

MCOA Bylaws Revisions to be reviewed and voted on September 17th 2010 at our Membership Meeting

Periodically the Governance Committee is convened to review issues that have developed with regards to MCOA's Bylaws. Their committee report was made to the Board of Directors on August 26, 2010 and the following recommendations have been submitted for a membership for review and vote on September 17, 2010 at our regularly scheduled membership meeting at the Milford COA.

1. Change title of ARTICLE V from MEETINGS to MEMBERSHIP MEETINGS

This is a clarifying amendment to differentiate Membership Meetings from other meetings sponsored by MCOA.

2. The Governance Committee and the Board reviewed the concept of quorum as it pertains to MCOA's decision making processes. The issue of quorum is specified five times in MCOA's ByLaws. The following is the only recommended change:

Original wording: Section 8:2 Advisory Council ... One third of the membership of the Advisory Board will constitute a quorum.

- Recommended change to a fixed number- 25. Reason: the membership of the Advisory Council can fluctuate due to the inclusion of Regional Reps and Chairs of Standing Committees, Work Groups and Task Force; thus setting a fixed number will make it easier to calculate a quorum.

New wording: Section 8:2 Advisory Council ... A quorum of the Advisory Council shall be 25.

3. MCOA has been approached by two regional COA entities:

- CEMACA (Central Massachusetts associations Councils on Aging) has requested to merge with MCOA. Originally they explored formal dissolution but now wish to maintain a minimal presence as a 'sub division' of MCOA.
- Cape COAST has requested a formal relationship with MCOA because they wish to pursue grants that require a 501c3 non profit sponsor. MCOA is an appropriate entity since Cape COAST will pursue funding for COA related activities.

The Board discussed the appropriateness and wisdom of formalizing these relationships and has made the following recommendation: Add

Section 8:7 MCOA shall recognize regional affiliations of Councils on Aging as being an integral part of our organization. These affiliations (known as MCOA Regional Affiliates - RAs for short) must be approved by a vote of the Board of Directors and will have standing within MCOA's infrastructure in the following manner: RAs will be allowed to establish their own officers and leadership; RAs will be allowed to pursue their own regionalized agenda that is approved by MCOA's Board; and RAs will be allowed to raise funds and keep a separate account within MCOA's financial system according to the parameters established by MCOA's Board of Directors. A member of the Regional Affiliate's Leadership team will be asked to sit on MCOA's Advisory Council to report on activities of the RA and may be asked to address the Board of Directors or Membership.

Reasoning: This would allow for the possibility of CEMACA and CAPE COAST to be merged within MCOA. MCOA's Board will still have final approval of whether to accept any specific proposal to be an RA and has oversight of their 'agenda'. RAs can appoint officers and raise/expend funds in accordance with MCOA Board approval. A Memorandum of Understanding (MOU) will be established and tailored for each proposed RA.

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4. Board of Directors: The Bylaws specifies in Section 8.1

Board of Directors. The Board of Directors is established to carry out the business of MCOA on behalf of the full membership

- a. **Membership.** The membership of the Board shall consist of the President, Vice President, Treasurer, Assistant Treasurer, Secretary, Assistant Secretary, the Massachusetts delegate to the National Institute of Senior Centers, the immediate past president, a liaison to LOHSC/MMA, the Legislative Standing Committee Chair, the Fall Conference Standing Committee Chair, the Certification Standing Committee Chair and five members to be elected at large. At large members will be nominated with the primary goal to assure diversity on the board. Diversity shall refer to but not be limited to areas of race, ethnicity, sex, geography, age, or sexual orientation. The full membership may as necessary add or delete to the Board of Directors.

Recent vacancies on the Board have indicated that the current specification of the representatives to two outside organizations as Board members may cause difficulties with future appointments and may lead to unfilled board slots.

MCOA's Board recommends that the following phrases be removed from Section 8.1 a Membership

- the Massachusetts delegate to the National Institute of Senior Centers,
- a liaison to LOHSC/MMA,

In addition the corresponding changes should be made: In

Section 3.1 FULL MEMBERSHIP (ORGANIZATION ONLY)

Qualifications: Municipally designed Council on Aging
(including municipally-funded Senior Center).

Membership privileges:

1. Only Full Members are able to vote on matters before the Membership - 1 vote per community.
 2. Only Full Members are **be** able to serve on the Board of Directors, the Advisory Council, and/or as a Regional Representative.
 3. Only Full Members can represent MCOA on the state level to EOEI.
 4. Only Full Members can represent on the National level to NCOA/NISC.
 5. Full members will receive one set of mailings to Membership
 6. Full Members are able to attend conferences/trainings & have technical assistance at member rates.
 7. Full Members can participate on Task Forces and Work Groups
- **#4** "Only Full Members can represent on the National level to NCOA/NISC". Should be removed
 - Subsequent numbers should be 'renumbered'
 - Under Membership Privileges #1 removed the word **be** (see bold above) redundant/grammar correction

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And the following should be added as an addendum to Community Liaisons to specify the importance of these relationships - see bold below

Section 8.6

Community Liaisons: Appointed by the President and reporting to the Community Liaison Chair and the Board of Directors, the position of Community Liaison is established to maintain lines of communication with elder care associations, statewide task forces and other relevant organizations. Focus is on sharing legislative agendas and implementing cross training opportunities where possible. Directors of member COAs and senior centers are eligible and appointments last for a two year cycle. Reappointments are possible. **MCOA recognizes the specific importance of maintaining a close partnership with these two organizations via a specified Liaison role:**

- a. The National Institute of Senior Centers (NISC) via the elected position of NISC State Delegate**
- b. Local Human Service Council (LOHSC) Presidential Appointment**

Further note: Both of these liaisons would be members of MCOA's Advisory Council and will be invited to join MCOA's Advisory Council and may be asked to attend MCOA Board meetings. MCOA will continue to solicit members to fill these openings. The LOHSC Liaison will be by appointment of the MCOA Board President. The MCOA designated nominee for MA NISC Delegate shall be by a process proposed by the Board and voted on by the membership.