

# **Up-Island Council on Aging By-Laws**

Established March 23, 1972

Approved November 12, 2024

## **ARTICLE I - ESTABLISHMENT**

The name of the organization shall be the “Up-Island Council on Aging,” hereinafter referred to as the “Council,” as established by the town meetings of the towns of Aquinnah, Chilmark, and West Tisbury, Massachusetts (the “Up Island Community”), pursuant to chapter 40 of the Massachusetts General Laws.

## **ARTICLE II - PURPOSE**

- a. Identify the total needs of elders (those who are 60 years old or older) in the Up Island Community;
- b. Educate citizens and enlist the support and participation of all to meet the needs of elders in the Up Island Community and to recognize such assistance;
- c. Design, advocate for, implement, and coordinate services to fill the needs of elders in the Up Island Community; and
- d. Cooperate with the Massachusetts Executive Office of Elder Affairs and Elder Services of Cape Cod and The Islands, Inc., and to be cognizant of state and federal legislation and programs regarding elders.

## **ARTICLE III - OFFICES**

The principal office of the Council shall be located at the Howes House 1042 State Road in the Town of West Tisbury, Massachusetts. All mail shall be delivered to Up-Island Council on Aging, PO Box 3000, PMB Box 3174, West Tisbury, Massachusetts, 02575, unless another address shall be specified by the Director or officers of the Council Board of Directors.

## **ARTICLE IV –BOARD MEMBERS**

The Board of Directors of the Council (the “Board”) shall total nine (9) members (“Members”) and be composed of three (3) Members from each of the towns in the Up Island Community. Members shall reflect the makeup of the community at large and be residents of the community as demonstrated in the Towns’ residents lists.

Members shall be appointed by the Select Board of the town in which that person resides. Members shall be appointed for a three-year term.

No person shall serve more than two consecutive terms, plus any portion of an unfilled term. There shall be at least a one-year hiatus prior to appointment of a Member who has served two consecutive terms. The hiatus shall commence upon the Member’s

completion of the second full term.

A board vacancy that occurs during a term shall be filled through appointment by the respective Select Board; such term shall expire at the end of the original term. All Members shall be sworn in by their respective town clerk within 30 days of their appointments.

## **ARTICLE V - VOTING RIGHTS OF MEMBERS**

All voting rights shall be vested in the Members, and each Member shall be entitled to one vote with respect to any question or matter that may come before the Board.

## **ARTICLE VI - MEETINGS OF MEMBERS**

### **Section 1 - Regular Meetings**

Regular meetings of the Board shall generally be held the first Tuesday of the month with the following exceptions:

Meetings shall not be scheduled:

- a. on Massachusetts legal holidays,
- b. when the appearance of an invited municipal official or other guest of the Board conflicts with the scheduled meeting, and
- c. when the scheduled meeting conflicts with a town meeting of any of the towns in the Up Island Community.

The Chair can schedule additional regular meetings to replace any canceled meetings or when the first Tuesday of the month is unavailable for reasons stated in this Section 1, above.

Provided that they comply with existing or amended provisions of the state's Open Meeting Law, the meetings may be held in person or an online meeting platform accessible by the public.

### **Section 2 - Regular meeting Notice**

In accordance with the provisions of the Open Meeting Law (Chapter 38 section 23B M.G.L.), the Board shall provide forty-eight hour notice and post notice in each of the three Up Island Community Town Halls, each of the three Up Island Community Libraries, and

the principal office of the Council and in its newsletter(s) and social media.

### **Section 3 - Special/Emergency Meetings**

Special meetings of the Board may be called at any time by the Chair or at the request of a majority of the Members. Emergency meetings of the Board may be called by the Chair or Vice-Chair.

In the instance of a special meeting, notice must be given to each Member at least forty-eight hours prior to the scheduled meeting time, excluding Saturdays, Sundays and legal holidays. Public notice of the special meeting shall be given at least forty-eight hours prior to the meeting and shall be posted in each of the three Up Island Community Town Halls, each of the three Up Island Community Libraries, and the principal office of the Council and in its newsletter(s) and social media.

In the instance of an emergency meeting, notice must be given to each Member and public notice shall be posted as soon as reasonably possible prior to the meeting. Such notice shall be posted in each of the three Up Island Community Town Halls, each of the three Up Island Community Libraries, and the principal offices of the Council on Aging and in its newsletter(s) and social media.

### **Section 4 - Annual Meeting**

The annual meeting of the Board shall be held on the third Thursday in September for the purpose of electing officers and presenting the Chair, Director, and Committee reports. Notice of the annual meeting shall state the purpose for which the meeting is called and the time and place where it is to be held. Such notice shall be posted at least ten days prior to the scheduled meeting time excluding Saturdays, Sundays and Massachusetts legal holidays.

### **Section 5 - Quorum**

At all meetings of the Board, the presence of a majority of Members and at least one Member from each of the three towns of the Up Island Community shall be necessary and sufficient to constitute a quorum for the transaction of any business. Vote shall be cast only by Members in attendance either physically in person or authorized remote platform. There shall be no voting by proxy for any Members.

### **Section 6 - Conduct and Manner of Meetings**

Provided that they comply with existing or amended provisions of the state's Open Meeting Law, the meetings may be held in person or an online remote meeting platform accessible by the public.

All meetings shall be guided by Robert's Rules of Order.

## **Section 7 - Resignation**

In the event that a Member wishes to resign from the Board, the Member shall notify the Board and the appointing Select Board in writing.

## **Section 8 - Attendance**

Regular attendance in person or authorized remote platform (*e.g.*, Zoom) is expected of all Members. In the event of absence of any Member for three consecutive meetings, except for reasons of health or extenuating circumstances as duly reported to the Chair in advance of Board meetings, the Board shall request the resignation of that Member through the appropriate Select Board.

## **ARTICLE VII – BOARD OFFICERS**

### **Section 1 - Background**

The officers of the Board shall consist of a Chair, Vice-Chair, and Secretary. Officers of the Board shall be Members and shall be elected at the annual meeting of the Board and shall take office upon election.

Election of officers to fill vacancies created by death, resignation, or other cause may take place at any regular, special, or emergency meeting and shall be for the unexpired term of the previous incumbent. The office of Chair, if vacated, shall be filled by the Vice-Chair for the unexpired term of the Chair's normal term of office. The position of the Vice-Chair will then be filled by election.

### **Section 2 - Chair**

The Chair shall preside at all meetings of the Board, and pursuant to the direction of the Members and the Director of the Council, the Chair shall prepare an agenda, nominate all committees, and be an ex officio member of all committees.

The Chair shall ensure that each Member shall, upon being sworn in, be given a copy of M.G.L., section 23B [the Open Meeting Law], information about the State Conflict of Interest training, current Council By-Laws, and other Board documents.

### **Section 3 - Vice-Chair**

During the absence or disability of the Chair, the Vice-Chair shall exercise all the functions of the Chair and, when so acting, shall have all the powers and be subject to all the restrictions of the Chair.

## **Section 4 - Secretary**

The Secretary shall:

- a. Record, distribute, and post all the proceedings of the meetings of the Board
- b. Cause all notices to be given in accordance with the bylaws and state statutes
- c. Perform all duties relevant to the office of Secretary, including duties related to correspondence
- d. Record all names, contact information and dates of appointments of Members of the Board

## **Section 5 - Representation**

Except for the Chair and the Vice-Chair, no Member or its staff shall make written or oral representations for the Board unless authorized by a majority of the Members.

## **ARTICLE VIII - BOARD STAFF RELATIONSHIP**

The Board is primarily advisory; Members shall refrain from supervisory and day to day management activities. The Board shall consult with the Director and other staff in policy matters.

The Board shall have the power and authority to employ any clerical or other assistance the Board may require to perform its duties within the limits of the approved budgets. No Member shall assign duties to Council staff.

The Board shall be responsible for the advertising, interviewing, and, pursuant to Article IX Section 3, recommendation to the West Tisbury Select Board of a candidate for the Director's position. The Director shall hire all subordinate staff positions.

The Board is responsible for the annual Director's Performance Review.

## **ARTICLE IX - BOARD COMMITTEES**

### **Section 1 - General considerations**

- a. The Board may vote to establish ongoing, ad hoc or special committees. Each committee shall report to the full Board. Committees do not need to be composed of Members; provided, however, that at least one Member shall serve on any committee.
- b. Each Board committee shall select its own chair, who must be a Member.

## **Section 2 - Liaison appointments**

The Board may establish and maintain a liaison position with affiliated associations. Such person or persons shall report to the Board.

## **Section 3 - Director Position Vacancy**

In the event the position of Director of the Council becomes vacant, a search committee will be established by the Board. This Search Committee shall be composed of at least one Member from each town in the Up Island Community and at least one Council client. The Search Committee shall present its recommendation to the Board for approval. The approved candidate will be presented to the West Tisbury Select Board.

## **ARTICLE X- AMENDMENTS**

Amendments or alterations of these bylaws may be considered at either a regular, special, or emergency meeting of the Board called for such purpose, in which case notification of the meeting and its purpose shall be given as required by Sections 2 and 3 of Article VI of these By-Laws. Accompanying this notification shall be a summary of the proposed action, the full text of the proposed amendment or alteration and a statement of the purpose of the proposed changes. The proposed amendment or alteration of the bylaws must be approved by not less than two-thirds of the Members.

## **ARTICLE XI - OTHER PROVISIONS**

If any part of these bylaws that conflicts with municipal ordinances or bylaws, those of the municipality shall have precedence.

## **EFFECTIVE DATE**

The effective date of these bylaws shall be the date of that meeting at which they shall have been approved by an affirmative vote of not less than two-thirds of the members present.