

COA By Laws

Up-Island Council on Aging By-Laws

Established March 23, 1972

Amended September 9, 1994

Approved by Attorney General 2nd of May, 1972

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 meeting votes of the towns of West Tisbury, Chilmark and Gay Head, Massachusetts, in pursuant to chapter 40, of the Massachusetts general laws.

ARTICLE II- PURPOSE

- a. To identify the total needs of elders in the community;
- b. To educate citizens and enlist the support and participation of all to meet the needs of elders, and to recognize such assistance;
- c. To design, advocate for, and/or implement services to fill these needs, or to coordinate existing services; and
- d. To 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 in the Town of West Tisbury, Massachusetts. All mail shall be delivered to Up-Island Council on Aging, P.O. Box 3174, West Tisbury, Massachusetts, 02575 unless another address shall be specified by the director or officers of the Council.

ARTICLE IV- MEMBERSHIP

The Council shall consist of a minimum of nine, but not more than fifteen members with not less than three representatives from West Tisbury, Chilmark and Gay Head.

Prospective Council members shall be recommended by a majority of the existing members of the Council, and no person so recommended for Council membership is to serve on the Council until appointed by the Board of Selectmen of the town in which that person resides. Such persons shall be appointed for a three year term.

No person shall serve more than two terms in succession, plus any portion of an unfilled term. There shall be at least a one year hiatus prior to re-appointment after the second full term is served.

Council membership shall reflect the makeup of the community at large and shall be comprised of at least fifty-one (51%) elders (persons sixty and over).

All members shall be sworn in by the town clerk within 30 days of their appointments. Vacancies shall be filled through recommendation of the Board Members; such term shall expire at the end of the original term.

ARTICLE V - VOTING RIGHTS OF MEMBERS

All voting rights shall be vested in the members, and each individual member shall be entitled to one vote with respect to any question or matter that may come before a meeting of the members of the Council.

ARTICLE VI MEETINGS OF MEMBERS

Section 1 Regular Meetings

Regular meetings of the members of the Council shall be held generally every other month, or a minimum of six meetings per year, with the following exception:

- a. Meetings will not be scheduled on legal holidays.
- b. When the appearance of an invited municipal official or other guest of the Council conflicts with the scheduled meeting.
- c. When the scheduled meeting conflicts with a town meeting.

Section 2 - Regular meeting notice; accompanying material

- a. In accordance with the provisions of the open meeting law, (Chapter 39 section 23B, M.G.L.) the Council shall provide for proper forty-eight hour notice and postings of its meetings in at least three public places; three (3) Up Island Town Halls, three (3) Up Island Libraries and the Up Island Council on Aging.
- b. The Council shall make available to its members minutes of the previous meeting, and an agenda for the upcoming meeting at least seven days prior to each regular meeting.

Section 3 - Special/Emergency Meetings

Special meetings of the Council may be called at any time by the Chair at the request of a majority of the Council. Due written or verbal notice, except in an emergency, must be given to each member of the Council at least forty-eight hours prior to the scheduled meeting time.

Section 4 - Annual Meeting

The annual meeting of the Council shall be held on the third Thursday in September for the purpose of electing officers and presenting the Chair, Director and Committee reports

Section 5 - Annual Meeting Notice

Notice of the annual meeting of members, stating the purpose for which the meeting is called and the time and place where it is to be held, shall be posted in at least three (3) public places in each town and/or published in a local newspaper of general circulation and the senior newsletter "Harborlights" not less than ten (10) days before the meeting.

Section 6 - Quorum

At all meetings of the members of the Council, the presence of at least one member from each of the three towns of the consortium shall be necessary and sufficient to constitute quorum for the transaction of any business. Vote shall be cast only by members in attendance.

Section 7 - Conduct of Meetings

All meetings shall be conducted in accordance with Roberts' Rule of order.

Section 8 - Resignation

In the event that a member wishes to resign from the Council, he/she shall notify the selectmen and the Council in writing.

Section 9 - Attendance

Regular attendance is expected of all members. In the event of absence of any member for three (3) consecutive meetings, except for reasons of health or extenuating circumstances as duly reported to the Chair in advance of Council meetings, the Council shall request resignation of that member through the selectmen. Three unexcused absences during calendar year shall constitute an automatic dismissal from the Council.

ARTICLE VII - OFFICER

Section 1 - Background

The officers of a Council shall consist of a Chair, Vice-Chair and Secretary. Officers of the Council shall be elected at the annual meeting of the Council 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 or special/emergency meeting and shall be for the unexpired term of the previous incumbent; however, 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 Council, and subject to the direction of the members of the Council, prepare an agenda in conjunction with the Director, nominate all committees, and be an exofficio member of all committees.

The Chair or his/her designee shall ensure that each member of the Council on Aging shall, upon being sworn in, be given a copy of M.G.L., section 23B [the open meeting law]. (State law requires dissemination of this material to all appointed or elected municipal boards).

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 all the proceedings of the meetings of members
- b. Cause all notices to be given in accordance with the bylaws (and state statute - Ch. 39, s.23B M.G.L.);
- c. Perform all duties relevant to the office of Secretary, including duties related to correspondence.

Section 5 - Representation

No member of the Council or its staff shall make written or oral representations for the Council unless authorized by Council vote.

ARTICLE VIII - STAFF

The Council shall have the power and authority to employ any clerical or other assistance it may require to discharge its duties within the limits of the approved budgets.

No Council on Aging member shall make requests of staff or assign duties.

The Council shall fill all vacant and new positions in accordance with municipal personnel practices and procedures.

The Director shall (recommend for) hire all subordinate staff positions. (The Council shall assist with the recruitment of personnel).

ARTICLE IX - BOARD COMMITTEES

Section 1 General considerations

a. The Council may vote to establish ongoing, ad hoc or special committees to address issues in the following areas; finance, personnel & legislative, transportation, nutrition, building fund, and fund raising, outreach, newsletter, long-range planning, executive, program or other. Each committee shall report to the Council on Aging.

b. At least one member of the Council shall serve on any committee.

c. Each Council committee shall select its own chair.

Section 2 Liaison appointments

The Council may establish and maintain a liaison position with the Board of Selectmen, Finance Committee, the home care corporation (Elder Services), "Friends of the Up-Island Council on Aging," and others. Such person/s shall report to the Board.

ARTICLE X - AMENDMENTS

Amendments or alterations of these bylaws may be considered at either a regular or special meeting of the Council called for such purpose. In either case, notification of the meeting and its purpose shall be given at least seven (7) days prior to assembly. 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 change/s. The proposed amendment or alteration of the bylaws must be approved by the majority of the members of the Council.

ARTICLE XI - OTHER PROVISIONS

If any part of these "policies or procedures" (bylaws) is in conflict with municipal ordinances or bylaws, those of the municipality shall have precedence.

EFFECTIVE DATE

The effective date of these "policies and procedures" (bylaws) shall be the date of that meeting at which the bylaws shall have been approved by an affirmative vote of not less than two-thirds of the members present. These "policies and procedures" (bylaws) were approved on September ninth, 1994.