

### **Article I. Name**

The name of this organization shall be the Alameda County Advisory Commission on Aging.

### **Article II. Mandate**

- A. The Advisory Commission on Aging, which is mandated by the Older Americans Act to oversee the Area Agency on Aging and reports to the Alameda County Board of Supervisors, acts in a collaborative and advisory role to further the Area Agency on Aging's mission of developing and coordinating community-based systems of services for older adults in Alameda County. Nothing in these Bylaws may override or conflict with the Alameda County Admin Code, or other applicable rules and regulations.

### **Article III. Objectives**

- A. To act as an independent advocate for older persons as mandated by the Older Americans Act, and the Mello-Granlund Older Californians Act by taking positions on matters pertaining to federal, state and local policies, programs and procedures, and any legislation affecting older persons.
- B. To actively seek to uniformly represent the diversity of seniors including racial, cultural, language, sexual orientation, disability, and economic status.
- C. To actively seek advice from community councils on aging, senior advocacy organizations, local aging commissions, elected officials, and

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the general public for the purpose of advocating for and making formal presentations on issues of concern to older persons.

- D. To inform local senior advocates and organizations on specific legislation pending before local, state and federal governments.
- E. To disseminate information of interest and concern to older persons, and to actively work to ensure that seniors and disabled are supported by easily accessible, well integrated, support systems and services designed to support the diversity of the community served.
- F. To serve as advisor to the Area Agency on Aging.
- G. To be actively involved in the development, implementation, and monitoring of the Countywide Area Plan.
- H. To hold public meetings or hearings as necessary to determine the needs and priorities for services of older people and to hold annual public hearings on the area plan.
- I. To be actively involved in the implementation and monitoring of the California Department of Aging plans and policies, the Master Plan for Aging, and the Aging and Disability Resource Connection.
- J. To monitor the disbursement of tax funds to service providers to ensure equity, efficiency, and efficacy in the use of those funds.
- K. To be actively involved in understanding and planning for future opportunities for the delivery of services, taking advantage of developing

technologies, potentials for efficiencies from synergy and standards across delivery organizations, and integration with peer organizations.

- L. To serve as the advice and consent medium to the Area Agency on Aging in the matter of biennial elections of delegates to the California Senior Legislature.
- M. To be nonpartisan in the conduct of its duties and functions.
- N. To prepare annually a report that gives its recommendation for improving the lives of older persons, and a summary of its activities for the previous year. The report shall be made available to its Area Agency on Aging, the Alameda County Board of Supervisors, the California Department of Aging, the California Commission on Aging, the Senate and Assembly Committees on Aging, and, insofar as resources permit, to all other interested parties that seek a copy of the report.

#### **Article IV. Membership of the Commission**

- A. Rules governing Commission Membership, Membership Composition, Chairperson, Meetings, Quorum, Duties, and Members' Terms are set forth in the Alameda County Admin Code Chapter 2.72.
- B. Duties and Responsibilities
  - 1. Attendance
    - a) Commissioners are expected to be actively involved in the Commission. They must be familiar with charter documents, bylaws, and Robert's Rules of Order to be able to provide leadership when necessary. They must be familiar with the organization and operations of agencies and institutions that provide services to the seniors of Alameda County.
    - b) Commissioners shall be in attendance at the hour appointed for each regular, or special meeting.
    - c) A Commissioner may be excused from attendance with a valid reason subject to review by the Executive Committee.

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- d) In the event a Commissioner is absent without a valid reason for three meetings during a calendar year, the matter shall be referred to the Executive Committee for appropriate action.
- e) The Executive Committee will review attendance every six months of Commissioners to ensure compliance with these Bylaws.

## 2. Involvement

- a) Each Commissioner shall, in addition to the responsibilities of the full Commission, serve on one or more of the committees. The Commissioner can choose which committees they would like to serve on or shall be appointed by the Commission Chairperson.
- b) Each Commissioner will be the channel of communication between the Advisory Commission on Aging and the "grassroots" individuals in the community, including identifying prospective candidates for Committee membership and potential candidates for Commission appointment.

## 3. Removal of commissioners

A commissioner can be removed from membership by majority vote of the commission and declaration of the Board of Supervisors under the following circumstances:

- a) More than 3 consecutive absences or 3 unexcused absences.
- b) Failure to adhere to limitations regarding lobbying.
- c) Declared unsound by order of the court, convicted of a felony.

## 4. Conflict of Interest

No officer, member, or employee of County and no member of their governing bodies shall have any pecuniary interest, direct or indirect, in any Agreement of the Department of Adult and Aging services. No Contractor nor any member of Contractor's family shall serve on a County board, committee, or hold any such position which either by rule, practice or action nominates,

recommends, supervises Contractor's operations, or authorizes funding to any Contractor.

## **Article V. Officers**

### **A. Number and Term**

The Officers of the Commission shall be a Chairperson and a Vice-Chairperson. The term of the Officers shall be two years, beginning in July.

### **B. Election of Officers**

1. A nominating committee shall be appointed by the Chairperson at least one month preceding the election. The election shall take place at the regular meeting of the Commission in June. The nominating committee shall present two candidates for each office after ascertaining the willingness of each to serve. Nominations from the floor shall also be sought. The Officers shall be elected by a majority of Commissioners present and voting.
2. Officers may be reelected for one additional term following the above procedure.
3. Should the office of the Chairperson become vacant due to the resignation or death of the incumbent, the Vice-Chairperson shall temporarily assume the office. They shall immediately appoint a nominating committee, which shall meet and report back to the next regularly scheduled commission meeting on its nominees to fill the unexpired term of the vacated office. Nominations may also be made from the floor. The Commission shall by majority vote of those present at this meeting fill the vacancy.
4. Should the office of the Vice-Chairperson become vacant due to the resignation or death of the incumbent, the Chairperson shall immediately appoint a nominating committee, which shall meet and report back to the next regularly scheduled commission meeting on its nominees to fill the unexpired term of the vacated office. Nominations may also be made from the floor. The Commission

shall by majority vote of those present at this meeting fill the vacancy.

C. Duties of Officers

1. The duties of the Chairperson are:
  - a) To preside at all meetings of the Commission.
  - b) To appoint the Chairperson of each committee.
  - c) To decide all points of order subject to reversal by the Commission.
  - d) To serve as Chairperson of the Executive Committee and as an ex-officio officer of all committees.
  - e) To see that members of the public have an opportunity to speak on agenda items at the appropriate time.
  - f) To perform all other duties necessary or incidental to the office.
  - g) Participate in Area Agency on Aging Council of California in Sacramento, CA.
2. The duties of the Vice-Chairperson shall be to carry out the above duties in the event of the Chairperson's absence or inability to act.

D. Removal of Officers

1. A motion for removal of either the Chairperson or Vice-Chairperson may be raised by any commissioner during any regular commission meeting.
2. The motion requires a positive vote of 2/3 of active commissioners to pass.
3. If passed, the motion becomes effective immediately and the remaining officer assumes the Chairperson.
4. If passed, an election to replace the officer must be scheduled.
5. Removal of an officer does not affect their position as a commissioner.

## **Article VI. Commission Meetings**

- A. Regular Meetings
1. All meetings of the Commission shall be open to the public. The Commission shall hold a regular meeting on the second Monday of each month unless the Chairperson determines that a date change is justified, and notice is given to the Commission at least 72 hours in advance. If the regular meeting day falls on a legal holiday, the Chairperson may fix another day therefore.
  2. Unless previously noticed by the Chairperson of the Commission, the regular meeting place remains the office of the Area Agency on Aging.
  3. In case of emergency the Commission, by resolution, shall designate some other place to meet temporarily, specifying the time.
- B. Order of Business
1. The agenda of each meeting of the Commission shall be delivered personally or by email to Commissioners at least 1 week prior to the meeting.
  2. The order of business, ordinarily, shall be as follows:
    - a) Introduce support staff
      - (1) Individual to take roll, keep minutes, and count votes.
      - (2) Individual to manage technical and recording support.
    - b) Roll call
    - c) Approval of agenda
    - d) Approval of minutes
    - e) Communications and correspondence.
    - f) Report of Director of Area Agency on Aging.
    - g) Reports of committees.
    - h) Unfinished business.
    - i) New business.
    - j) Oral communications - public and commissioners

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## C. Non-Member Attendees

1. Anyone not an appointed Commissioner is a non-member.
2. Non-members shall be provided with a copy of the agenda.
3. Non-members shall be given a copy of such of these rules as are applicable to them.
4. Non-members are accorded an opportunity to speak during discussion periods specifically identified on the agenda. Non-members who are specifically identified as speaking on an agenda item may speak and answer questions so long as they adhere to the time limitations on the agenda. Any non-member attendee may request to make a comment by raising their hand. When acknowledged by the Chairperson non-members shall identify themselves by name, address and (if any) the organization represented. They may then comment or ask questions but must limit their time to 2 minutes and must not open new topics. During their comments they may request more time which the Chairperson may allow at their discretion. Non-member comments may be interrupted by any commissioner who wishes to raise a point of order.

## D. Special Meetings

Special meetings of the Commission shall be called by order of the Chairperson or by a majority of the Commission by delivering written notice to each Commissioner. Such notice shall be delivered personally or by email at least 24 hours before the time of such meeting, as specified in the notice. The call and notice shall specify the time and place of the special meeting and the business to be transacted. No other business shall be considered at such meeting by the Commission.

## E. Verbal Discussion Requirements

All speakers must be recognized by the Chairperson. Unless otherwise approved by the Chairperson, speakers must communicate verbally. Features such as Zoom chat must not be used to engage in debate or make comments on any subject.



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## F. Voting Requirements

Every Commissioner must be present in person to vote, and no proxies are to be recognized. A Commissioner may, at any time, explain his vote or file in writing an explanation of such vote, after the result of the voting has been announced and recorded.

## G. Quorum

A quorum for the transaction of official business shall consist of a majority of the currently appointed Commissioners.

## H. Action Items and Requests for Information

1. All requests for information or action must be made during a commission or committee meeting, with the exception that reminders or status checks may be made outside of meetings.
2. When, during discussion or debate any party commits to taking any follow-up action, the Chairperson will clarify that such a commitment exists as an action item, and it will be entered into the minutes as such.
3. A permanent log of requests for information and/or actions items will be maintained as an addendum to the minutes.
4. This log will serve as a review vehicle for discussing unfinished business.

## I. Minutes

1. The Assistant Director of the Area Agency on Aging shall cause the keeping of minutes and the recording of all Commission meetings.
2. A copy of the minutes and a recording of the meeting shall be delivered to commissioners personally or by email no later than two weeks following the meeting.
3. Minutes shall be permanently available. Recordings shall be made available to the public for at least one year and to the Commission for at least two years.

## **Article VII. Committees**

### **A. Executive Committee**

#### **1. Membership of Executive Committee**

- a) The Executive Committee shall consist of the Chairperson and Vice-Chairperson of the Advisory Commission together with the Chairpersons of all committees.

#### **2. Duties of the Executive Committee**

- a) The Executive Committee shall meet at least 1 week prior to a regularly scheduled meeting of the Commission to set an agenda for the meeting. The proposed agenda shall become official upon a majority approval of the Executive Committee. The Agenda shall be distributed at least 6 calendar days prior to the Commission meeting.
- b) As appropriate, recommend the establishment of committees (ad hoc or standing), by the Commission.
- c) Serve as the action point (for either final action or recommendation for final action, as appropriate) in the matter of unexcused absences and/or unacceptable behavior by a Commissioner.
- d) Work to ensure that the ACA is effective: in its operations, its relationships, and its structure.
- e) Work to recruit and orient new commissioners.
- f) Weigh, take action (as may be appropriate), or make recommendations to the next level of consideration regarding such matters brought before it by the Chairperson or any Commissioner. The Executive Committee shall report all actions in the form of recommendations to the full Commission at the first available opportunity.

### **B. Committees**

1. Unless otherwise specified Committees of the Advisory Commission on Aging are ad hoc committees. At the final commission meeting of the calendar year ad hoc committee shall report on the need for its continued existence.

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2. The Committees of the Advisory Commission on Aging shall be composed of Commissioners and other persons who may be selected to serve as members. The Chairperson of the Commission shall appoint a Commissioner as the Chairperson of each Committee. The Chairperson of each Committee shall, in consultation with the Chairperson of the Commission, select Commissioners and other persons to serve as Committee members. The Committee may select its own Vice-Chairperson and other officers.
3. Committees are intended to set the objectives, establish plans, and do the detail work of the Commission.
4. Each committee shall report its progress relative to its objectives and plans at each regular meeting of the commission
5. Committees are assigned specific subject area responsibility. In addition to the Executive Committee, the Committees shall be:
  - a) **Services Delivery**

The Services Delivery committee works with the community-based organizations, NGOs, and other institutions that deliver services to seniors to monitor the services, evaluate issues, and serve as an emissary between the commission and these institutions. The committee is the primary eyes and ears of the commission to these institutions.
  - b) **Public Relations (Standing Committee)**

The Public Relations committee serves as an emissary between the commission and the public, seeking to both inform and listen to seniors and their families and care givers. The committee is the primary eyes and ears of the commission to the public.

The committee also works with the SSA expert in legislation to identify any legislative initiatives that would, or wouldn't benefit older adults in Alameda County, and advocate for or against that legislation.
  - c) **No-Wrong-Door**

The No-Wrong-Door committee works to promote and provide easy, uniform, and streamlined access to a broad

array of services, support, and advocacy for senior and disabled individuals, their care takers, and their community seeking services, and information about resources.

d) MPA/CWAP

The MPA/CWAP committee monitors and advises on the application of the California Master Plan on Aging (MPA) to all areas of support for seniors. The committee is especially involved in the development and monitoring of the Countywide Area Plan (CWAP), including recommendation to the commission regarding CWAP approval.

e) Budget and Funding

The Budget and Funding Committee works to provide oversight in developing and monitoring the budget and processes for allocating funds to seniors.

C. Additional Ad Hoc Committees

Additional Ad Hoc Committees may be established to perform specific tasks or address specific issues as deemed necessary by the Executive Committee. Ad Hoc Committees will be disbanded when their purpose is completed.

D. Duties of Committees

1. No member of Alameda County government staff or contractor shall serve as a voting member of any committee.
2. Non-Commissioners may serve on committees. They may vote on committee matters but may not vote on Commission motions.
3. Each Committee shall provide leadership in its program area for developing new projects, improving existing services and identifying problems for Commission and/or Department resolution.
4. The agenda for Committee meetings shall be prepared by the Chairperson of the Committee.
5. Each Committee will consider any matters presented by a member of the Committee or referred to it by the Chairperson of the Commission.

6. The recommendation of the Committees may be based on a consensus where such exists, or on the presentation of majority and minority points of view.
7. Each committee will maintain an active list of current objectives together with a plan for their accomplishment. A committee's objectives should be developed to support meeting the bylaws' objectives. This plan shall be the basis for reporting to the Commission.

### **Article VIII. Commission Reports and Public Statements**

All reports of the Commission ordinarily shall be delivered personally or by email in draft form to each Commissioner, prior to the date of the meeting at which such report is proposed for consideration and action thereupon by the Commission.

Approval of any report or public statement of the Commission shall require the affirmative vote of the quorum.

None of the above shall preclude any Commissioner from communicating his own opinions or recommendations to any outside party, when acting solely as an individual.

### **Article IX. Adoption, Suspension, Amendment of Bylaws**

- A. **Adoption**  
The adoption of Bylaws shall be by motion and shall require an affirmative recorded vote of a majority of the currently appointed Commissioners. When adopted, such Bylaws shall remain in effect unless suspended or amended as herein.
- B. **Suspension**  
Any of these Bylaws may be suspended by the affirmative recorded vote of a majority of all currently appointed Commissioners at two consecutive meetings. A motion to suspend the Bylaws is debatable.
- C. **Amendments to the Bylaws may, after two weeks notice, be adopted by the affirmative recorded vote of a majority of all currently appointed**

Commissioners at a regular or called meeting. Notice of any proposed amendment together with a copy of the proposed amendment shall be delivered personally or by email to each Commissioner at least two weeks in advance of the meeting at which time the amendment is to be considered.

### **Article X. Reimbursement for Commissioner Expenses**

Commissioners shall be reimbursed for expenses in performing Commission functions in accordance with administrative practices as approved by the Board of Supervisors.