

THE BOARD OF SUPERVISORS OF THE COUNTY OF STANISLAUS  
BOARD ACTION SUMMARY

DEPT: Aging and Veteran Services

BOARD AGENDA: 7.B.4  
AGENDA DATE: January 7, 2020

**SUBJECT:**

Approval of Revised Bylaws for the Commission on Aging of Stanislaus County

**BOARD ACTION AS FOLLOWS:**

**RESOLUTION NO. 2020-0009**

On motion of Supervisor DeMartini Seconded by Supervisor Withrow  
and approved by the following vote,

Ayes: Supervisors: Chiesa, DeMartini, Withrow and Chairwoman Olsen

Noes: Supervisors: None

Excused or Absent: Supervisors: Berryhill

Abstaining: Supervisor: None

1)  Approved as recommended

2)  Denied

3)  Approved as amended

4)  Other:

MOTION:

ATTEST:   
ELIZABETH A. KING, Clerk of the Board of Supervisors

File No. BD-14-D-18

**THE BOARD OF SUPERVISORS OF THE COUNTY OF STANISLAUS  
AGENDA ITEM**

DEPT: Aging and Veteran Services

BOARD AGENDA:7.B.4  
AGENDA DATE: January 7, 2020

CONSENT:

CEO CONCURRENCE: YES

4/5 Vote Required: No

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**SUBJECT:**

Approval of Revised Bylaws for the Commission on Aging of Stanislaus County

**STAFF RECOMMENDATION:**

1. Approve the revised bylaws for the Commission on Aging of Stanislaus County.

**DISCUSSION:**

The Older Americans Act, approved by the Federal Government in 1965, authorized the creation of local Area Agencies on Aging to address the needs of older adults. For Stanislaus County the Area Agency on Aging (AAA) is a division of the Department of Aging and Veterans Services. The law requires that the Area Agency on Aging have an advisory council to support the staff and report to the Board of Supervisors on matters important to seniors. In Stanislaus County that council is the Commission on Aging.

**COMMISSION ON AGING BYLAWS REVISION**

Beginning in 2016, the Commission on Aging began a thorough examination of its bylaws, which were last revised in 2007. The Commission has completed its review and recommended further clarification of duties and responsibilities of members, officers, and committees in its revision to the bylaws.

On October 8, 2018, the Commission on Aging unanimously adopted the revised bylaws. The revisions are intended to promote a more cohesive and dedicated membership, more efficient operations, and a clearer sense of purpose for the Commission on Aging in fulfilling its mission. Many of the changes were made to add clarification and update the terminology used, including minor grammatical adjustments that do not result in changes to the meaning of the content (for example, throughout the document, 'older persons' has been changed to 'seniors'). More substantive revisions are identified by section below.

Due to the transition of several key personnel and the need to prioritize other critical projects, there has been a lengthy delay in seeking Board of Supervisors' approval of the revised bylaws. Once approved by the Board, the bylaws will become effective and the adjustments identified by the Commission will be implemented as intended.

### **Article III. Functions**

Section 1. Item E: Language has been added to include the various ways information of interest and concerns to seniors can be disseminated.

Section 1. Item G: Language has been deleted regarding participation in public hearings.

### **Article IV. Membership**

Section 1. Eligibility: Language has been added to encourage monitoring visits of AAA service providers by Commission on Aging members.

Section 2. Composition, Item D: Minor word changes and deletions were made to strengthen the Commission's commitment to diverse, local membership representation.

Section 3. Nomination of Members-At-Large by Membership Committee: 'At-Large by Membership Committee' was added to more appropriately identify this section and constrictive language identifying extensive process for appointment was removed.

Section 4. Length and Term of Membership: Clarifying language was added to identify the distinction between members-at-large and those appointed by a County Supervisor.

Section 5. Termination of Membership: Original Item B was deleted to remove stipulations impacting the request for renewal of membership. New Paragraph B includes language converting automatic termination of membership to consideration of termination upon three unexcused absences from regular meetings.

Section 6. Annual Membership Roll: This section has been deleted entirely, removing the requirement for the annual creation of a membership roll (this function has been added to the Membership Committee's role in Article VIII. Committees, Section 6, Item B. 1.).

Original Section 7 becomes *new* Section 6, Appointment of Liaison Representative by Board of Supervisors

Original Section 8 becomes *new* Section 7, Vacancies to be Filled by the Board of Supervisors: This section was completely revised to simplify the process and give direction to staff on what to do when an appointed seat becomes vacant.

### **Article V. Meetings**

Section 1. Item A: Reduced the timing between meetings and the posting of agendas from seven days to 72 hours and removed qualifiers to ensure accompanied reports are available to the Commission and the public.

Section 1. Item B: Adjusted Special Meeting request requirement from 25% of membership to a set five members with posting reduced from one week to 24 hours

prior to the meeting, with phone notification made to members more than 24 hours in advance. Additional language was added to ensure attachments to the agenda are available to the Commission and public.

Section 1. Item F: In addition to a naming change from Staff Coordinator and Recording Secretary to Executive Assistant of Commission on Aging, language was added describing how this position would be appointed.

### **Article VI. Officers**

Section 5, Election of Officers: This section was completely revised to define 'Nomination Committee', the creation of it, and how and when it functions.

### **Article VII. Executive Board**

Section 1. Executive Board: This section was revised to clarify who sits on the Executive Board and identify the Board's responsibilities.

### **Article VIII. Committees Sections**

Section 2. Composition (previously Section 5) and Section 5, Responsibilities (previously Section 2) were swapped.

Section 6. Item A. Technical / Area Plan Committee:

1. Major revision and additional language added to clarify this committee's role with service providers.
- 2 *New section* - adds committee's role in Requests for Proposals (RFP)
- 3 (Previously 2) Major language deletion and additional language added to clarify this committee's role with the Area Plan.

Section 6. Item C. Advocacy / Legislative Committee: Removed communications activities for committees.

Section 6. Item D. Public Relations / Community Outreach Committee: Major language deletion and additional language added to clarify this committee's role in outreach and the annual Senior Awards event.

### **Article IX. Conflict of Interest Sections**

Section 1. Conflict of Interest: Deletion of the quoted Stanislaus County Conflict of Interest Policy Statement in the County Personnel Manual.

Section 3. Determination of Conflict of Interest: This section was deleted entirely.

## **Article XII. Amendments**

Section 1. Amendments: Advance notice to the Commission of amendments to the bylaws was reduced from one month to at least 15 days prior to the regular or special meeting wherein the bylaws would be presented for adoption.

### **POLICY ISSUE:**

Amended Bylaws were approved by unanimous vote of the Stanislaus County Commission on Aging on October 8, 2018. As stipulated in the previous and revised versions of the bylaws, approval of Commission on Aging Bylaws is required by the Stanislaus County Board of Supervisors prior to becoming effective at the subsequent regularly scheduled Commission meeting.

### **FISCAL IMPACT:**

There is no fiscal impact associated with this agenda item.

### **BOARD OF SUPERVISORS' PRIORITY:**

The recommended action is consistent with the Board's priority of *Supporting Community Health* by providing a mechanism to support the Commission on Aging in its efforts to meet the needs of seniors in our community.

### **STAFFING IMPACT:**

There is no staffing impact associated with this request.

### **CONTACT PERSON:**

Margie Palomino, Director of Aging and Veterans Services. (209) 525-4601

### **ATTACHMENT(S):**

1. Revised Bylaws for the Commission on Aging Adopted On October 8, 2018

**COMMISSION ON AGING OF STANISLAUS COUNTY/  
AREA AGENCY ON AGING ADVISORY COUNCIL**

**BYLAWS**

**ARTICLE I. NAME**

**Section 1. Name of Organization.** The name of the organization shall be the Commission on Aging of Stanislaus County. The Commission on Aging shall act as the Advisory Council to the Stanislaus County Area Agency on Aging (AAA), and in an advisory capacity to the Board of Supervisors.

**ARTICLE II. PURPOSE**

**Section 1. Purpose.**

- A. To serve as eyes and ears regarding issues affecting the lives of senior citizens in Stanislaus County and, where appropriate, provide advocacy/leadership.
- B. To provide a forum for all seniors to express their needs, to serve as a channel of communication among organizations serving those needs, and to develop leadership on all phases of senior activities.
- C. To advocate and effect productive senior citizen participation in planning, coordinating and administering programs and services to meet the needs of seniors.
- D. To monitor regulations and advise seniors of changes in regulations affecting them at federal, state and local levels.
- E. To foster a comprehensive, coordinated service delivery system, involving public and private agencies and resources, in order to meet the needs of Stanislaus County seniors.

**ARTICLE III. FUNCTIONS**

**Section 1. The functions of the Commission on Aging shall be as follows:**

- A. To serve as an advisor to the AAA and the Board of Supervisors.
- B. To act as an independent advocate for seniors, taking positions on matters pertaining to federal, state and local policies, programs, procedures, and legislation affecting seniors.
- C. To actively seek advice from community councils on aging, senior advocacy organizations, local aging commissions, elected officials, and the general public for

the purpose of advocating for and making formal presentations to the AAA, the Board of Supervisors, and others on issues of concern to seniors.

- D. To inform local senior advocates and organizations on specific legislation pending before local, state and federal governments. This may be done by holding an annual areawide meeting of senior advocates and organizations to prepare the priorities for the statewide legislative meeting of senior advocates.
- E. To disseminate information of interest and concern to seniors through any means necessary, including, but not limited to, community events, social media, care homes, local agencies, hospitals, and senior housing.
- F. To be actively involved in the development, implementation, and monitoring of the current Area Plan.
- G. To participate in public hearing(s) on the Area Plan.

#### **ARTICLE IV. MEMBERSHIP**

**Section 1. Eligibility.** Membership on the Commission on Aging (also referred to as “Commission”) shall be open to residents of Stanislaus County who support the principles, purposes, and bylaws of the Commission on Aging, who will attend meetings and who are willing to serve on at least one (1) committee of the Commission on Aging. Members are also encouraged to participate on one or more monitoring visits of AAA service providers, where a maximum of three members will attend per visit and report back.

**Section 2. Composition.** There shall be twenty-one (21) members of the Commission on Aging, as follows:

- A. At least fifty-one percent (51%) of the membership shall be 60 years of age or older.
- B. Two members shall be appointed by each of the five County Supervisors to represent their respective districts.
- C. The remaining members are designated as Members-at-Large and shall be recommended by the Membership Committee. These members shall reflect the geographic, racial, and economic complexion of the aging population in Stanislaus County.
- D. It is the intent of the Commission that its membership represent the diversity of the County’s population:
  - the variety of ethnicities within the County,
  - the disabled,
  - Veterans of the Armed Forces of the United States,
  - Area Agency on Aging contracted service providers,
  - local elected officials.

E. These requirements shall be complied with as vacancies occur.

**Section 3. Nomination of Members-At Large by Membership Committee.**

A. Members-At-Large may be nominated in the following ways:

1. Persons interested in concerns of seniors may apply for membership.
2. Organizations, agencies, cities, and rural areas which have interests in the concerns of seniors may nominate persons for membership.
3. The Membership Committee may invite nominations from specific persons, organizations, agencies, cities and rural areas to fulfill the membership grid.

**Section 4. Length and Term of Membership.** All members shall be appointed at the June meeting, with their term commencing in July, or as vacancies occur, and may serve a three-year term and / or until their successors are seated. Members-at-large may be appointed for additional terms with the approval of the Executive Board and the Membership Committee. Members appointed by the County Supervisors may be appointed for additional terms upon approval of the appointing County Supervisor.

**Section 5. Termination of Membership.**

- A. Any member may terminate membership by submitting written notice to the Commission on Aging. Voluntary resignation, in written form, which has been received but not necessarily voted on by the Commission on Aging, is considered final. If a resignation is from a member appointed by a County Supervisor, the Commission on Aging Executive Assistant (“Executive Assistant”; see Article V, Section 1, paragraph F) will notify the respective County Supervisor and Clerk of the Board of said member’s resignation.
- B. Any member of the Commission on Aging who is absent for three (3) unexcused regular (business) meetings during the year shall be considered for termination by the Commission. In the event the member is an appointee of a County Supervisor, the appointing official shall be sent a letter that his/her appointee is in non-compliance with the attendance requirement of the Commission and the Supervisor will be requested to name a replacement in compliance with this Article, Section 7. When a member must be absent from a meeting for personal reasons, he/she is to notify the Executive Assistant in advance of the meeting, if at all possible, for the absence to be considered excused.

**Section 6. Appointment of Liaison Representative by Board of Supervisors.** The Board of Supervisors appoints one (1) of its members to act as liaison representative to the Commission on Aging. The functions of such liaison representative are: (a) to attend and give reports to the membership at the regular Commission on Aging meetings; (b) to advise the Board of Supervisors as to the background, attitudes, and reasons behind decisions and recommendations of the Commission on Aging; and, on



request of any member of the Commission on Aging, and (c) to advise the Commission on Aging of policies, procedures, and decisions of the Board of Supervisors that may bear on matters under discussion by the Commission on Aging. The liaison representative shall have no power to vote. The Commission on Aging encourages the liaison to remain at meetings until after committee reports are presented to the Commission on Aging.

**Section 7. Vacancies to be Filled by the Board of Supervisors.** When a County Supervisor appointed vacancy occurs, the Commission on Aging's Executive Assistant shall notify the County Supervisor, who will proceed to fill the vacancy in accordance with Government Code section 54974.

## **ARTICLE V. MEETINGS**

**Section 1. Regular and special meetings of the Commission on Aging shall be held as follows:**

- A. Regular Meetings. The Commission on Aging meetings will be held monthly at a time and place and on dates to be determined annually by the membership. Agendas of regular meetings shall be emailed/mailed to all members, service providers, and anyone requesting them. The agendas shall be posted at the location of the meeting at least 72 hours prior to the meeting, stating the time, date, and place of the meeting. The agendas shall be accompanied by copies of any reports and recommendations from Commission on Aging committees to the Commission on Aging and be made available to the public.
- B. Special Meetings. Special meetings may be called by the President of the Commission on Aging or upon the request of five (5) members of the Commission. In such cases, a written agenda shall be emailed/mailed to each member and posted at least twenty-four (24) hours in advance of any such special meeting. The agenda shall be accompanied by copies of any documents to be considered at the special meeting and made available to the public. As necessary to provide notice, the Executive Assistant will telephone members, more than 24 hours in advance.
- C. Open Meetings. All meetings of the Commission on Aging and its committees are open to the public, but for those exceptions permitted under the Ralph M. Brown Act, Government Code section 54950.5 et seq. ("Brown Act").
- D. Biannual Elections of Officers Meeting. The biannual election of officers shall be held every other odd year at the June meeting of the Commission on Aging. Newly elected officers shall assume their duties at the Commission on Aging July meeting immediately following their election.
- E. Quorum. A quorum shall consist of a majority of the current total membership.
- F. Executive Assistant of Commission on Aging. The Director of AAA shall designate an AAA employee(s) to serve as Executive Assistant(s) to the Commission on Aging and perform the duties assigned. Complete and accurate minutes are to be kept of all Commission on Aging meetings.

## **Section 2. Voting.**

- A. Voting Qualifications. Each member shall be entitled to one (1) vote. To vote, a member must be present during the voting process.
- B. Voting. Motions will be passed by a simple majority of the membership present at the meeting. Bylaws amendments require a two-thirds (2/3) vote of the quorum.

## **ARTICLE VI. OFFICERS**

**Section 1. Officers.** The elected officers of the Commission on Aging shall be President, First Vice President, and Second Vice President.

**Section 2. Terms.** All elected officers shall hold office for a two (2) year term with the possible election to a second term. Officers may not serve more than two (2) consecutive terms in the same office.

The Commission approves a member running for and being elected an officer, even though the election as officer may occur mid-term of that member's appointment. If this elected officer is not re-appointed after election, the Commission resolves to take the necessary action to fill the vacancy. This exception is approved due to the rotation of member appointments, term of office and members interest in participation on the Commission.

**Section 3. Vacancies.** Vacancies in office shall be filled through a Nomination Committee and elected by the Commission on Aging for the remainder of the unexpired term. This can, but does not necessarily mean a progression of chairs.

### **Section 4. Duties and Responsibilities of Officers.**

A. The President shall:

1. Chair meetings of the Commission on Aging and the Executive Board.
2. Represent the Commission on Aging and the Executive Board.
3. Act as ex-officio member of all Commission on Aging committees except on nomination committees. As an ex-officio member, the President does not have a vote on any committee business.
4. Subject to the approval of the Executive Board, perform other duties as prescribed within the policies and guidelines established by the Commission on Aging.

B. The First Vice President shall:

1. Perform the duties and have the responsibilities of the President in the absence of the President.

2. Perform such duties as may be prescribed by the Commission on Aging or by the President.
3. Chair meetings of the Technical/Area Plan Committee.

C. The Second Vice President shall:

1. Perform the duties and have the responsibilities of the President in the absence of the President and First Vice President.
2. Perform such duties as may be prescribed by the Commission on Aging or by the President.
3. Be responsible for all closed balloting.
4. Act as, or designate, a Parliamentarian.

**Section 5. Election of Officers: nominations and elections. Nomination Committee.** A Nomination Committee shall consist of three (3) members selected by the President at every other odd year March meeting in the election year, or as required to fill an officer vacancy. The chairperson shall be selected by this Committee immediately following the selection of a Nomination Committee. This Committee shall prepare a slate of the most qualified members to fill the offices, having recognized the need for geographic, racial, and economic representation on the Commission, and present it to the Commission at its June meeting. This Committee is not a standing committee. Election of officers of the Commission on Aging shall be by closed ballot. The Nomination Committee Chairperson shall select two (2) of the Commission members to assist the Executive Assistant with counting the ballots.

## **ARTICLE VII. EXECUTIVE BOARD**

**Section 1. Executive Board.** The Executive Board shall be composed of the President, First Vice President, Second Vice President, and committee chairpersons for the Advocacy/ Legislative Committee, Membership/ByLaws Committee, and Public Relations/Community Outreach Committee. The Executive Board shall meet two weeks before the Commission on Aging monthly meeting. This Board sets the agenda for each meeting. The Executive Board may be called to meet on items which require immediate action.

## **ARTICLE VIII. COMMITTEES**

**Section 1. Purpose.** The Commission on Aging shall establish committees that shall be advisory to the Commission on Aging for the conduct of Commission on Aging business. Membership on these committees shall be for a minimum of two (2) years. These committees are standing committees subject to the Brown Act.

**Section 2. Composition.** Each member of the Commission on Aging shall be an active member of one (1) or more standing committee(s). Senior advocates from the community may also serve on committees.

**Section 3. Appointment of Members to Committees.** Commission on Aging members shall list their preferences of committees in which their interest lies. If needed, the Executive Board will make appropriate appointments to committees, subject to confirmation by the Commission on Aging.

**Section 4. Appointment of Chairpersons.** Each committee, except the Technical /Area Plan Committee, shall select its chairperson from its membership, and inform the Commission on Aging who was selected. The outgoing chairperson shall assist the newly selected chairperson for a smooth transition.

**Section 5. Responsibilities.** Committee chairperson shall schedule meetings at least one (1) week in advance; time, date, location will be noticed, agenda prepared, minutes taken, and attendance recorded. This information must be given to the Executive Assistant. The notice and agenda of the meeting shall be posted in accordance with the Brown Act.

**Section 6. Establishment of Standing Committees.** There are hereby created and established the following committees which shall have duties as set forth below:

A. Technical / Area Plan Committee.

1. Technical. To assist the AAA Planner in the preparation and planning of the AAA monitoring of service providers. To avoid a conflict of interest, or the appearance of one, the Service Provider Representative Commission member will not serve on this Committee. The First Vice President serves as the chairperson for this committee.
2. To assist the AAA in the evaluation of its Requests for Proposals (RFP).
3. Area Plan. To assist the AAA in the development of the Area Plan and its annual update, including dissemination of a needs assessment survey, and to recommend priorities of goals and objectives for the Area Plan. Will also perform other related duties.

B. Membership / Bylaws Committee.

1. Membership. To review qualifications, interview, and recommend new members-at-large to the Commission on Aging for appointment and to assist the AAA with orientation of new members once approved. This Chairperson will serve on the Executive Board. The Membership Committee shall annually update and provide an accurate COA membership Roster.
2. Bylaws. To advise the Commission on Aging of needed changes to the Bylaws and prepare suggested changes for review and approval by the Commission. This committee should review the Bylaws every two (2) years. Any member may submit a suggested Bylaws change in writing to

the committee for its consideration. This committee will also perform other related duties.

- C. **Advocacy/Legislative Committee.** To represent the interests of seniors and advocate on legislative issues pertaining to seniors; analyze and track federal, state and local legislative proposals; and perform related duties such as California Senior Legislature elections. The two California Senior Legislature Representatives shall serve on this committee: however, they will not participate in planning or conducting the election. The chairperson will serve on the Executive Board.
- D. **Public Relations / Community Outreach Committee.** To disseminate information on programs and services for the aging and Commission on Aging programs and events; work with AAA staff to solicit nominations for the Annual Senior Awards event; select the five (5) Senior Award Winners (one from each Supervisorial District) based on set criteria; plan and assist with an event that will be held to honor the Award Winners. In addition, work with various agencies, individuals, and organizations on activities to celebrate and honor our County's senior citizens. Will also perform other related duties. The chairperson will serve on the Executive Board.

**Section 7. Ad Hoc Committees.** Ad hoc committees differ from standing committees. Their existence is for a limited time, focusing on specific issues. Nomination committee is an ad hoc committee. Ad hoc committees shall be created according to the needs identified by the Commission on Aging, or as deemed necessary by the President, with approval of the Executive Board. The voting membership of such committees shall consist only of those members who are members of the Commission on Aging. However, members of a public task force or consultants may participate in the committee's meeting, reviews, investigations and formulation of recommendations, at the discretion of the chairperson of the committee. These committees may investigate, review and make recommendations to the Commission on Aging on any topic, which addresses concerns of seniors and falls within the scope of the committee's responsibilities, as assigned by the President with Executive Board approval. They may include, but are not limited to: transportation, housing, nutrition, health, and elder abuse. These committees shall be automatically dismissed upon the completion of the assignment.

## **ARTICLE IX. CONFLICT OF INTEREST**

**Section 1. Conflict of Interest.** A conflict of interest exists when any member of the Commission on Aging, any committee or ad hoc committee member has, either directly or indirectly, a financial interest in a matter before the Commission on Aging or a committee of the Commission on Aging, as defined in the Stanislaus County Conflict of Interest Policy Statement in the County Personnel Manual.

**Section 2. Resolution of Conflict of Interest.** In the event a conflict of interest does occur, or appears to be imminent, the member of the Commission on Aging or committee shall declare the conflict and shall at minimum abstain from voting on that

item. The member may consult County Counsel to determine what action(s) is to be taken if there is, or appears to be, a conflict.

## **ARTICLE X. NON-LIABILITY**

**Section 1. Non-Liability.** No officer or duly authorized agent of the Commission on Aging shall be liable for any obligation arising out of, from, or occurring in the scope or course of the normal activities engaged in on behalf of the Commission on Aging.

## **ARTICLE XI. PARLIAMENTARY PROCEDURES**

**Section 1. Robert's Rules of Order.** Robert's Rules of Order, as revised, shall be the guide for the conduct of all meetings. The Second Vice President or his / her designee shall act as Parliamentarian.

## **ARTICLE XII. AMENDMENTS**

**Section 1. Amendments.** The Bylaws herein may be amended or repealed, and a new revision or new Bylaws may be adopted by a two-thirds (2/3) vote of the membership quorum present at a special or regular meeting of the Commission on Aging. Such amendment(s) or repeal must be presented in writing to the Commission on Aging members at least 15 days before the regular or special meeting when the vote will be taken. If adopted, the amendment(s) or change(s) shall be submitted to the Board of Supervisors for their approval. Once approved, the amendment(s) or change(s) will become effective at the next regular meeting of the Commission.