shall represent the beginning month for the term of office of a member first elected, appointed, re-elected or re-appointed. A member appointed in mid-term to fill a vacancy shall not have that part of the year prior to September in respect to the time he/she has served.

If a vacancy occurs because of the resignation or the inability of a member to serve, the applicant process for filling the vacancy shall begin within thirty (30) days.

1. The Advisory Council shall declare a seat(s) vacant.
2. Announcements shall be made.
 - a. The Chairperson shall contact the appropriate representative body of the vacancy and notify them of their need to select a replacement. The Chairperson may recommend a perspective member for that vacancy.
 - b. For positions selected by the Council the public will be notified of the vacancy and of the availability of applications for the declared vacancy. The Council must permit an acceptable time frame and establish a deadline for applications for the declared vacancy. Previous applications will be kept current for up to one year.
3. Nominations:
 - a. A nominating committee of not less than three (3) members, as determined by the Chairperson, shall meet to review and discuss the slate of nominations and their applications for council membership.
 - b. The committee shall make recommendations to the full Council as an action item for their consideration. The Council shall vote on the applicants, as nominated by the Committee.
4. New members will be seated immediately upon the accomplishment of item #3.

5. Removals. The unexpired term for vacancies on the Council from whatever cause, except temporary vacancies as hereinafter provided, shall be filled as follows:
 - a. Appointed Members. Vacancies shall be filled by the appointing supervisor. Any appointed member may be removed from the Council prior to the expiration of her/his term at the pleasure of the appointing supervisor.
 - b. Regular Members. Vacancies shall be filled by the Council using recommendations from the AAA Director. Any member may be removed from the Council or by a majority vote of the Council present at a regularly scheduled meeting of the Council after having announced such intent at the previous meeting.

ARTICLE IV
RESPONSIBILITIES OF THE COUNCIL

SECTION A -- Participation

Members shall participate, as fully as possible, in all activities of the Council, including the development, revision, and approval of the Area Plan. Each member is required to be present to serve on at least one Committee and attend scheduled meetings of the Advisory Council.

SECTION B -- Reporting

Each member shall be responsible for reporting back to his/her organization or agency in addition to informing the Council regarding the problems and relevant activities of his/her organization or agency.

SECTION C -- Attendance

The Council could declare a seat vacant if a member, or an alternate, fails to attend three (3) regular meetings in an annual period (September-August) without a clear reason, as recommended by the Executive Committee. An attendance roster shall be included with the minutes of the Council meetings.

Appeal Process to Rules of Removal: The Council shall notify said member/alternate in writing of the proposed action to declare a vacancy due to absences. The written notification shall include the proposed date of declared vacancy, which should be no less than 30 days. The member/alternate shall appeal in writing to Executive Committee within 15 days. The appeal shall be addressed at the next regularly scheduled Council meeting. The decision to vacate or not shall be made by majority vote, by no less than the required quorum (see Article VI, Section D-Quorum).

SECTION D -- Alternates

An alternate shall vote in the official deliberation of the Council only in the absence of a regular member for purposes of a quorum. An alternate may not serve in place of a member as an officer or member of the Executive Committee.

SECTION E -- Committee Appointments

The Chairperson shall appoint members to each committee.

ARTICLE V
OFFICERS

SECTION A -- Elected Positions

The Council shall have the following officers:

- Chairperson
- Vice-Chairperson
- Secretary
- Immediate Past-Chairperson

SECTION B – Officers’ Duties

Chairperson: The Chairperson shall preside at all meetings of the Council. The Chairperson shall appoint the members of standing and special committees. A slate of names shall be presented annually at the September Council meeting. The Chairperson shall be a member of all committees, and is responsible for seeing that an agenda is provided, and shall perform such other duties as the Council shall designate.

He/she will be expected to attend, or see that his/her designated Area Agencies on Aging (Triple A) Chairpersons of California (TACC) alternate attend, the TACC meetings held in Sacramento, given TACC’s ability to reimburse for travel expenses.

Vice-Chairperson: The Vice-Chairperson shall perform the duties of the Chairperson in his or her absence, and shall perform such other duties as the Council shall designate.

Secretary: The Secretary shall be responsible to see that the minutes of the Council are kept up-to-date. The Secretary shall keep a record of council members, attendance, and shall perform such other duties as the Council shall designate.

Immediate Past-Chairperson: Shall be a voting member of the Executive Committee.

SECTION C – Nominations of Officers

A nominating committee of not less than three (3) members, as determined by the Chairperson, shall be appointed no later than the May meeting and present the slate of nominations to the council for their consideration at the June meeting. Council will select its officers by election in July who will serve beginning with the annual period in September. As a prerequisite for nomination for office, a nominee shall have participated as a council member for two (2) years.

SECTION D – Terms of Officers

Terms of officers shall be two years unless the officer’s term as Council member would preempt such service. A vote of confidence shall be taken at the end of year one, in July, prior to the beginning of the second annual period in September.

SECTION E - Officer Vacancies

Any vacancies in officer positions shall be filled as follows:

- a. A nominating committee of not less than three (3) members, as appointed by the Chairperson, shall meet within thirty (30) days of declared vacancy to review and discuss the slate of nominations and their applications for council officer vacancy.

- b. The committee shall make recommendations to the full council as an action item for their consideration. The Council shall vote on the officer nominees, as recommended by the Committee.

ARTICLE VI COUNCIL MEETINGS

SECTION A -- Schedule & Agenda

By the September meeting, the Council shall decide the time and date of the monthly meetings for the year. The Council shall decide not to meet on months where there are no Action Items, as deemed necessary. The Council shall elect to go dark in December, unless an Action Item is deemed necessary.

SECTION B -- Regular Meetings

The Agenda shall be mailed at least seven (7) calendar days in advance of any regular meeting, and items for the agenda should be in at least ten days prior to the meeting. These agendas shall provide an opportunity for any person to present discussion regarding senior programs or problems. No action can be taken unless previously set as an agenda item.

SECTION C -- Special Meetings

Special meetings may be called by the Chairperson or upon written and signed request of three (3) or more Council members, dated and specifying the item of business. Notice of any special meeting shall be mailed at least five (5) calendar days in advance. No other business shall be transacted except the agenda items described in the notification.

SECTION D – Quorum

A minimum of nine (9) currently filled duly qualified voting Council members in good standing, or an alternate in the absence of a regular member, shall constitute a quorum at any regular or special meeting of the Council. Each member, or the duly qualified alternate in the absence of a member, shall be entitled to one (1) vote on all matters to come before the meeting. Cumulative voting, proxy voting or absentee ballot voting shall not be permitted.

SECTION E – Teleconferencing

Participation by Advisory Council Members (“Council”) by electronic means (teleconference, video-conference, Skype, web-based meetings, etc.) are authorized so long as the meeting, notice and opportunity for public participation shall be in accordance with the Brown Act.

“Teleconference” is defined as “a meeting of individuals in different locations, connected by electronic means, through either audio or video, or both.”

The Council may use teleconferences and/or videoconferences for all purposes in connection with any meeting within the Council’s subject matter jurisdiction. All votes taken during a teleconference and/or videoconference meeting shall be by roll call.

During the teleconference and/or videoconference, at least 2/3 of the quorum must be physically present at the Council meeting. In other words, only three voting members will be allowed to participate in the meeting via teleconference and/or videoconference per Council meeting.

Furthermore, Council members will only be allowed to participate in three meetings via teleconference and/or videoconference per Fiscal Year.

In addition to the specific requirements relating to teleconferencing, the meeting must comply with all provisions of the law otherwise applicable. (Id.) Section 54953(b) contains the following specific requirements:

- Teleconferencing may be used for all purposes during any meeting.
- At least a quorum of the Advisory Council must participate from teleconferencing locations within the jurisdiction.
- Each teleconference location must be identified in the notice and agenda of the meeting.
- Agendas must be posted at each teleconference location.
- Each location must be accessible to the public.
- The agenda must provide the opportunity for the public to address the legislative body directly at each teleconference location.
- All votes must be by rollcall.

ARTICLE VII COUNCIL COMMITTEES

SECTION A -- Function

The following special committees, with said duties, may be activated at any time as called for by the Council Chairperson, a Committee Chair, or the Council:

1. The Executive Committee (Four (4) officers plus three (3) appointed Committee Chairs)
2. The Planning & Finance Committee (three (3) members)
3. The Nutrition Committee (three (3) members)
4. The Social & Health Services Committee (three (3) members)
5. The Transportation Committee (three (3) members)
6. The Legislative & California Senior Legislature (CSL) Committee (three (3) members).
This committee should include the elected CSL Senator and CSL Assembly Member.

The Special Committees give reports and make recommendations to the Council on such general matters as AAA program performance and evaluation, assessment of grassroots needs among the elderly in a particular area of concern, analyze budget issues and financial concerns. Committee involvement is not restricted to these activities but they should restrict their efforts to within the subject matter implied by the title of the Committee. Committees shall meet annually, at a minimum, or more frequently as deemed necessary by the Council Chairperson, a Committee Chair, or the Council. Committee members who may have a conflict of interest shall abstain from any votes making a decision affecting a program within PSA 24, including but not limited to, grant applications, program evaluations, area plan consideration and approval, and program money allocation (refer to ARTICLE III, Section B.2 Conflict of Interest). The committee meetings are open to the general public. Non-voting inter-agency staff may be solicited for involvement as pertinent issues arise. The AAA Director and/or his/her designee will serve as

staff to the committee meeting process. Adhoc Committees may be established at the Council's discretion; Adhoc Committees are not subject to public noticing procedures.

SECTION B -- Executive Committee

The Executive Committee shall consist of the four (4) elected officers and three (3) committee chairs, as appointed by the Council Chairperson. A quorum shall consist of three (3) members. The Executive Committee shall act on interim matters which cannot wait until the next Council meeting. Such decisions are subject to review and approval by the Council. In an effort to maintain a full roster, the Executive Committee will annually review the membership composition of the Council and shall make recommendations to the Council to fill announced vacancies from applications received. The Executive Committee will work with the AAA Administrative Staff and the Planning & Finance Committee to design, review and make Request for Proposal (RFP) recommendations to the Council.

SECTION C -- Composition & Duties

Each committee, not including the Executive Committee, shall be comprised of three (3) voting individuals:

1. The AAA Council Chairperson serves in an ex-officio capacity.
2. Three (3) AAA Council members, or alternates, appointed by the Council Chairperson.
3. The Chair of each committee will be appointed by the AAA Council Chairperson. The Committee Chair shall be either a Council "member" or a Council "alternate".

A complete new or revised committee roster must be submitted for approval to the Council each September.

The specific duties of each committee shall be:

1. The EXECUTIVE Committee (see Article VII, Section B)
2. The PLANNING & FINANCE Committee shall assist the AAA Administrative staff in the development and revision of the Area Plan with approval of the entire Council. Said Committee shall also work with the Executive Committee and AAA Administrative Staff to design, review, and make RFP recommendations to the Council.
3. The NUTRITION Committee will serve as an advisory group to the Nutrition Director and /or Provider. It is their duty to provide assistance and support to the AAA Nutrition Program.
4. The SOCIAL & HEALTH Committee shall be responsible to the Council for an awareness of these wide ranging problems for seniors and offer innovative solutions, visiting these agencies and groups to report back to the Council. If funded, assist the AAA Health, AAA Mental Health, AAA Respite, and AAA In-Home service programs.
5. The TRANSPORTATION Committee will identify transportation needs of the seniors of Imperial County, assist the AAA Transportation program, and make recommendations concerning these needs to the Council.

6. The LEGISLATIVE & CALIFORNIA SENIOR LEGISLATURE (CSL) Committee will have the responsibility to inform the Council and local groups of specific legislation pending before State, and Federal governments, and to assist the AAA administrative staff to plan and oversee the Elections Process for the California Senior Legislature (CSL), Senator and Assembly Positions for the Advisory Council during CSL election years (once every four (4) years from May 2010).

SECTION D--Voting Rights and Restrictions

1. Rights. Each member shall give one (1) vote on each motion before the Council, which has been duly seconded. Neither cumulative voting, voting by proxy, or absentee ballot voting shall be allowed.
2. Restrictions. Council members are subject to the Political Reform Act (Government Code §81000 et seq.), and other relevant state and federal statutes (e.g., Govt. Code §1090).

ARTICLE VIII REIMBURSEMENT OF EXPENSES

Council members shall serve without compensation. The regular membership shall, however, be reimbursed their actual and necessary expenses incurred while performing their official duties, in amounts not in excess of the reimbursement schedule applicable to employees of the County of Imperial.

ARTICLE IX PUBLIC HEARINGS

SECTION A -- Publicity

Prior to the adoption of the Area Plan for each year, public hearings, or public meetings, shall in accordance with CDA regulations, be held to allow area residents their opportunity for comment and recommendations. To the extent that time, needs, and resources will permit, such public forums shall be:

1. Widely publicized;
2. Held in at least three (3) different locations within the area;
3. Ensure full opportunity for comment and recommendation by all residents.

SECTION B -- Panel

Public Hearing panels shall consist of representatives of the Council and AAA professional staff. The Chairperson and his/her designee shall conduct the public hearings.

ARTICLE X PARLIAMENTARY AUTHORITY

When not in conflict with these By-Laws or any other special rules, the Council may adopt the current edition of Robert's Rules of Order. Newly Revised shall govern.

ARTICLE XI
AMENDMENT OF BY-LAWS

SECTION A -- Notice

No amendment to these By-Laws may be made without one (1) month prior notice in writing, either mailed or given in person to all members of the Council. A draft of the amendment to the Advisory Council By-Laws may be presented for approval of the Council at any regular meeting. A call for the question on the proposed amendment(s) cannot be heard until the following regularly scheduled meeting.

SECTION B -- Required Vote

A minimum of ten (10) affirmative votes shall be needed to amend these By-Laws.

SECTION C-- Conformity

The By-Laws and any of its revised versions will follow and will include the directives and guidelines provided by the Board of Supervisors, the California Department of Aging, and the Older Americans Act. A copy of the By-Laws will be provided to the Board of Supervisors.

SECTION D-- Amendment History

By-Law Committee Draft	09/05/89
Approved by Council	10/09/89
Amended by Council	10/18/90
Amended by Council	03/21/91
General by-laws Revision	10/17/91
By-Laws Revision	05/20/93
By-Laws Revision	06/15/95
Amended by Council	07/17/97
By-Laws Revision, Phase I	07/15/99
By-Laws Revision, Phase II	10/21/99
Amended by Council	09/18/03
By-Laws Revision, Phase I	10/19/05
By-Laws Revision, Phase II	11/11/05 and 12/09/05
Approved by Council	02/10/06
By-Laws Revision- Phase I	Sept 2007
By-Laws Revision Phase II	01/17/08
Approved by Council	04/17/08
Proposed Revisions Phase I	08/19/10
By-Laws Revisions Phase II	09/16/10
Amended & Approved by Council	11/18/10
Amended & Approved by Council	06/18/15
Amended & Approved by Council	01/26/17
Amended & Approved by Council	05/16/19
Amended & Approved by Council	10/17/2019