

Charlevoix County Commission on Aging By-Laws

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By-Laws
Of the
Charlevoix County Commission on Aging Board

Table of Contents

Article	Page
I. Name.....	3
II. Purposes.....	3
III. Powers and Duties.....	4
IV. Board Membership.....	4
V. Officers.....	8
VI. Committees.....	11
VII. Meetings.....	12
VIII. Quorum and Voting.....	12
IX. Amendments and Dissolution.....	13

ARTICLE I - Name

The name of the Organization shall be the Charlevoix County Commission on Aging Board, also referred to as the Commission on Aging Board.

The area to be served by the Commission on Aging Board shall be the entire County of Charlevoix Michigan.

ARTICLE II - Purposes

Section 1 – Purposes

As set forth in the Older Americans Act of 1965, as amended, in the regulations issued pursuant to that Act, and in the charge to the Commission on Aging Board by the Charlevoix County Board of Commissioners, the principal purposes of the Commission on Aging Board shall be as follows:

- (a). To advise the County Board of Commissioners, and County agencies in the area of aging, and to review those items affecting older persons in the proposed annual County budget. To that end the Commission on Aging Board shall:
 - provide linkage with the community, and with public and private agencies engaged in providing services to older persons;
 - serve as an advocate for plans and actions in the interest of older persons;
 - foster community awareness of the concerns, needs, and problems of older persons, and of the resources older persons represent; and
 - review and comment on community policies, programs, services, and actions which affect older persons.

- (b). To advise the Charlevoix County Commission on Aging Department (hereinafter referred to as the "Department") in the following areas:
 - developing and implementing area plans for older persons; establishing and monitoring Department objectives and county services;
 - analyzing and inventorying needs of older persons; participating in policy and program planning; conducting public hearings;

- coordinating and evaluating resources for older persons, and providing leadership and direction to the development of comprehensive coordinated service systems;
- budgeting and allocating funds, and general administration; and identifying and pursuing funding sources for services for older persons.

Section 2 – Mission of the Department

The mission of the Charlevoix County Commission on Aging Department shall be to provide the highest quality senior services in partnership with the community. The Department shall focus its efforts on advocacy and support for seniors and their caregivers by promoting health, wellness, and education to achieve a dignified and enriched quality of life.

ARTICLE III - Powers and Duties

Section 1 – Delegated Powers.

The Commission on Aging Board shall have such powers as are delegated to it by the County Board of Commissioners. Such delegation shall include those powers necessary to carry out the purposes and duties enumerated in State of Michigan legislation and regulations, and such additional powers as required for the Commission on Aging Board to effectively and efficiently perform its functions in compliance with these Bylaws.

Section 2 – Department.

The Commission on Aging Board shall have an advisory role in the hiring of the Director of the Department.

Section 3 – Reporting.

The Commission on Aging Board shall submit an annual report to the County Board of Commissioners and to the public, in clear and simple language and format. The report shall highlight the Commission on Aging Board and the Departments programs and accomplishments; the report shall make appropriate recommendations for further or future actions.

ARTICLE IV - Board Membership

Section 1 - Members.

The Commission on Aging Board shall consist of seven (7) voting members who shall be responsible for governing its actions and achieving its purposes subject to the authority of the Charlevoix County Board of Commissioners. There shall be one (1) non-voting liaison from the

County Board of Commissioners responsible to communicate with the Commission on Aging Board when County Board of Commissioner communication is needed and to serve as the primary two-way communication channel between County Board of Commissioners and the Commission on Aging Board.

Section 2 - Appointment.

All eight (8) members of the Commission on Aging Board shall be appointed by the Charlevoix County Board of Commissioners, with one (1) member being a liaison member of the Charlevoix County Board of Commissioners.

Section 3- Representation.

To the extent reasonably practicable and subject to other requirements of these bylaws, members of the Commission on Aging Board shall consist of persons representing a diverse mixture of business interests, human services/medical professionals, the aging populations, and geographic locations. Specifically, the Board of Commissioners shall endeavor to appoint to the Commission on Aging Board one (1) member from Beaver Island, one (1) member from the Boyne City area, one (1) member from the Charlevoix area, and one (1) member from the East Jordan area.

Section 4 - Conflict of Interest.

- (a). Members of the Commission on Aging Board shall not engage in or accept employment or render services that are incompatible or in conflict with the discharge of their official duties on the Commission on Aging Board or that tends to impair their independence of judgment when discharging their official duties on the Commission on Aging Board.

- (b). Except as permitted under the Contracts of Public Servants with Public Entities Act, MCL 15.321, *et seq.* (the procedures of which are summarized in subsection (c) below), members of the Commission on Aging Board shall not, directly or indirectly, solicit or be a party to a contract between themselves and Charlevoix County concerning matters that affect the duties and responsibilities of the Commission on Aging Department and shall not solicit a contract between an entity in which they have a financial or personal interest and Charlevoix County concerning matters that affect the duties and responsibilities of the Commission on Aging Department.

(c). If a contract is proposed between a member of the Commission on Aging Board and Charlevoix County concerning matters that affect the duties and responsibilities of the Commission on Aging Department or between an entity in which a board member has a financial or personal interest and Charlevoix County concerning matters that affect the duties and responsibilities of the Commission on Aging Department, the following requirements must be met:

1. The member of the Commission on Aging Board shall disclose the pecuniary interest in the contract to the entire Commission on Aging Board with such disclosure made a part of the official board minutes. If the direct pecuniary interest of the board member amounts to \$250 or more or amounts to 5% or more of the contract cost, the board member shall make the disclosure in one of the two following ways:

(A). The disclosure shall be to the Chairperson of the Commission on Aging Board (or if the board member is the Board Chair then the disclosure shall be to the Board Secretary) no less than seven (7) days prior to the meeting at which the vote on the contract will be taken. The disclosure shall be made public in the same manner as a public meeting notice.

(B). The disclosure shall be by an announcement at a public meeting of the Commission on Aging Board no less than seven (7) days prior to the meeting at which a vote on the contract will be taken. The board member shall use this method of disclosure when his/her pecuniary interest amounts to \$5,000 or more.

2. Except as permitted under subsection 4 below, the contract shall be approved by a vote of not less than two-thirds (2/3) of the entire Commission on Aging Board without the vote of the board member who is a party to the contract.

3. The minutes of the Commission on Aging Board meeting shall disclose the name of each party involved in the contract, the

nature of the pecuniary interest of the board member who is a party to the contract, the terms of the contract including the duration, financial consideration between the parties, and the nature and degree of Commission on Aging resources, if any, needed to fulfill the contract.

4. A board member who is a party to the contract may participate in discussions concerning the contract and vote on the contract when the board member's pecuniary interest in the contract amounts to less than \$250 or amounts to less than 5% of the contract cost, but only to the extent that the board member's participation is required by law, or when two-thirds (2/3) of the members are not eligible to vote or when the member's participation is needed to constitute a quorum. If this subsection is invoked, then the board member shall file a sworn affidavit to that effect with the Commission on Aging Board, which affidavit shall be made a part of the Commission on Aging Board minutes.

Section 5 - Term of Appointment and Vacancies.

- (a). Each Commission on Aging Board member shall serve a three-year term, and may be reappointed by the County Board of Commissioners to a second consecutive three-year term. Vacancies on the Commission on Aging Board shall be filled in the same manner as original appointments. A person who is appointed to fill a vacancy shall complete the unexpired term of the member causing the vacancy and shall be eligible for reappointment under the following rules: (1) a person appointed to complete a term with one year or less remaining shall be eligible for reappointment to two consecutive three-year terms and (2) a person appointed to complete a term that has more than one year remaining in the term shall be eligible for reappointment to only one additional consecutive three year term. A Commission on Aging Board member who has served consecutive terms as provided herein is eligible for reappointment only after a minimum of one year from the end of his or her last term. The membership terms shall be staggered so that two (2) Commission on Aging Board members conclude their terms each year.
- (b). On or before November 30 of each calendar year or upon the occurrence of a vacancy, the Commission on Aging Board shall recommend to the

County Board of Commissioners individual(s) for appointment to the Commission on Aging Board. The Commission on Aging Board Chair shall submit such recommendation(s) to the County Board of Commissioners.

Section 6 - Compensation.

Members of the Commission on Aging Board shall receive compensation for attending board meetings as provided by the Charlevoix County Per Diem Schedule.

Section 7- Removal.

After written charges and a public hearing before the Board of Commissioners, a member of the Commission on Aging Board may be removed from office for misfeasance, malfeasance, or nonfeasance in office by the Board of Commissioners. The failure of a member of the Commission on Aging Board to disclose a potential conflict of interest, as provided in Article IV, Section 4 of these bylaws, shall constitute malfeasance in office. The failure of a member of the Commission on Aging Board to regularly attend scheduled meetings of the Commission on Aging Board shall constitute nonfeasance in office. The Commission on Aging Board Secretary shall report to the Board of Commissioners when a member of the Commission on Aging Board has failed to attend two (2) consecutive Commission on Aging Board meetings without having notified in advance the Commission on Aging Board Chair, or Department staff, of a legitimate reason for his or her absence.

ARTICLE V - Officers

Section 1 - Officers

- (a). The officers of the Commission on Aging Board shall be a Chairperson, Vice Chairperson, and Secretary.

- (b). The Chair shall be elected at the January meeting from among the Commission on Aging Board membership. The Chair shall serve for a one-year term. No member shall serve more than three consecutive one-year terms as Chair.

- (c). The Vice-Chair shall be elected at the January meeting from among the Commission on Aging Board membership. The Vice- Chair shall serve for a one-year term. No member shall serve more than three consecutive one-year terms as Vice-Chair.

- (d). The Secretary shall be elected at the January meeting from among the Commission on Aging Board membership. The Secretary shall serve for a one-year term. No member shall serve more than three consecutive one-year terms as Secretary.
- (e). The officers shall be elected and installed at the January organizational meeting of the Commission on Aging Board each year.

Section 2- Duties.

- (a). The Chair shall preside over all meetings of the Commission on Aging Board and exercise the duties and powers inherent in the Office. He or she shall:
 - 1. Have a vote on all matters before the Commission on Aging Board.
 - 2. Sign all correspondence necessary and appropriate to carry out the will of the Commission on Aging Board.
 - 3. Establish appropriate committees, with the advice and consent of the Commission on Aging Board, and appoint the Chair and members thereof. The Commission on Aging Board Chair shall be an ex-officio member of all such committees, except the Nominating Committee if the Commission on Aging Board Chair is eligible for an additional term and wishes to serve.
 - 4. Meet with members of the Charlevoix County Board of Commissioners regularly, at least semi-annually, to discuss objectives and concerns of the Commission on Aging Board.
 - 5. Have authority to delegate routine and administrative functions to Commission on Aging Board members.
 - 6. Represent or designate a representative of the Commission on Aging Board to participate in all meetings and events of interest to the Commission on Aging Board.
 - 7. Perform such other duties consistent with these Bylaws as may be assigned by the Commission on Aging Board or the County Board of Commissioners.
- (b). The Vice-Chair shall discharge the duties of the office of Chair in his or her absence or disability, and shall discharge such other duties as may be assigned.

- (c). The Secretary shall attend all meetings of the Commission on Aging Board, assure that accurate and true minutes are kept, cause the issuance of minutes and notices of all meetings of the Commission on Aging Board within the guidelines of the Open Meetings Act, and perform all duties of the Chair in the absence or inability of the Chair and Vice-Chair to act.

Section 3 – Nominations.

Each year at the December meeting the Chair shall appoint a nominating committee to present a single slate of candidates for all offices to be filled.

Section 4 – Removal, Resignation, and Vacancies.

- (a). After written charges and a public hearing before the Commission on Aging Board, an officer of the Commission on Aging Board may be removed from office for misfeasance, malfeasance, or nonfeasance in office by the Commission on Aging Board. The failure of an officer of the Commission on Aging Board to disclose a potential conflict of interest, as provided in Article IV, Section 4 of these bylaws, shall constitute malfeasance in office. The failure of an officer of the Commission on Aging Board to regularly attend scheduled meetings of the Commission on Aging Board shall constitute nonfeasance in office. The Commission on Aging Board Secretary shall report to the Commission on Aging Board when an officer of the Commission on Aging Board has failed to attend two (2) consecutive Commission on Aging Board meetings without having notified in advance the Commission on Aging Board Chair, or Department staff, of a legitimate reason for his or her absence.
- (b). Any officer may resign at any time by giving written notice to the Chair of the Commission on Aging Board and to the Chair of the County Board of Commissioners.
- (c). Each Commission on Aging Board Officer shall serve a one-year term, and may be reelected by the Commission on Aging Board to a second or third consecutive one-year term. Vacancies for officers on the Commission on Aging Board shall be filled in the same manner as original elections. A person who is elected to fill a vacancy shall complete the unexpired term of the member causing the vacancy and shall be eligible for reelection. A Commission on Aging Board Officer who has served three consecutive terms as provided herein is eligible for reelection only after a minimum of one year from the end of his or her last term.

ARTICLE VI – Committees

Section 1 – Executive Committee.

The Executive Committee shall be a standing committee of the Commission on Aging Board. The Executive Committee shall consist of the Commission on Aging Board Chair, Vice-Chair, and Secretary. The Chair is encouraged to invite other Commission on Aging Board members to Executive Committee meetings as appropriate. The Executive Committee shall have and exercise the powers and duties of the Commission on Aging Board between meetings. It shall meet upon the call of the Chair. A majority (2) of the (3) voting members of the Executive Committee who are present in person at a meeting shall constitute a quorum for the transaction of business.

The executive committee shall keep minutes of its proceedings, which minutes shall be filed with the minutes of the Commission on Aging Board, and any action taken by the executive committee shall be presented to the Commission on Aging Board for ratification at its next regular meeting.

Section 2- Special Committees.

Except for the Executive Committee and Nominating Committee provided in these Bylaws, all other committees shall be special committees. The Commission on Aging Board Chair, with the advice and consent of the Commission on Aging Board, shall name such other special committees as may be needed or required by legislation or regulation, and shall appoint the Chair and members of the special committees. The number of Commission on Aging Board members on a special committee shall be at the discretion of the Chair, who may also appoint non-members of the Commission on Aging Board to a special committee. The Chair of any special committee shall be a member of the Commission on Aging Board.

The Commission on Aging Board Chair with the advice and consent of the Commission on Aging Board shall identify the duration of time for the existence of a special committee. No Special committees shall exist for longer than twelve (12) consecutive months.

- (a). Annually, the executive committee shall appoint a Search Committee for the purpose of identifying perspective members for planned vacancies for the Commission on Aging Board. The search committee will work with the Charlevoix County Clerk to post special notices of commission vacancies. The search committee shall be responsible to provide a list of qualified candidates to the Commission on Aging Board prior to its November meeting.

Section 3 – Ad Hoc Committee.

Every three years, an ad hoc committee shall be established by the Executive Committee to evaluate the direction of the Department and the Commission on Aging Board and make

recommendations for change, if appropriate, to the Commission on Aging Board Chair and the Board of Commissioners.

Article VII - Meetings

Section 1 – Meetings.

The Commission on Aging Board ordinarily shall hold regular meetings monthly with the date, place and time to be established by the Commission on Aging Board. The Chair may call special meetings, giving proper notice to all Commission on Aging Board members and the public in compliance with the Open Meetings Act (Public Act 267 of 1976 as amended). Special meetings of the Commission on Aging Board may also be called at the written request of four (4) Commission Aging Board members.

Section 2 – Notice.

Notice of all regular meetings shall be posted within 10 days after the first calendar year meeting of the Commission on Aging Board, stating the regular meeting dates, times and places for that year. All meetings will be posted and conducted in accordance with the Open Meetings Act (Public Act 267 of 1976 as amended).

Section 3 – Order.

Unless otherwise specified or required by law, meetings shall be conducted according to the most recent edition of the authorized Robert’s Rules of Order Revised, when not inconsistent with these By-Laws.

Article VIII –Quorum and Voting

Section 1– Quorum.

A majority (4) of the (7) voting members of the Commission on Aging Board then in office who are present in person at a meeting shall constitute a quorum for the transaction of business.

Section 2 – Voting.

The Commission on Aging Board’s action shall require a majority vote of those members present and voting. All votes of the Commission on Aging Board shall be reflected in the minutes.

ARTICLE IX – Amendments and Dissolution

Section 1 - Amendments.

These By Laws may be amended in whole or in part at any time by a two-thirds vote of all members of the Commission on Aging Board at any regular or special meeting of the Commission on Aging Board provided that written notice of proposed amendment shall be given all members not less than five (5) days prior to such meeting. Any such amendment shall be subject to approval by the Charlevoix County Board of Commissioners.

Section 2 - Dissolution.

In the event it is deemed advisable that the Commission on Aging Board should be dissolved, the dissolution shall be pursuant to any and all laws governing Charlevoix County and the assets shall be distributed in accordance with such laws.