

Massachusetts Association of Council on Aging and Senior Center Directors, Inc.

By-Laws

Updated by Membership Vote April 17, 2015

ARTICLE I NAME, LOCATION AND FISCAL YEAR

Section 1.1 **Name.** The name by which the corporation shall be known is: the Massachusetts Association of Council on Aging and Senior Center Directors, Inc., referred to as MCOA.

Section 1.2 **Location.** The mailing address for MCOA shall be on file with the Commonwealth of Massachusetts.

Section 1.3 **Fiscal Year.** The fiscal year shall be from July 1 to June 30.

ARTICLE II PURPOSE

The purposes for which MCOA is formed are as follows:

- Section 2.1**
1. To provide a professional association for Senior Center Directors and Directors of Councils on Aging.
 2. To support and promote professional standards and qualifications for Senior Center Directors and Directors of Councils on Aging.
 3. To support and promote higher standards and better quality programming in community services for senior citizens.
 4. To support and promote sound personnel practices and adequate salaries for the staff members of Senior Centers and Councils on Aging.
 5. To support and promote the development of new Senior Centers in the Commonwealth and the extension of existing Senior Centers.
 6. To encourage and facilitate the exchange of information, ideas and programs among Senior Center Directors and Directors of Councils on Aging.
 7. To assist Senior Center Directors and Council on Aging Directors in coalition building within the aging network to promote cooperation and coordination regarding issues of importance to Senior Center Directors and Council on Aging Directors and Senior Citizens.

ARTICLE III

MEMBERSHIP

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 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 EOEА.
4. Full members will receive one set of mailings to Membership
5. Full Members are able to attend conferences/trainings & have technical assistance at member rates.
6. Full Members can participate on Task Forces and Work Groups

Dues: To be established by a membership vote.

Section 3.2

ASSOCIATE MEMBER

Qualifications: To include private, non-profit senior centers, partnership organizations, non-profit elder agencies, & for-profit elder agencies.

Membership privileges:

1. Associate Members will receive one set of mailings to Membership
2. Associate Members are able to attend conferences/trainings & have technical assistance at member rates.
3. Associate Members can participate on Task Forces and Work Groups

Dues: To be established by a membership vote.

Section 3.3

TRADE SHOW/VENDOR

Qualifications: Any non-profit or for profit organization that paid to attend our fall conference or other training event.

Membership Privileges:

1. Vendor Members will receive one set of mailings to Membership
2. Vendor Members are able to attend conferences/trainings & have technical assistance at member rates.
3. Vendor Members can participate on Task Forces and Work Groups

Fees: To be established by a Board vote.

ARTICLE III

MEMBERSHIP (continued)

Section 3.4

INDIVIDUAL MEMBER

Qualifications: Any individual who agrees with the mission of MCOA. We seek Individuals with expertise or history in the field of elder services, who are willing to volunteer their time to achieve MCOA's goals.

Membership Privileges:

1. Individual Members will receive one set of mailings to Membership
2. Individual Members are able to attend conferences/trainings & have technical assistance at member rates.
3. Individual Members can participate on Task Forces and Work Groups

Dues: To be established by a membership vote

ARTICLE IV

RULES OF PROCEDURE

Section 4.1

All meetings of the membership of MCOA shall be conducted according to ROBERT'S RULES OF ORDER, unless by-laws indicate otherwise.

ARTICLE V

MEMBERSHIP MEETINGS

Section 5.1

Annual Meeting. An annual meeting of MCOA shall be held annually during the spring of each year

Section 5.2

Regular Meetings. MCOA shall meet quarterly, at a suitable time and place within the Commonwealth of Massachusetts to be determined by the Executive Committee.

Section 5.3

Notice of Meetings. Written Notice of all regular meetings of MCOA shall be mailed to each member at least one month prior to the scheduled meeting date.

Section 5.4

Quorum. At any meeting of twenty-five members MCOA members shall constitute a quorum.

Section 5.5

Special Meeting. Special meetings may be called by the President when in his/her opinion the interest of MCOA would best be served. Special meetings may also be called upon written petition to the President by ten members of MCOA.

Section 5.6

Notice of Special Meetings. Notice shall be given to each member in person, by email or by telephone to his/her business or home address at least forty-eight hours before such meeting or by written notice mailed to his/her business or home at least seventy-two hours before such a meeting. Special meetings shall be held at a central location in the Commonwealth of Massachusetts so as to be convenient to a majority of members upon short notice.

Section 5.7

Scope of Special Meeting. The Scope of such meetings shall be limited to the specific item(s) identified in the meeting notice.

Section 5.8

Meeting of MCOA. Meetings of MCOA shall be open to the public.

ARTICLE VI

OFFICERS

Section 6.1

Officers. Elected officers of MCOA shall be President, Vice President Secretary, Assistant Secretary, Treasurer, and Assistant Treasurer. Officers shall be nominated by the Nominations sub-committee of the Governance Committee and elected by the full membership at the annual meeting. Job descriptions for all officers will be on file at the MCOA office

Section 6.2

Term of Office. Officers shall be elected for a term of two years.

Section 6.3

Duties.

- a. The **President** shall preside at all Membership meetings and all meetings of the MCOA Board of Directors. The President shall be the spokesperson of MCOA unless (s) he or the Board should designate another. The President shall have the power to appoint eligible individuals to standing committees, working groups, task forces, and as liaisons to designated organizations. The President shall also designate Chair(s) of standing committees, working groups and task forces as needed. The President shall serve as an ex-officio member of all standing committees, working groups and task forces except the Nominating committee. The President, in consultation with the Executive Director, will develop the agenda and chair the Board of Directors, Advisory Council and Membership meetings.
- b. The **Vice President** shall assume the responsibilities of the office of president in the event of the temporary absence or other vacancy in that office.
- c. The **Secretary** shall keep all minutes and maintain all records of meetings and business of MCOA.
- d. The **Assistant Secretary** will assist with the duties of the Secretary and shall assume all the responsibilities of Secretary in the event of the temporary absence or other vacancy in that office and will fill the unexpired term.
- e. The **Treasurer** shall serve as Chairperson of the Finance Committee and shall sign, with the President, all contracts and other instruments when so authorized by MCOA. The Treasurer shall collect and receive monies due to MCOA and shall be the custodian of those revenues by maintaining, in accordance with acceptable accounting procedures, a record of MCOA's financial transactions. S/he shall deposit these revenues in the bank designated by the Executive Committee, and shall disburse monies only upon order and in the manner provided by the Executive Committee. The Treasurer shall present statements of MCOA at its regular meeting, and an Annual Report at its Annual Meeting. The books of MCOA shall be reviewed annually by a Certified Public Accountant appointed by the Board of Directors.
- f. **Assistant Treasurer** shall assist the Treasurer in the fiscal operations of MCOA, be a member of the Board of Directors and perform other duties as designated by the President and/or Treasurer.

ARTICLE VII STAFF

Section 7.1 **Executive Director** will be hired by the Board of Directors and will be directly supervised by the Board President. The Executive Director performance will be reviewed annually by the Board President and designated committee. His/Her duties will include but not be limited to:

- a. Keeping the Board, the Advisory Council and the full membership informed of all activities of the association;
- b. recommending and assisting the board in formulating policies for effective operations and is responsible for their implementation;
- c. developing and recommending to the board specific long and short range plans for the development of the organization;
- d. hiring and supervision of any paid staff;
- e. acting as a spokesperson for the association; and
- f. the Executive Director will have direct responsibility for all fiscal operations of the agency including check signing, following established accounting procedures, complying with all state and federal fiscal requirements and keeping the Board of Directors and the membership informed about the fiscal health of the Association.

Section 7.2 **Additional Staff:** Subject to position approval by the Board of Directors, the Executive Director has the hiring and supervision responsibility for any paid staff. Job descriptions of all staff will be on file in the MCOA office.

Section 7.3 **Conflict of Interest:**

- a. Should an active member[s] of the Board of Directors or Advisory Council apply for a staff position with the Agency, they must resign from such board at the time of their application. Any Director who fails to voluntarily resign at the time of application shall be deemed to have resigned by the act of application.
- b. A former member of the Board of Directors or Advisory Council who has applied for a position with the Agency shall be subject to a two year Break in Service period during which the resignee/applicant may not be reappointed to the Board or Advisory Council.
- c. Additionally, MCOA staff members who have left employment with the Agency and are hired at a member agency shall be ineligible for participation as a member of the Board of Directors or Advisory Council for a period of two years following the end of their employment tenure with MCOA.

ARTICLE VIII STRUCTURE OF THE ASSOCIATION

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 immediate past president, the Legislative Standing Committee Chair, the Fall Conference Standing Committee Chair, the Certification Standing Committee Chair and seven 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.
- b. **Duties of the Board.** The Board of Directors is empowered to act on behalf of the full membership in matters pertaining to the business of MCOA. It will act as the employer and supervisor of the Executive

Director, approve budgets and expenditures, issue public pronouncements, and in general assume the responsibility for oversight of the corporation. Each Board Member will carry a portfolio and act as an intermediary to the various standing committees, working groups, task forces, and liaisons. The Board of Directors will report all actions to the full membership at the quarterly meeting immediately following such action.

- c. **Election.** Directors shall be nominated by the Nominations Sub Committee of the Governance Committee for two-year terms, and elected by full Membership at the Annual Meeting.

ARTICLE VIII

STRUCTURE OF THE ASSOCIATION (continued)

- d. **Rules of Procedure.** The Board of Directors shall meet at least quarterly and more often as necessary to conduct the business of the Corporation Meeting will be conducted according to Roberts Rules of Order.
- e. **Quorum.** A simple majority of the full Board of Directors shall constitute a quorum.
- f. **Vacancies.** Any vacancy on the Board of Director shall be referred to the Nominations Sub Committee of the Governance Committee for a recommendation and vote at the next scheduled membership meeting. The Vice President, the Assistant Secretary and the Assistant Treasurer shall immediately assume the duties of the President, Secretary and Treasurer, respectively, upon a vacancy of said position.

Section 8.2

Advisory Council. There is established a MCOA Advisory Council. Its purpose is to bring together the various elements of MCOA in order to provide open discussion on essential issues, coordinate efforts, mobilize the general membership, enhance internal communication and review as necessary actions undertaken by the Board of Directors. Upon review of a decision of the Board of Directors, the Advisory Council may request a Board reconsideration. Membership will include but not be limited to the Chairs of the various standing and ad hoc committees, working groups, task forces, regional representatives, and community liaisons. Regional Representatives will be nominated by the Nominations Sub Committee of the Governance Committee and will be elected by the full membership at the annual meeting. Additional members may be appointed by the President as needed. A quorum of the Advisory Council shall be twenty five (25).

Section 8.3

Standing Committees.

- a. **Membership.** Membership to the Standing Committees will be open to all members of MCOA who are eligible to serve. Standing Committees will have a minimum membership of five members.
- b. **Quorum.** Three members or one more than half the membership of said committee, which ever is greater, will constitute a quorum.
- c. **Procedures.** All actions by a Standing Committee will be ratified by the Board of Directors.

To assist the work of the Board of Directors, Advisory Council, and the general membership, the following Standing Committees are established and their missions delineated:

Governance Committee. The Committee is charged with all the administrative functions of MCOA: personnel policies, oversight and evaluation, developing job descriptions; it will oversee all contracts of the Corporation; it shall nominate members for offices within the Corporation; it will review and when necessary offer amendments to bylaws.

Finance Committee. The Committee will provide fiscal oversight for the Corporation. It will develop and submit an annual budget; it will recommend banking policies; and set accounting practices. It will conduct fund raising drives as needed; and it will pursue grant and other financial opportunities. The Treasurer and Assistant Treasurer will be members of this committee.

ARTICLE VIII

STRUCTURE OF THE ASSOCIATION (continued)

Education and Membership Committee. The Education Committee shall take initiative with programs and registration for membership meetings. The committee is also charged with the responsibility of involving members in active MCOA participation (i.e., committees, working groups, recognizing member needs and interests, and implementing a process to attract members and best serve them).

Fall Conference Committee. The Conference Committee plans our annual fall conference and the annual meeting. The duties include all workshop planning, conference registration, local arrangements and any other function necessary to complete this task. A designated Board member will be Conference Chair.

Staff Certification Committee. The Staff Certification Committee is charged with conducting the applicant review for the three levels of staff certification: Administrator, Director and Program Manager. The Committee is comprised of previously certified members appointed by the President but additional vacancies from the membership may be necessary.

Legislative Committee. The Committee will recommend to the Board of Directors and the general membership positions on issues relevant to the work of MCOA; lobby federal, state, and local bodies politic on behalf of positions taken by MCOA; keep the membership apprized of the impact of governmental, quasi-governmental, and private sector actions and decisions impacting on the lives of elders. A designated Board member will be Legislative Chair.

Public Relations. This Committee shall coordinate efforts to publicize the work and positions of MCOA; develop and maintain a media listing; work to raise the visibility of the corporation; and assist local COAs to ensure their message and their work are recognized in the Community.

Small and Rural COA Committee. The Small and Rural COA Committee is responsible for developing programming and services targeted for small and rural Councils and Aging.

New Director Orientation. The New Director Orientation Committee is charged with conducting regional trainings as needed for newly hired COA directors, including developing a new director workshop curriculum and compiling and updating a training manual. Membership can vary according to regional needs.

Section 8.4

Working Groups: have been established to conduct related business of the association, comprised of staff members of membership organizations with a quorum of three needed to meet. The President shall designate a Chair(s) for each **Working Group** whose responsibilities include organizing business meeting(s) to accomplish their stated mission, notifying the committee members of meetings and then notifying the membership of the outcomes of those meetings. The main purpose of each of these working groups is to provide support, training and information sharing. Any formal recommendations would need MCOA endorsement and thereby a vote by the membership. Current working groups include but are not limited to Supportive Day; Outreach; Wellness; Program and Activities; Volunteer Coordination; and Board Development.

Section 8.5

Task Forces: The President may appoint, upon authorization of Board of Directors, such special task forces as are deemed advisable to carry on the work of MCOA. All task forces act in an advisory capacity and all task force recommendations shall be referred to the Board of Directors. Task forces are established to work on specified time limited projects but may evolve to a working group or standing committee status with a vote of the full membership. Membership of task forces may include non MCOA members.

ARTICLE VIII STRUCTURE OF THE ASSOCIATION (continued)

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**

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- R.A. 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: R.A.s will be allowed to establish their own officers and leadership; R.A.s will be allowed to pursue their own regionalized agenda that is approved by MCOA’s Board; and R.A.s 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 R.A and may be asked to address the Board of Directors or Membership.

Section8.8 **All the members of MCOA Board of Directors and Staff shall sign a Conflict of Interest Declaration annually.**

ARTICLE IX AMENDMENTS AND DISSOLUTION

Section 9.1 These by-laws may be altered, amended or repealed provided that notice of a meeting at which a by-law change is to be considered shall be mailed one month prior to the meeting, and shall include the text of the proposed change and shall designate the place, time and date of the meeting.

Section 9.2 Any amendment, alteration, or repeal of these by-laws shall be effective upon adoption of a two-thirds vote of the members present at any regular or special meeting provided the notification procedure of Section 9.1 is followed.

Section 9.3 An amendment proposed without notice can be accepted only by a unanimous vote.

Section 9.4 Copies of the by-laws. The Secretary shall make available copies of these by-laws as they may be modified and/or amended to be made so as to ensure that all members have at least one up-to-date copy.

Section 9.5

MCOA may be dissolved and the plan of distribution adopted by a two-thirds vote. Upon such dissolution the assets of MCOA, subject to applicable statutory and any regulations of any grant authority, shall be applied and distributed as follows:

- a.** All liabilities and obligations of MCOA shall be paid, satisfied and discharged or adequate provision shall be made therefore.
- b.** Assets held by MCOA upon conditions requiring return, transfer or conveyance, which conditions occur by reason of dissolution, shall be returned, transferred, or conveyed in accordance with such requirements.
- c.** All other assets shall be transferred to corporations, persons, groups, or other organizations engaged in activities which substantially carry out the purpose of MCOA as stated in its Articles of Organization and these by-laws.

This version of MCOA's bylaws incorporates revisions voted upon by the full Membership on October 16, 1992, June 10, 1994, September 16, 1994 and September 15, 1995, September 20, 1996, December 3, 1999, October 5, 2000 and September 21, 2001, February 21, 2003, June 20, 2003, June 18, 2004, June 20, 2008, September 17, 2010, February 1, 2013 and April 17, 2015. See Governance Committee (Bylaw) File for complete history. Note: Any additions, corrections or clarifications should be brought to the attention of the Governance Committee immediately.

This Revised Edition is effective April 17, 2015