

Up-Island Council on Aging By-Laws

Established March 23, 1972

Amended September 9, 1994

Amended _____ 2024

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 Aquinnah, Chilmark, and West Tisbury Massachusetts, pursuant to chapter 40 of the Massachusetts General Laws.

ARTICLE II - PURPOSE

- a. Identify the total needs of elders (60+) in the community;
- b. Educate citizens and enlist the support and participation of all to meet the needs of elders, and to recognize such assistance;
- c. Design, advocate for, and/or implement services to fill these needs, or to coordinate existing services; 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 (hereinafter referred to as the Board).

ARTICLE IV - BOARD MEMBERS

The Board shall consist of a minimum of nine, but not more than fifteen members with no fewer than three representatives and no more than 5 representatives from each of the towns of Aquinnah, Chilmark, and West Tisbury.

Prospective Board members shall be appointed by the Select Board 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.

Board vacancies shall be filled through appointment by the respective Select Board(s); such term shall expire at the end of the original term. All Board members shall be sworn in by their respective town clerk within 30 days of their appointments.

Board membership shall reflect the makeup of the community at large and shall be comprised of at least fifty-one (51%) of persons age 55+ over.

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 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 at 11:00 am, with the following exceptions:

Meetings will not be scheduled;

- a. on legal holidays,
- b. when the appearance of an invited municipal official or other guest of the Board conflicts with the scheduled meeting,
- c. when the scheduled meeting conflicts with a town meeting.

The Chair can schedule additional regular meetings to replace any canceled meetings.

Provided that they comply with existing or amended provisions of the state's Open Meeting Law, the meetings may be held in person, via Zoom or in a hybrid manner.

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 postings of its meetings in the three (3) Up Island Town Halls, the three (3) Up Island Libraries, and the Up Island Council on Aging and their newsletter(s) and social media.

Section 3 - Special/Emergency Meetings

Special meetings of the Board may be called at any time by the Chair at the request of a majority of the Board. 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 of the Board 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 the three (3) Up Island Town Halls, the three (3) Up Island Libraries, and the Up Island Council on Aging and their newsletter(s) and social media.

In the instance of an emergency meeting, notice must be given to each member of the Board and public notice shall be posted as soon as reasonably possible prior to the meeting. Such notice shall be posted in the three (3) Up Island Town Halls, the three (3) Up Island Libraries, and the Up Island Council on Aging and their 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.

Section 5 - Meeting Notices

For all regular meetings, the Board shall provide notice to the public at least forty-eight hours prior to the scheduled meeting time excluding Saturdays, Sundays and legal holidays.

For all special meetings, notice must be given to each member of the Board and to the public at least forty-eight hours prior to the scheduled meeting time excluding Saturdays, Sundays and legal holidays.

For all emergency meetings, notice must be given to each member of the Board and public notice shall be posted as soon as reasonably possible prior to the meeting.

Notice of the annual meeting, which shall state the purpose for which the meeting is called and the time and place where it is to be held, shall be posted at least ten (10) days prior to the scheduled meeting time excluding Saturdays, Sundays and legal holidays.

All notices of meetings shall be posted in the three (3) Up Island Town Halls, the three (3) Up Island Libraries, and the Up Island Council on Aging, and their social media.

Section 6 - Quorum

At all meetings of the Board, a majority of members and the presence of at least one member from each of the three towns of the Council 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 via Zoom. There shall be no

voting by proxy for any members of the Board.

Section 7 - 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, via Zoom or in a hybrid manner.

All meetings shall be conducted in accordance with Robert's Rules of Order.

Section 8 - 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 9 - Attendance

Regular attendance in person or via Zoom 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 Board meetings, the Board shall request resignation of that member through the appropriate Select Board. Three unexcused absences during a calendar year shall constitute an automatic dismissal from the 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 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 or special/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 of the Board and the Director of the UICOA, the Chair shall prepare an agenda, nominate all committees, and be an ex officio member of all committees.

The Chair or the Chair's designee shall ensure that each member of the Board shall, upon being sworn in, be given a copy of M.G.L., section 23B [the Open Meeting Law], information about the State Conflict on Interest training, current UICOA 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 of the Board or its staff shall make written or oral representations for the Board unless authorized by Board vote.

ARTICLE VIII - BOARD STAFF RELATIONSHIP

The Board is primarily advisory; Board 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 discharge the Board's duties within the limits of the approved budgets. No Board member shall assign duties to UICOA staff.

The Board shall be responsible for the advertising, interviewing, and, pursuant to Article IX Section 3, recommendation of a candidate for hire for the Director's position to the West Tisbury Select Board. 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.
- b. At least one member of the Board shall serve on any committee.
- c. Each Board committee shall select its own chair. Each committee shall be chaired by a member of the Board.

Section 2 - Liaison appointments

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

Section 3 - Director Position Vacancy

In the event the position of Director of the UICOA becomes vacant, a Search Committee will be established by the Board. This committee shall be comprised of at least one UICOA Board member from each town, and UICOA clients. The Search Committee shall present its recommendation(s) to the UICOA 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 or special meeting of the Board called for such purpose. In either 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 of alteration, and a statement of the purpose of the proposed change/s. The proposed amendment or alteration of the bylaws must be approved by not less than two-thirds of the members of the Board.

ARTICLE XI - OTHER PROVISIONS

If any part of these bylaws is in conflict 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.