

BYLAWS

Boulder County Aging Advisory Council

ARTICLE I

NAME

The name of the Boulder County Area Agency on Aging advisory council shall be the "Boulder County Aging Advisory Council," hereinafter referred to as the "AAC."

ARTICLE II

PURPOSE

The purpose of the AAC is to advise the Board of County Commissioners (BOCC) and Boulder County Area Agency on Aging (BCAAA) and to recommend actions that promote opportunities for older adults to age in their homes in the community and further the goals established in the countywide strategic plan for aging services and contribute to the countywide human services strategic vision.

In order to carry out its purposes, the AAC shall assist BCAA in the following ways:

1. Provide leadership and vision on issues affecting older adults and caregivers.
2. Give advice and recommendations concerning current or intended policies of the BCAA.
3. Review and comment on community policies, programs, and actions affecting older adults and caregivers; conduct public hearings; represent the interests of older adults and caregivers; and encourage social and civic engagement.
4. Establish priorities for Older Americans Act and Older Coloradans Program funding and make recommendations regarding the use of those funds.
5. Identify new resources, and re-focus existing resources to build upon the strengths of, older adults and caregivers.

6. Monitor and evaluate services for older adults and caregivers.
7. Advocate for, and educate the community about the strengths and needs of older adults and caregivers.
8. Maintain communication with local senior advisory councils.
9. Support the work of the BCAA
10. The AAC shall also act as the advisory council to the Aging and Disability Resource Center (ADRC) (known as Adult Resources for Care and Help, or ARCH, in Colorado) in Boulder County.

ARTICLE III

ADVISORY COUNCIL MEMBERSHIP

Section 1. Size

The AAC shall not have more than twenty-two (22) voting members.

Section 2. Representation

Members of the AAC shall be appointed by the BOCC subject to the following requirements:

- a. Members of the AAC shall be residents of Boulder County.
- b. The membership of the AAC shall be comprised of (1) a majority of people age 60 or older and (2) at least one member who is a person with a disability.
- c. The goal for recruitment of members of the AAC is to obtain a broad array, ethnic diversity, and geographical distribution of Boulder County residents including: older adults, low-income minority individuals, people with disabilities, individuals eligible to participate in Older Americans Act programs, representatives of: senior advisory boards or councils, elected or public officials, veterans' organizations, health care providers, the business community, providers of services to aging people and people with disabilities, and other human service organizations as appropriate.

- d. The membership positions on the AAC for members representing local senior advisory boards or councils shall be designated and shall be appointed based upon recommendations from their respective boards/councils.
- e. The role of an AAC member is to (1) represent and advocate for the interests of older adults and their caregivers throughout Boulder County and (2) represent and advocate for the interest of adults with disabilities (aged 18 or older) and their caregivers throughout Boulder County.
- f. Members must be willing to negotiate and compromise their own views in order to reach a consensus; and, once a consensus has been reached by the AAC, to work toward implementation of this consensus, regardless of whether it reflects their own preference.

Section 3. Term of Membership

Term of membership on the AAC have been established by the BOCC as follows: (a) an appointment to a full term of membership is three (3) years; (b) an appointment to fill a vacancy which is longer than one and one-half years shall be considered to be appointed to a full term; and (c) an appointment to fill a vacancy which is less than one and one-half years shall not be considered to be an appointment to a full term. A member shall serve no more than two (2) consecutive full terms. After serving two consecutive terms, an AAC member can again serve as a member of the AAC after a one-year absence.

Section 4. Meeting Attendance

Members having three (3) consecutive unexcused absences from regularly scheduled meetings or a total of four (4) unexcused absences from regular meetings during a twelve-month period may have their membership on the AAC terminated. Failure to attend a meeting may be excused and not counted against the unexcused absences noted in this paragraph if the member notifies one of the Co-Chairs or a BCAAA staff member in advance of the meeting to be missed. Alternates for regular members at AAC meetings are not permitted.

Section 5. Resignations

Members are encouraged to send written notice of resignation to one of the AAC Co-Chairs or BCAAA staff at least one (1) month before the intended resignation date.

Section 6. Vacancies

In the event of a vacancy for any reason, the BOCC shall appoint a qualified individual pursuant to the stipulations set forth in these Bylaws.

ARTICLE IV

MEETINGS, VOTING, AND QUORUM

Section 1. Public Meetings

All meetings of the AAC and its committees are open to the public at all times in accordance with the Colorado Open Meetings Law and shall be publically noticed in advance. Citizens are welcome at meetings and may express their opinions at such times as designated by the agenda or when recognized by the person chairing the meeting.

Section 2. Location

The time and place of the AAC meetings is expected to occur at different locations throughout Boulder County during each calendar year. The time and location of each AAC meeting shall be noted on the agenda for the meeting.

Section 3. Regular, Special, and ARCH Meetings

- a. Regular meetings of the AAC shall be held approximately 10 times per year, or as needed. Notice of said meetings shall be e-mailed to each AAC member at least seven (7) working days prior to the meeting.
- b. Special meetings of the AAC may be called at the discretion of the AAC Co-Chairs or BCAA staff. The Co-Chairs or staff shall fix the time, date, and location for holding any special meeting. Prior to the occurrence of such special meeting, AAC members shall be notified by mail, email, or telephone, of such special meetings. The notice shall specify the nature of all business to be conducted at such meeting.
- c. In addition to the regular meetings of the AAC, the AAC shall meet four times a year as the advisory council to the ARCH, as required by federal law. Such required meetings may be combined with any regular or special meetings of the AAC.

Section 4. Annual Meeting

The Annual Meeting of the AAC shall be held in February of each year.

Section 5. Voting

Voting members of the AAC shall be entitled to one (1) vote on all matters brought before any meeting of the AAC. Voting shall only take place if a quorum is present. No proxy voting shall be allowed. Any member attending an AAC meeting by conference call (if that opportunity exists) shall be permitted to vote on any issues raised in such meeting as if the member was physically present at such meeting.

Section 6. Conflict of Interest

No AAC member or committee member shall participate in or attempt to influence the other members with respect to any matter scheduled for discussion and/or vote if that member stands to gain direct economic benefit, to either a business or other undertaking in which the member has a substantial interest or is engaged as counsel, consultant, representative, or agent. Whenever an AAC member or committee member has cause to believe that a matter to be discussed or voted upon would potentially or actually involve him/her in a conflict of interest, he/she shall announce the conflict of interest and shall abstain. Self-promotion or advertising of members' personal businesses is not appropriate.

Section 7. Quorum

A quorum shall be deemed to exist when a majority of AAC membership is present at any meeting.

Section 8. Manner of Acting

A majority vote in the affirmative of the members present and voting at any AAC meeting shall be considered a favorable vote upon all motions or resolutions considered.

Section 9. Minutes and Record Keeping

BCAAA staff shall meet the secretarial needs of the AAC and shall be responsible for the preparation of minutes of AAC meetings, a current membership list of all AAC members, and all other official documents of the AAC.

Section 10. Procedure

The current edition of **Robert's Rules of Order Newly Revised** shall govern the conduct of business at all meetings of the AAC and its committees, except when such Rules are in conflict with these Bylaws.

ARTICLE V

OFFICERS

Section 1. AAC Officers

The officers of the AAC shall consist of two (2) Co-Chairs.

Section 2. Selection

Two regular meetings before each annual meeting, a Nominating Committee shall be appointed by the Co-Chairs to recommend nominees for election as the AAC officers for the next year. One regular meeting prior to the annual meeting, a slate of nominees shall be presented to the AAC by the Nominating Committee. Nominations for the Co-Chairs may also be made from the floor at the annual meeting.

Section 3. Election and Term

Co-Chairs shall be elected at the AAC's annual meeting, and shall take office after adjournment of that meeting. Co-Chairs shall serve for a one (1) year term and each Co-Chair shall hold office until he/she resigns or is otherwise disqualified to serve, or until his/her successor shall be elected, whichever event first occurs. Co-Chairs shall serve no more than four (4) consecutive full terms.

Section 4. Duties

One of the Co-Chairs shall preside at all meetings of the AAC. The Co-Chairs shall also serve as public spokespersons for the AAC, maintain a working knowledge of applicable regulations and policies, oversee committee functioning, and assist in the recruitment, orientation, and support of AAC members. The Co-Chairs of the AAC shall also indicate completion of review of the four-year plan, annual four-year plan update, and budget by their signatures on the proposed plan or part of the plan to be submitted for approval.

Section 5. Voting

At the time of voting on a motion or resolution, a Co-Chair who is actively chairing a meeting of the AAC, is not entitled to vote except in the case of a tie among the voting members present. At such meeting, the Co-Chair who is not actively chairing the meeting may vote as a regular member of the AAC.

Section 6. Vacancies

A Co-Chair vacancy because of resignation or other reason shall be filled by a vote of the AAC to fill the Co-Chair position for the unexpired portion of the term of that officer.

Section 7. Absence of Co-Chairs

In the event that both Co-Chairs are unable to be present at a particular meeting, the Co-chairs shall appoint a chair for that particular meeting

ARTICLE VI

COMMITTEES

Section 1. Standing and Special Committees

The AAC may create standing and/or special committees. When establishing a standing or special committee, the AAC shall specify the purpose, charge, objectives, staffing, and duration of each such committee. The members of each standing or special committee shall be nominated by either the full AAC or the Chair with subsequent approval of the full AAC. All members of standing and special committees are to perform their functions in accordance with the procedures found in these By-laws.

The Technical Review Committee (TRC) shall be a standing committee to be appointed by the AAC each year for purposes of initial formulation of funding recommendations (that are to be sent to the BOCC), as well as ongoing monitoring and evaluation of funded providers. The TRC is open to any AAC member who does not have a conflict of interest. As necessary, a vote for the TRC may be taken by email or phone.

Section 2. Vacancies

Vacancies on any committee may be filled for the unexpired portion of the term in the same manner as provided in the case of original appointments, if there is no conflict of interest.

Section 3. Quorum

A simple majority of the members of a committee shall constitute a quorum of such committee, and the act of a majority of the members present at a committee meeting at which a quorum is present shall be the act of the committee.

ARTICLE VII

ADOPTION AND AMENDMENT OF BYLAWS

Section 1. Adoption

The date of this revision of the AAC Bylaws is October 5, 2012.

Section 2. Amendments

Proposed amendments to these bylaws shall be presented in writing to the AAC one regular meeting prior to the regular meeting at which a vote on them will take place. Approval of any proposed amendment to these bylaws shall require a vote of a quorum of the membership of the AAC.

The AAC adopted these revised Bylaws on the _____ day of _____, 2012.

Mike Befeler, Co-Chair

Justine Irwin, Co-Chair

These revised Bylaws were approved by the BOCC on the _____ day of _____, 2012.

BOCC Representative