

COUNCIL ON AGING POLICIES AND PROCEDURES

Council on Aging policies and procedures are best kept brief. They need only cover:

- How the members and officers are selected;
- How long they serve;
- How notices of meetings are given (reference the "open meeting" law);
- How often meetings of the board take place;
- How many members are necessary for a quorum;
- The powers and responsibilities of the officers;
- The titles of the standing committees and their purpose; and
- How the policies and procedures (bylaws) may be amended.

Once adopted, the policies and procedures must be followed to legitimize actions taken by the board. For instance, if the quorum numbers are not observed, or if the meeting notices do not go out in the minimum time required, the actions taken can be challenged.

It is often remarked that the policies and procedures (bylaws) should serve the organization (Council) and not the reverse. The Executive Office of Elder Affairs has compiled, from the records of several Councils on Aging around the Commonwealth, this material to serve as a guide to help review your own operations. Any provision may be adapted or modified (or eliminated) to reflect local circumstances. Establishing, updating or refining policies and procedures is a painstaking, thoughtful and often time-consuming process that, if done properly, can yield substantial dividends.

In addition to the titles of the recommended standing committees and their purpose, we have added specific duties that pertain to individual committee functions. These should be considered in light of your board's mission of service to elders.

N.B. "Policies and procedures" may be adopted and used by the Council on Aging; however, they do not have the force of law. "Bylaws" or "ordinances" are more forceful, but require formal municipal approval (not just adoption by the Council). Check with town/city counsel to see which term will apply to your circumstances.

CANDIDATE FOR COUNCIL ON AGING

(Nominating/Board Development Committee)

Name: _____ (E-mail) _____

Address:
(Work) _____ (Tel.) _____

(Home) _____ (Tel.) _____

Previous or Current Occupation/s & Position: _____

(If retired, note date of retirement)

Education/Training or Other Skills: _____

Other organizations to which he/she belongs: _____

Activities in which he/she has been actively engaged: _____

What are his/her current interests in the COA? _____

What other activities are of particular interest to him/her? _____

Comments: _____

Sponsor: _____ Date : _____ CORI: _____

MODEL/SUGGESTED BYLAWS OF THE COUNCIL ON AGING
TOWN OF "NIMBY," MASSACHUSETTS

ARTICLE I -- ESTABLISHMENT

The (NIMBY)* Council on Aging, hereinafter referred to as the COA or Council, was established by the (town meeting/city council) vote of the (town) of (NIMBY), Massachusetts, on (date), pursuant to Chapter 40, section 8B, of the Massachusetts General Laws.

ARTICLE II -- PURPOSE

The COA board is primarily advisory. Its basic purposes include:

- a. identifying the total needs of elders in the community;
- b. educating citizens and enlisting the support and participation of all to meet the needs of elders, and recognizing such assistance;
- c. designing, advocating for, and/or implementing services to fill these needs, and/or coordinating existing services; and
- d. cooperating with the Massachusetts Executive Office of Elder Affairs, and the (...) area agency on aging, and to be cognizant of state and federal legislation and programs regarding elders.

ARTICLE III -- OFFICES

The principal office of the Council shall be located at the (town office) of the town/city of (NIMBY), Massachusetts. All mail shall be delivered to this address unless another shall be specified by the director or officers of the Council.

ARTICLE IV -- MEMBERSHIP

The Council shall consist of a minimum of (seven) and not more than (15) members.

Prospective COA members may/shall be nominated by a majority of the existing members of the COA, and no person so nominated for COA membership is to serve on the Council until appointed by the appointing authority and sworn in by the municipal clerk.

Such persons shall be appointed on a rotating basis so that (three) (approximately one-third of all) members shall be appointed annually, each for a three-year term.

No person shall serve more than two terms in succession, plus any portion of an unfilled term. There shall be at least a one year hiatus prior to re-appointment after the second full term is served. (No retired director shall serve as a member of the COA within one (two/three) year(s) of his/her resignation from that post.)

* All items in parentheses should be adapted to meet local circumstances.

Insofar as possible, COA membership (shall) reflect the makeup of the community at large and shall be composed of at least [51%] persons sixty years of age or older.

(A member shall have served on the COA for at least one year prior to election as an officer). No person shall serve more than two years consecutively in a given officer position.

Vacancies shall be filled through recommendation of the Nominating (Board Development) Committee (see); such term shall expire at the end of the original term.

Prospective nominees shall attend at least one COA board meeting prior to being (recommended for) (appointed as) a COA board member.

(The COA may appoint a [non-voting] liaison with the "Friends of...." association.)

(The COA shall designate [municipally appointed/sworn] alternates to create a quorum in the absence of a sufficient number of regular voting members.)

ARTICLE V -- VOTING RIGHTS OF MEMBERS

All voting rights shall be vested in the members, and each member shall be entitled to one vote (in person) with respect to any question or matter that may come before a meeting of the members of the Council.

Council on Aging members are unpaid municipal employees. Certain circumstances (e.g., payment for professional services) may warrant pursuit of "special municipal employee" status with the selectboard/mayor. As "municipal employees," members shall not exercise his/her vote in violation of the state conflict of interest law (M.G.L. Ch. 268A, see especially sections 1-3, 8-10, 17-23, [not 23A], 24, 25). COA employees are, of course, also subject to conflict of interest laws.

ARTICLE VI -- MEETINGS OF MEMBERS

Section 1 -- Regular meetings

Regular meetings of the members of the Council shall be held on the (second Monday) with the following exceptions:

- a. When (Monday) falls on a legal holiday, the meeting scheduled for that night shall be held on the following night.
- b. When the appearance of an invited municipal official or other guest of the Council conflicts with the scheduled meeting.
- c. When the scheduled meeting conflicts with a town meeting.

Section 2 -- Regular meeting notice; accompanying material

- a. In accordance with the provisions of the open meeting law, [Chapter 39, section 23B, M.G.L.] the Council shall provide (at least) forty-eight hour notice and posting of its meetings.

- (b). The Council shall distribute to its members minutes of the previous meeting, and an agenda for the upcoming meeting, (at least three / seven days) prior to each regular meeting.

Section 3 -- Emergency meetings

Emergency meetings of the Council may be called at any time by the Chair at the request of (three members or) a majority of the Council. Adequate (written and/or verbal) advance notice shall be provided to each member of the Council, insofar as feasible.

Section 4 -- Annual Meeting

The annual meeting of the Council shall be held the (second Monday) in (May) for the purpose of electing officers (and presenting the Chair, Director, Treasurer and committee reports).

Section 5 -- Annual Meeting Notice

Notice of the annual meeting shall be as provided for in the Massachusetts open meeting law. (The Council shall inform the general public through appropriate media at least two weeks in advance of said meeting.)

Section 6 -- Quorum

At all meetings of the members of the Council, the presence of a simple majority of the total membership shall be necessary and sufficient to constitute a quorum for the transaction of any business. Votes shall be cast only by members in attendance.

Section 7 -- Conduct of Meetings

All meetings shall be conducted in accordance with Roberts' Rules of Order.

Section 8 -- Resignation

In the event that a member wishes to resign from the Council, he/she shall notify the appointing authority and the Council in writing.

Section 9 -- Attendance

As a matter of policy, regular attendance is expected of all members. In the event of absence of any member for three [3] consecutive meetings, except for reasons of health or extenuating circumstances as duly reported to the Chair in advance of Council meetings, the Council shall request resignation of that member through the selectmen/mayor. On the occasion of six absences during any calendar year, the Council shall recommend the appointing authority dismiss such a member from the Council.

ARTICLE VII -- OFFICERS

Section 1 -- Background

The officers shall consist of a Chair(*), Vice-Chair (Chair-elect), Secretary/ (Clerk) and Treasurer.

Officers of the Council shall be elected at the annual meeting of the Council and shall take office upon election (or at the end of that meeting).

Election of officers to fill vacancies created by death, resignation, or other cause may take place at any regular or special/emergency meeting and shall be for the unexpired term of the previous incumbent; however, the office of Chair, if vacated, shall be filled by the Vice-Chair (Chair-elect) for the unexpired term of the Chair's normal term of office. The position of Vice-Chair will then be filled by election.

Section 2 -- Chair

The Chair shall preside at all meetings of the Council. In the *absence* of a paid director/coordinator, the Chair shall have charge of the business, affairs, and property of the Council in its general operations, subject to the direction of members of the Council. He/she shall prepare an agenda in conjunction with the (director/coordinator), appoint all committees and their chairs, (except the nominating/board development committee) and be an ex officio member of all committees. The Chair acts in concert with the director to carry out COA policies and to ensure effective [public] communications.

The chair (or his/her designee) shall ensure that each member of the Council on Aging shall, upon being sworn in, be given a copy of M.G.L. Chapter 39, section 23B [the open meeting law]. (State law **requires** dissemination of this material to all appointed or elected municipal boards upon appointment/ election [qualification] for office).

Section 3 -- Vice-Chair (Chair-elect)

During the absence or disability of the Chair, the (first) Vice-Chair shall exercise all the functions of the Chair and, when so acting, shall have all the powers and be subject to all the restrictions of the Chair.

(Possible duties: meeting notification, invite guests/speakers, collate committee reports for distribution, other...)

Section 4 - Secretary/(Clerk)

The secretary/(clerk) shall:

- a. Record all the proceedings of the meetings of members;
- b. Cause all notices to be given in accordance with these policies and procedures (and M.G.L. Ch. 39, s. 23B);

* (*Chair shall refer to Chairman or Chairwoman, per local preference.*)

- c. Retain records in accordance with the Secretary of State's Records Retention Schedule (DS-27-93) of September 9, 1993;
- d. Perform all duties relevant to the office of Secretary/Clerk;
- e. Forward the annual report of the Council to the (select)board of selectmen/mayor and local media. The annual report shall be filed with the Executive Office of Elder Affairs (per M.G.L. Ch. 40, s. 8B);
- f. (The Council may wish to appoint a recording secretary, or include duties related to correspondence in this section.)

Section 5 - Treasurer

The treasurer shall:

- a. Have oversight and supervision over funds, securities, and receipts of the Council;
- b. Keep, or cause to be kept, all the books of accounts of all the business and financial transactions of the COA;
- c. Render to the Chair and to the members a monthly statement of the financial condition of the Council, including its grants, fund and line item balances, and of all transactions as treasurer;
- d. Render a full financial report (based on the books and accounts and audited by the municipal accountant) at the second regular meeting following the completed budget year;
- e. Assist with the preparation of an annual budget (for submission to the Council for approval and to the selectmen/mayor and finance committee);
- [f.] Shall assist with the preparation of reports for expenditure/s.
- g. Shall be prepared to represent the Council on financial matters at meetings of municipal officials and at town meetings/city council hearings.
- h. At conclusion of his/her tenure, return all financial records to the Council on Aging.

Section 6 -- Representation

Article VII, Section 5g. notwithstanding, no member of the Council or its staff shall make written or oral representations for the Council unless authorized by Council vote (or in pursuance of job requirements).

ARTICLE VIII -- BOARD/STAFF RELATIONSHIP

The COA board is primary advisory; members shall refrain from supervisory and day-to-day management activities. The Council may/shall recommend candidates for hire (to the director/coordinator position) to the appointing authority (board of selectmen/mayor); the director/coordinator shall [recommend for] hire all subordinate staff positions. (The Council shall/may assist with the recruitment of personnel).

Communication -- other than emergencies -- shall be directed to staff through the COA board chair. The board shall consult with the director, and other staff (if appropriate), in policy matters. Staff, or board chair in absence of staff, shall ensure the confidentiality of individual client and staff records.

ARTICLE IX -- BOARD COMMITTEES

General Considerations

- a. Each member of the Council shall serve on at least one standing committee as described in Attachment "A", below.
- (b1). Each Council committee shall select its own chair.
- (b2). The Council chair shall appoint all committee chairs.
- c. Each Council member shall agree to serve on a standing committee.
- d. No person shall serve as chair of a standing committee more than two years in a row.

ARTICLE X -- AMENDMENTS

Amendments or alterations of these "policies and procedures" (bylaws) may be considered at the annual (or a regular or emergency) meeting of the COA, notice of the general character of such action having been given in the call for the meeting. Notification of the meeting and its purpose shall be given at least fourteen [14] days prior to assembly in a newspaper of general circulation. (Accompanying this notice shall be a summary of the proposed action, the full text of the proposed amendment or alteration, and a statement of the purpose of the proposed change/s.) The proposed change/s of the "policies and procedures" (bylaws) must be approved by majority vote of the members of the Council. In the instance of bylaws (ordinances), such changes must be approved by town meeting (or city council). If any part of these "policies and procedures" (bylaws) (ordinances) or "rules and regulations" is in conflict with municipal bylaws or ordinances, those of the municipality shall have precedence.

ARTICLE XI -- OTHER PROVISIONS

These "policies and procedures" (bylaws) become effective following an affirmative vote of a majority of the Council members present. These "policies and procedures" (bylaws) were approved on

MODEL/SUGGESTED BYLAWS OF THE NIMBY COUNCIL ON AGING

ATTACHMENT "A" -- BOARD COMMITTEES

Standing Committees

The **nominating (board development) committee** recruits and nominates new COA board members, in conjunction with the Council on Aging. Among other duties, committee members shall:

- a. recruit, in conjunction with the Council, new board members;
- b. nominate Board members;
- c. oversee the nomination of board members and officers;
- d. maintain a roster of potential new members, (and the Council on Aging candidate forms);
- e. maintain a minimum of (three) members on each committee;
- f. arrange/provide orientation to new members, including dissemination of the open meeting law, "policies and procedures" (bylaws), town and Elder Affairs annual reports, recent newsletters [if applicable], budgets [include past, current, and proposed] current grant sources, in-kind and volunteer support, and handouts [e.g. "Program Manual", "alphabet soup," "Role of COAs," etc.].

The **personnel committee** supports staff and volunteer recruitment, training and support and recognition. Activities of the committee are:

- a. be cognizant of local municipal personnel policies and procedures;
- b. develop, for board review and approval, job descriptions for staff
- c. develop, for board review and approval, job descriptions for volunteers (in conjunction with staff and the volunteers themselves);
- d. assist with developing performance criteria -- including measurable program objectives;
- e. help recruit and recommend the hiring of a Director;
- f. provide for staff [and volunteer] development and continuing education;
- g. review comparable agency staff salary and fringe benefits as part of the budget process; prepare reclassification documents, if required;
- h. to meet regularly/(as needed) with the Director and report to the Board on any personnel matters which might arise.

The **legislative (advocacy) committee** -- shall maintain an active interest in current legislation and proposed rules and regulations that may seriously affect the Council and/or the local senior population. This committee shall:

- a. be cognizant of state/federal legislation which would affect the health and well-being of seniors;
- b. research bills, acts, administrative proposals, ordinances or bylaws which could have a significant impact on elders, and report on same to the Council and the community-at-large;
- c. take an active role in formulating and recommending policy responses to proposed legislation;
- d. maintain contact with legislative and other advocacy groups and organizations, including state and regional associations of COAs.
- e. be cognizant of affairs relating to health, health insurance, consumer protection, financial assistance and other matters of major interest to seniors.

The **finance/resource committee** shall assist with the preparation of a budget for the COA, in conjunction with the director/coordinator. This committee shall:

- a. be mindful of current local budget considerations;
- b. investigate (/develop) public, private and private nonprofit support of the COA and its activities; see also revolving account(s) at Ch. 44, s. 53E 1/2;
- c. report on such affairs and make appropriate suggestions to the COA with respect to other relationships which might assist the Council in its mission.
- d. assist with the development and reporting of statistics relative to volunteer and in-kind services.

The Council may establish other committees to address issues such as transportation, nutrition, site/building maintenance, outreach, newsletter, long-range planning, executive, program development, hospitality, "Friends of...", etc. Each committee (shall have a written statement of purpose and functions, and) shall report regularly to the Council on Aging.

The Council may set up a non-voting affiliate membership or associate/advisory committee from local committees or organizations whose activities relate to the Council on Aging. Presiding officers or Chairs of recognized local senior citizen groups shall be eligible and strongly encouraged to participate as affiliate members/advisory committee members. [Other membership categories are possible, e.g. "Life," "Honorary" or other].

cf. Liaison positions with the Board of Selectmen, Finance Committee, ASAP, AAA, "Friends of" and others. Need: regular (written) reports to the Council. Delegates shall be (appointed by board chair) selected by a majority of COA members.

STRUCTURE OF AN IDEAL PRIVATE NONPROFIT BOARD

[Chapter 180 M.G.L.]

[501(c)3 tax exempt]

- A. Professional standing in field...including allied health sciences, gerontology, education. [Private non-profit (fund-raising boards) require 30% or more.
- B. Prestige in community.
- C. Skills. (Do not compromise other's professional standing).
- D. Giving. Ability and willingness to give time. (Should be discussed in advance). [Ability and willingness to give money].
- E. Political influence. Members of other city/town boards (e.g. Selectmen, Finance) are eligible for appointment to the Council on Aging.
- F. Diversity. Age, race, religion.
- G. Public relations. Promotional and membership potential.
- H. Loyalty.
- I. Wisdom.
- J. Service. "Involvement, unlike information, can not be ignored."

CHARACTERISTICS OF AN IDEAL PRIVATE NON-PROFIT BOARD CHAIR

- A. Rich (preferably third generation wealth).
- B. Clout (influence).
- C. Generous to other causes.
- D. Well liked.
- E. True believer.
- F. Well organized.
- G. Good speaker.
- H. Enthusiastic! (Nothing great was ever accomplished without enthusiasm.)
-- Emerson
- I. Responsible concern for continuity (of board).

OPTIONAL ITEMS/EXERCISES

- A1. Each member shall (re)write his/her own job description.
- A2. Everyone should rate him/herself as a board member. (Exercise)
- B. Potential candidates should agree to attend (at least) one COA meeting prior to appointment.
- C. As a board policy, members should agree to attend at least one training program or elder conference (of their choice) during each year of board service.
- D. Boards with more than fifteen members may be unwieldy.
- E. The Council may wish to set up "ad hoc," "advisory" or "associate" committees to complement/support its activities, or provide a pool of potential candidates to serve on the COA board itself.
- F. "Alternate" members have legal standing and voting power when a quorum is not available due to unavailability of regularly appointed board members. Such individuals must be sworn in by the municipality and have NO vote unless a quorum is not achieved without them.

No individual Board member shall act for the Board of Directors except as may be specifically authorized by the Board. Board members shall refrain from giving personal advice or directives to any staff personnel of the Corporation.