



**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

Functions of Council. The Area Agency on Aging shall establish an Advisory Council. The Council shall carry out advisory functions, which further the Area Agency on Aging's mission of developing and coordinating community-based systems of services for all older persons and adults with disabilities in the planning and service area (PSA). The Council shall advise the Agency relative to:

- (1) Developing and administering the Area Plan;
- (2) Conducting public hearings;
- (3) Representing the interest of older persons and adults with disabilities; and
- (4) Reviewing and providing input on all community policies, programs and actions that affect older persons and adults with disabilities with the intent of assuring maximum coordination and responsiveness to target populations.

ARTICLE III  
COUNCIL MEMBERSHIP

SECTION A – Composition of Council

The Council shall include individuals and representatives of community organizations who will help to enhance the leadership role of the Area Agency on Aging in developing community-based systems of services.

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

- (1) A majority of persons 60 years of age and older, including minority individuals who are participants or who are eligible to participate in programs under this part;

- (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 adults with disabilities;
- (4) Service providers including:
  - a) Representatives of older persons
  - b) Representatives of health care and veteran provider organizations
  - c) Representatives of supportive services provider organizations
- (5) Persons with leadership experience in the private, public, and not-for-profit sectors;
- (6) Local elected officials; and
- (7) The general public.

#### SECTION B – Membership Structure and Appointments

Including officers, the Council shall have not more than 18 voting members and 3 alternates. The Council will seek to ensure all Members reflect the ethnic, economic, and geographic balance of the senior population of the PSA. The Council will seek to achieve a membership consisting of 50% or more of direct consumers of services under the Area Plan, including seniors and at least one (1) member representing the interests of adults with disabilities. The Council shall make reasonable attempts to ensure that Membership appointments represent the regional and demographic balance of the PSA.

The Council shall have three (3) categories of membership. The designation of such categories is as follows:

- (1) Agency Designated Voting Membership – nine (9)
  - a. Each member of the Board of Supervisors shall appoint one (1) individual from their own district – five (5).
  - b. The Board of Supervisors shall appoint one (1) of its serving Supervisors.
  - c. The League of Cities shall appoint one (1) local elected official.
  - d. The California Senior Legislature (CSL) may appoint the currently serving Senior Senator and/or Senior Assembly Person at the discretion of CSL and the Senior Legislator-two (2).
- (2) At-Large Voting Membership-nine (9)
  - a. The remainder of voting memberships will be At-Large Voting Members.
- (3) Alternate At-Large Membership-three (3)
  - a. In addition to voting members, the Council may recommend for appointment up to three (3) Alternate At-Large Members, who shall serve and vote in place of voting members who are absent, abstain or recuse themselves from participating in a vote or meeting of the Council. An alternate shall vote in the official deliberation of the Council only in the absence, abstention, or recusal of a voting member. An Alternate At-Large Member may serve on any\_

committee but may not serve as a committee chair, an officer or member of the Executive Committee.

SECTION C – Vacancies, Selection, Appointments, and Terms of Agency Designated Voting Memberships

The process of appointments is as follows:

(1) Vacancies

For Agency Designated Voting Memberships the Chairperson shall provide notice to the appropriate appointing body of the vacancy and request that they select a replacement. The Chairperson may recommend a replacement.

(2) Selection/Appointments

- a. Five (5) members appointed by the individual members of the Board of Supervisors for their supervisorial district (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 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 will receive notice of said removal.
- d. The Board of Supervisors, by a four-fifth's (4/5) vote, may remove a member or members appointed by a member of the Board of Supervisors. Advisory Council Chairperson will receive notice of said removal.
- e. Newly seated Supervisors, generally taking office in January, shall be permitted to make their own appointments, effective however in July of that year. If the Council position is vacant at the time of the new Supervisor taking office, the appointment shall be effective immediately.
- f. One (1) designated member who shall be a serving member of the Board of Supervisors will be appointed by 4/5 vote of the Board.
- g. One (1) designated member who shall be an elected official will be appointed by the League of Cities.
- h. Two (2) designated members who shall be serving Senior Senator and/or Assemblyperson of the California Senior Legislature will be appointed, at the discretion of the CSL.

(3) Terms

The term of Agency Designated Voting Memberships will continue until the designated appointing body replaces or re-appoints the member. Agency Designated Memberships that are vacated will remain vacant until the designated appointing body re-appoints.

SECTION D – Vacancies, Selection, Appointments, and Terms of At-Large Voting and Alternate At-Large Memberships

All remaining At-Large Voting Members and Alternates shall be elected and appointed by majority vote of the membership.

(1) Vacancies

A vacancy shall occur when a member resigns, is removed, or is otherwise unable to fulfill or renew their term. The applicant process for filling a vacancy shall begin within thirty (30) days of a vacancy being declared.

- a. The Advisory Council shall declare a seat(s) vacant
- b. A replacement for vacancy of Voting At-Large Membership may, at the discretion of the Nominating Committee, be selected from current Alternate At-Large Members in good standing and seated immediately. A vacancy will then be declared to fill the newly vacated Alternate At-Large Membership.
- c. For all other At-Large Voting and Alternate At-Large memberships, the public will be notified of a vacancy and availability of applications. The Council must permit a reasonable time frame and establish a deadline for applications. Previous applications will be kept current for one year at the discretion of the Council and applicant.

(2) Selection / Appointments

- a. Chairperson shall appoint a nominating committee of not less than three (3) members to review applications and make recommendation(s) for nomination to the Council.
- b. The Council shall vote on nomination(s) of the Committee and any nominations made from the floor.
- c. Newly selected members will be seated immediately upon selection.

(3) Terms

- a. The term of office of At-Large Voting and Alternate At-Large Memberships first elected or re-elected will begin on July 1. A member elected to fill a mid-term vacancy shall follow the term of the member they replaced.

ARTICLE IV  
RESPONSIBILITIES OF THE COUNCIL

SECTION A – Participation and Attendance

(1) 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.

(2) Attendance

- a. Each member shall be responsible for regular attendance at scheduled Advisory Council meetings.
- b. Failure to attend three (3) regular meetings in an annual period (July-June) are subject to a review for recommended removal by the Executive Committee. An attendance roster shall be included with the minutes of the Council meetings.

SECTION B – Conflict of Interest

- (1) The purpose of this Conflict-of-Interest clause is to protect the Advisory Council’s interests when it is considering taking an action or entering into a transaction that might benefit the private interests of a member, result in the personal or business benefit to a member; or otherwise violate state and federal laws governing conflicts of interest.
- (2) Conflicts of interest must be taken very seriously since they can damage the Council’s or the AAA’s reputation and expose both to legal liability if not handled appropriately. Even the appearance of a conflict of interest should be avoided, as it could undermine public support.
- (3) The Advisory Council is accountable to both government agencies and members of the public for responsible and proper use of its resources. All members have a duty to act in the best interest of the AAA and the public it serves and may not use their positions for their own financial or personal benefit.
- (4) A potential conflict of interest arises when a member, or a member’s close relative or business (a) stands to gain a financial benefit from an action the Advisory Council takes or a transaction into which the Advisory Council enters; or (b) has another interest that impairs, or could be seen to impair, the independence or objectivity of the member in discharging their duties to the Advisory Council or AAA.
  - a. Members must disclose to the best of their knowledge all potential conflicts of interest as soon as the member becomes aware of them and always before any actions involving the potential conflict are taken.
  - b. Whenever a member or officer has a financial or personal interest in any matter coming before the Council, the affected person shall fully disclose the nature of the interest and withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested members determine that it is in the best interest of the Council to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention or rationale for approval.
  - c. Members must file an annual disclosure statement FORM 700 and file this statement with the Registrar of Voters.

SECTION C – 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 D – Removal

- (1) Any member may be reviewed for recommended removal by Executive Committee for failure to comply with member responsibilities as described in Article IV.
- (2) Appeal Process to Recommendation for Removal: The member shall be notified in writing of the proposed action of removal. 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 remove or not shall be made by majority vote, by no less than the required quorum (see Article VI, Section B (2) – Quorum).

## ARTICLE V OFFICERS

### SECTION A – Elected Positions

The Council shall have the following officers:

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

### SECTION B – Election of Officers

A nominating committee of not less than three (3) members, as determined by the Chairperson, shall be appointed no later than the April meeting and present a slate of nominations to the council for election at the May meeting. Council will select its officers by election in June from the slate presented by the Ad-hoc Nominating Committee in May, and any nominations from the floor. Should more than one candidate be nominated for any office, that/those offices shall be pulled from the slate for separate vote. Elected Officers will serve beginning with the annual period in July. As a prerequisite for nomination for office, a nominee shall have participated as a council member for two (2) years.

### SECTION C – Terms of Officers

Terms of officers shall be two years unless the officer's term as Council member would preempt such service.

### SECTION D – Mid-Term Officer Vacancies

Any vacancies in officer positions shall be filled in the same manner as Section B of Article V.

### SECTION E – Officers' Duties

- (1) Chairperson:
  - a. The Chairperson shall preside at all regular meetings of the Council and is responsible for approving meeting agendas in a timely manner for legal notice.
  - b. The Chairperson shall appoint the members of standing and special committees.

- c. The Chairperson shall be an ex-officio member of all committees, and shall perform other duties as the Council shall designate.
- (2) 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.
- (3) Secretary: In addition to the Chairperson, the Secretary is responsible for approving the meeting agendas in a timely manner for legal notice.
- (4) Immediate Past-Chairperson: Shall be a voting member of the Executive Committee.

## ARTICLE VI COUNCIL MEETINGS

### SECTION A – Schedule

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

### SECTION B – Regular Meetings

#### (1) Agenda

The Agenda shall be mailed electronically, unless a hard copy is specifically requested by US Mail, at least seven (7) calendar days in advance of any regular meeting, and items for the agenda should be submitted at least fourteen 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.

#### (2) Quorum

A minimum of 50% + one (1) 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 Council. Cumulative voting, proxy voting or absentee ballot voting shall not be permitted.

#### (3) Teleconferencing

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



- c. 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.
- d. During the teleconference and/or videoconference, at least 2/3 of the quorum must be physically present at the Council meeting. Furthermore, Council members are allowed to participate in a maximum of three regular meetings via teleconference per Fiscal Year.
- e. In addition to the specific requirements relating to teleconferencing, the meeting must comply with all provisions of the law otherwise applicable, including (Id.) Section 54953(b), which 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 locations within the jurisdiction, including teleconferencing locations.
  - 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.

SECTION C – Special Meetings: Notice and Agenda

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 with Agenda shall be mailed electronically, unless a hard copy is specifically requested by US Mail, at least five (5) calendar days in advance. No other business shall be transacted except the agenda items described in the notification.

ARTICLE VII  
COUNCIL COMMITTEES

SECTION A – Standing Committee Functions

The following Standing Committees, with the exception of the Executive Committee, shall be appointed by the Chairperson annually in July of each year subject to approval of the full Council.

- (1) The Executive Committee (Four (4) officers plus three (3) appointed Council Committee Chairs)
  - a. The Executive Committee will serve as the Planning & Finance Sub-Committee
  - b. The Executive Committee will serve as the Ethics Sub-Committee
- (2) The Nutrition Committee (three (3) members)
- (3) The Social & Health Services Committee (three (3) members)
- (4) The Transportation Committee (three (3) members)

- (5) The Legislative & California Senior Legislature (CSL) Committee (three (3) members).

The Standing 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 adhere to Article IV, Section B. 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.

#### SECTION B – Executive Committee Composition and Duties

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.

- (1) 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.
- (2) The Executive Committee will annually review the membership composition of the Council and shall make recommendations to the Council to fill vacancies in a manner in keeping with desired council composition as described in Article III.
- (3) 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.
- (4) The Planning & Finance Sub-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.
- (5) The Ethics Sub-Committee shall render decisions regarding contested issues related to Conflict of Interest, responsibilities of Council Members, and develop and annually review Council Ethical Codes of Conflict.

#### SECTION C – Standing Committee 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 a Designated or At-Large voting member.

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

The specific duties of each committee shall be:

- (1) The EXECUTIVE Committee (see Article VII, Section B)
- (2) 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, including scheduled site reviews of all nutrition sites.
- (3) 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 to the Council. If funded, assist the AAA Health, AAA Mental Health, AAA Respite, and AAA In-Home service programs.
- (4) 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.
- (5) The LEGISLATIVE & CALIFORNIA SENIOR LEGISLATURE (CSL) Committee will inform the Council and local groups of specific legislation pending before State and Federal governments, assist the AAA administrative staff to plan and oversee the Elections Process for the California Senior Legislature (CSL), during CSL election years, and coordinate with CSL members on local issues to develop and submit legislative proposals to CSL.

#### 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).

#### SECTION E – Ad-Hoc Committees

Ad-Hoc Committees may be established at the Council’s discretion to undertake special assignments on behalf of the Council, including but not limited to nominations for Council Membership. An Ad-hoc Committee shall exist for a specified term or until its special assignments are completed, whichever comes first, but its existence may be extended for an added term or added assignments by action of the Council. The Council Chair shall appoint the Chair of any Ad-Hoc Committee. Ad-hoc Committees are not subject to public noticing procedures and have no quorum requirements. Recommendations made by any Ad-hoc Committee shall be presented in written format to the Executive Committee.

### 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
By-Laws Revision	11/4/2019
Amended & Approved by Council	7/20/2023