

**[ALAMEDA COUNTY] COUNCIL FOR AGE FRIENDLY COMMUNITIES
BYLAWS AMENDMENT**

**ARTICLE 1
Name of the Council**

The name of this Council shall be the “[Alameda County] Council for Age Friendly Communities,” hereinafter referred to in these Bylaws as the “Council.”

**ARTICLE 2
Offices of this Council**

The office for the Council is located at the Alameda County Social Services Agency, Department of Adult & Aging Services, 6955 Foothill Boulevard, Suite 300, Oakland, California 94605-2405.

**ARTICLE 3
PURPOSE AND RESPONSIBILITIES OF THE COUNCIL**

Section 1. General Purpose

The Council is appointed by the Alameda County Board of Supervisors to coordinate efforts to effect policy and system changes that enhance the health and social well-being of older adults. The Council will engage leaders, consumers and providers to develop and sustain a community framework that fosters healthy aging.

The major functions of this Council are:

1. To facilitate communication between leaders, consumers and providers that identify key issues for healthy aging communities
2. To conduct impact evaluations and analyze the effectiveness of age-friendly programs
3. To make policy recommendations and advance initiatives that promote the health and social well-being of older adults

Section 2. Specific Duties

In order to achieve its general purpose, the Council shall among other things:

- a. Provide annual reports to the Board of Supervisors and other interested parties on the initiatives impacting the older adult population in Alameda County

- b. Host public forums on the state of aging in Alameda County with consumer representation
- c. Support initiatives and programs that serve older adults through public outreach, advocacy and sharing resources
- d. Provide knowledge and expertise to policy makers and community-based programs that serve older adults to enact policies and practices that impact aging communities

FOR DISCUSSION

ARTICLE 4
Council Membership

Section 1. Appointments

The Board of Supervisors will appoint members to the Council.

Section 2. Number and Composition

The Council shall consist of 22 members (“Councilmembers”) as follows:

- a) Representatives from the Health Care Services Agency (2);
- b) Representative from the Community Development Agency(1);
- c) Representative from the Area Agency on Aging (1);
- d) Representative from a Transportation Agency (1);
- e) Representative from the Public Authority for In Home Support Services (1)
- f) Representative from the Senior Services Coalition (1);
- g) Representative from an Independent Living Organization (1)
- h) Representatives from Community Based Organizations (2)
- i) Representative from a Health Provider (1)
- j) Representatives from Cities (4)
- k) District 1 (Member at Large) (1);
- l) District 2 (Member at Large) (1);
- m) District 3 (Member at Large) (1);
- n) District 4 (Member at Large) (1);
- o) District 5 (Member at Large) (1);
- p) Two (2) additional at-large positions

Section 3. Term of Office and Resignations

All Councilmembers shall serve a three-year (3) term at the pleasure of the Board of Supervisors with a maximum of 12 successive years. Any vacancy on the Council shall be filled by the Board of Supervisors in the same manner as the original appointment. Any person appointed to fill a vacancy shall serve for the unexpired term of the Councilmember he or she succeeds. Any Councilmember may resign by giving written notice to the Chairperson of the Council. The resignation shall be effective when the notice is given.

Section 4. Duties and Responsibilities of Councilmembers

1. Attendance

- A. All Councilmembers shall be in attendance at the hour and day appointed for each regular, special or recessed meeting.
- B. A Councilmember may be excused from attendance with a *valid* reason which shall be as follows:

EXCUSED absences may be due to planned events such as vacation, medical appointments, military service, family activities, jury duty, and funerals that conflict with a regularly scheduled Council meeting. Councilmembers must provide advance notification to the Council's designated staff person.

UNPLANNED may be reported in a timely manner and excused by the Council Chairperson or designee for a valid reason including personal illness, family emergencies or other unavoidable urgent reason.

- C. A non-valid absence is any absence other than an excused or unplanned absence.
 - D. The Executive Committee may grant Councilmembers requiring an extended period of EXCUSED absence a six month leave of absence for personal injury/illness, care of a parent, spouse or child.
 - E. The Executive Committee shall review attendance, every six months, of the Councilmembers, to ensure compliance of these attendance Bylaws.
2. Removal of Councilmembers

A Councilmember can be removed from the Council by majority vote of the Council and declaration of the Board of Supervisors under the following circumstances:

- i. More than 3 consecutive absences or 3 unexcused absences
- ii. Failure to adhere to limitations regarding lobbying,

ARTICLE 5 Meetings

Section 1. Quorum

- a. Unless a quorum is present, no business requiring a vote of the Council or any of its committees may be transacted. A quorum shall be the number of members equal to, or greater than, 50% of the appointed voting members of the Council, or its committees.

Section 2. Regular and Annual Meetings

- a. Regular meetings of the Council shall be held each month at a site designated by the Council. Monthly meetings may be omitted, as long as the Council meets a minimum of ten times a year.
- b. The Council and its committees shall comply with the rules established by the Ralph M. Brown Act (Government Code Section 59450 and a copy shall be provided to all Council members) in conducting all meetings.
- c. Agendas for regular meetings, special meetings, and meetings of standing committees shall specify the time and place of the meeting and shall contain

a brief description of each item of business to be transacted at the meeting, including items to be discussed in closed session. At least seven (7) days before a meeting, copies of the agenda shall be mailed to Councilmembers (or standing committee members in the case of a committee meeting); posted in a place easily accessible to the general public; mailed to anyone who had made a written request for such notice during the current calendar year.

Section 3. Special Meetings

The Chairperson of the Council, the Vice Chairperson, or any two (2) Councilmembers may call special meetings of the Council. Notice for a special meeting shall be made in the same manner as for regular meetings.

Section 4. Adjourned Meetings

Regular, special, and standing committee meetings may be adjourned in compliance with the Brown Act. All persons who were entitled to notice of the meeting shall receive notice of the date, time, and place to which the meeting is adjourned, or of the next meeting at which items on the agenda of the adjourned meeting will be considered. A notice of adjournment shall be posted in the place where the meeting would have been held, and in a place accessible to the general public, stating the date, time and place of the next meeting. In the case of a cancelled meeting, the notice should state whether the agenda items will be considered at the next committee meeting or at a meeting of the full Council.

Section 5. Closed sessions

Closed sessions shall be conducted in accordance with the Brown Act.

Section 6. Notice

Notice of the time and place of regular and special meetings shall be given to each Councilmember by First-Class mail at least seven (7) days before the time set for the meeting. For emergency meetings, notice shall be given by one of the following methods: (a) personal delivery; (b) telephone call either directly by the Chairperson or by a person designated by the Chairperson; or (c) electronic transmission at least seventy-two (72) hours before the meeting.

ARTICLE 6 Committees of the Council

Section 1. Executive Committee

- a. The Executive Committee shall consist of the Chairperson, Vice Chairperson and three (3) Councilmembers appointed by the Chairperson, for a maximum of five (5) persons. Three (3) members of the committee shall constitute a quorum.

- b. The Executive Committee shall meet at least once a month and on an emergency basis, when notified by the Chairperson. Monthly meetings may be omitted, as long as the Executive Committee meets a minimum of ten times a year.
- c. The Executive Committee shall have the power to act on behalf of the Council at any time, provided that the Executive Committee quorum includes either the Council Chairperson or Vice-Chairperson and meets the three member quorum requirement. Any action taken by the Executive Committee on behalf of the Council must be ratified by the Council at its next regularly scheduled meeting.
- d. The Executive Committee shall recommend when an Ad-Hoc or Standing Committee should be established by the Council.

Section 2. Standing Committees

- a. The standing committees of the Council shall be the Committee on Policy and Legislation, the Committee on Impact Analysis, and the Committee on Age-Friendly Communities. The Council may create additional standing committees by majority vote, each consisting of at least three (3) Council Members. Additional standing committees shall be subject to the same rules and procedures as the standing committees created in these Bylaws. The standing committees shall make recommendations to the full Council. The action of all committees is subject to the approval of the full Council.
- b. The Council Chairperson shall make appointments to the committees.
- c. The Council Chairperson may appoint one or more committee members as alternate members of any such committee, to replace any absent member of a committee at any meeting.

Section 3. Ad-Hoc Committees

- a. Throughout the year, there are events or actions that are required by the Council that require the creation of an ad-hoc committee. These ad-hoc committees do not continue throughout the year but are necessary for a period of time.
- b. The Council may create additional ad-hoc committees by majority vote, each consisting of at least three (3) Councilmembers. Additional ad-hoc committees shall be subject to the same rules and procedures as the ad-hoc committees created in these Bylaws. The ad-hoc committees shall make recommendations to the full Council. The action of all committees is subject to the approval of the full Council.
- c. The Council Chairperson shall make appointments to the committees.
- d. The Council Chairperson may appoint one or more committee members as alternate members of any such committee, to replace any absent member of a committee at any meeting.
- e. Nomination Committee: This ad-hoc committee shall be appointed by the Council Chairperson in September to propose nominations for the officer

elections in November. The committee shall report to the Council no later than the meeting in October with their nominations for the upcoming election. The committee shall be responsible for conducting the election process at the November Council meeting. The committee shall swear in the newly elected officers at the January Council meeting.

ARTICLE 7 Officers and Responsibilities

Section 1. Officers

The officers of the Council shall consist of the Chairperson and Vice Chairperson,

Section 2. Election and Term of Officers

- a. The two (2) officers of the Council shall be elected at the annual regular meeting held during the month of November. Each Councilmember shall cast one vote by ballot. Each Councilmember voting must be present at the November meeting. No Councilmember may vote by proxy. The candidate receiving the highest number of votes in each of the two (2) positions shall be elected as that officer for the next calendar year.
- b. No Councilmember shall be elected as an officer of the Council without serving one (1) full year as a Councilmember.
- c. No Councilmember shall serve as an officer of the Council for more than two (2) consecutive years.

Section 3. Chairperson

- a. He or she shall preside at all meetings of the Council.
- b. Shall determine whether there are extraordinary circumstances to warrant an excused absence of a Council member.
- c. Shall appoint a Nomination Committee in the month of September.
- d. Shall exercise and perform such other powers and duties as the Council may assign.

Section 4. Vice Chairperson

- a. He or she shall perform all duties of the Chairperson, during his or her absence.
- b. He or she shall have all powers of and be subjected to all restrictions of the Chairperson, during his or her absence.
- c. Shall have such other powers and perform such other duties as the Council may assign.

ARTICLE 8 Staffing

The Social Services Agency shall provide, to the extent funds are made available by the Board of Supervisors, staff and supplies necessary to assist the Council in the performance of its duties, including but not limited to the issuance of notices and agenda for all meetings and maintaining a book of minutes for all meetings. The Assistant Agency Director of the Department of Adult and Aging Services will have responsibility for overseeing the support of the Council.

ARTICLE 9 Maintenance of Council Records and Reports

Section 1. Council Records

- a. Written minutes of the proceedings of the Council and its committees.
- b. A record of each Councilmember name, address, title, and Council responsibility.

Section 2. Council Inspection Rights

Every Councilmember may inspect the records, books and documents of the Council. Reasonable notice must be given to staff to make the records, books, or documents available.

Section 3. Copies and Extracts

Any inspection under this section may be made in person and the right to inspection includes the right to copy and make extracts.

ARTICLE 10 Compensation and Reimbursement of Councilmember

Any request for compensation or reimbursement for expenses incurred for conferences and meetings (including food, lodging, air, car, or bus costs must be approved prior to travel or purchase by the Social Services Agency and the Board of Supervisors. Any such authorized expenditure will be recorded as a line item in the Department of Adult and Aging's financial or annual budget.

ARTICLE 11 Conflict of Interest Policy

The Council Chairperson shall ensure that each Councilmember and each staff person who is either subject to the conflict of interest policy or is responsible for investigating possible conflicts of interest on the part of the Council members or staff shall receive a copy of these Bylaws.

- a. All Council officers, members and committee members must neither cast a vote on, nor participate in, any decision-making capacity on the provision of

services by such member (or any organization which that member directly represents), nor on any matter which would provide any direct financial benefit to that member or a member of his or her immediate family. To participate in a decision-making capacity includes discussing an issue and influencing, or trying to influence, other Council or committee members or staff to take a position for or against an issue.

- b. All Council officers, members and committee members will neither solicit nor accept gratuities, favors, or anything of monetary value from contractors, potential contractors, or parties to agreements or sub agreements made with the Council.
- c. All Council officers, members and committee members shall not be financially interested in any action made by them in their official capacity or in any action of the Council. Each member shall comply with the California Political Reform Act of 1974 - 2015 (a copy shall be provided to all Councilmembers). No member shall make, participate in making or in any way attempt to use his or her official position to influence a decision of the Council in which he or she knows or has reason to know, he or she has a financial interest. A member of the Council has a financial interest in a decision if it is reasonably foreseeable that the decision will have a material financial effect on the Councilmember or Councilmember's immediate family or in his/her business entity, real property, or source of income.
- d. Each Council or committee member is required to disqualify (recuse) him or herself from participation in a decision which may have a foreseeable material financial impact on his or her financial interests.
- e. No Council or committee member shall receive at any time any money that was donated to, raised by, or held in the name of the Council.

ARTICLE 12 Rules of Order

The most recent edition of *Roberts Rules of Order* shall apply to all questions of parliamentary procedure used at all Council meetings.

ARTICLE 13 Amendment of Bylaws

Amendment of the Bylaws requires a two-thirds vote of the Councilmembers present at a meeting where a quorum is present. Approved amendments shall take effect once they are approved by the Board of Supervisors. Any amendments to the proposed amendments shall be handled according to the same procedures as the original amendments.

ARTICLE 14

Severability

If any part of these Bylaws is held to be null and void by any competent court of law, the remaining portion of the Bylaws shall not be affected.

FOR DISCUSSION