

**BYLAWS
ADVISORY COUNCIL
NORTH CENTRAL AREA AGENCY ON AGING, INC.**

ARTICLE I - NAME

The Name of the organization shall be the Advisory Council of the North Central Area Agency on Aging, Inc., (NCAAA) hereinafter referred to as the Council.

Resources:

1. Older Americans Act of 1965, as amended.
2. Community Services Policy Manual for Title III Programs of the Older Americans Act, of the State of Connecticut Department of Social Services, Elderly Services Division; and
3. Bylaws of the North Central Area Agency on Aging, Inc.'s Board of Directors.

ARTICLE II - PURPOSE

The Council shall provide the North Central Area Agency on Aging Board of Directors, hereinafter referred to as the Board, with advice and counsel on matters relating to the development of the Area Plan and operations conducted there under; work within their communities toward the implementation of the Area Plan; and mobilize community resources for elderly programs. Specific Council responsibilities are described in the following sections:

A. The Council shall develop an Area Plan to:

1. Review service needs of older citizens and submit service priority recommendations to the Board of Directors.
2. Review and comment on the needs and objectives of the Area Plan prior to the Board approval.

B. The Council shall assess projects and:

1. Review and comment on the monitoring reports submitted by the Title III grantees/contractors.
2. Monitor grantees/contractors with agency staff on an annual basis.

C. The Council shall have responsibilities in funding proposals and shall:

1. Review all proposals submitted by local agencies requesting Older Americans Act funds to operate a Title III project, prior to the Board approval.

2. Review proposals as submitted or summaries prepared by staff, prior to the proposal review meeting. Discuss, raise questions, request additional information, and comment on the adequacy of the proposed service provider at the proposal review meeting.
 3. Make proposal-funding recommendations to the Board for their consideration. Final funding decisions are made by the Board.
- D. The Council shall develop and implement programs designed to educate people about the needs, opportunities, problems, etc. of older people so that they will be informed advocates.
- E. The Council shall assist in public and community relations and shall:
1. Make a concerted effort to inform older people, specifically, and all citizens generally, about the services of Title III projects, the Area Agency, the Older Americans Act, other services for older people in the area and the accomplishments of older people.
 2. Assist staff to prepare and disseminate press releases to accomplish the public relations functions.

ARTICLE III - COUNCIL MEMBERS

A. COMPOSITION OF THE COUNCIL

The Council shall consist of no less than twenty (20) and no more than thirty (30) members. Older low-income and minority persons shall be represented at least in proportion to the number of minority and low-income persons in the area. Over one-half of the Council shall be consumers of services (60 years and older) under the Area Plan; the remainder shall be broadly representative of the total community. The Area Agency Executive Director shall serve as an ex-officio member of the Council.

B. TERM OF OFFICE

1. Council members shall be elected for a period of three years. One-third of the Council shall be elected each year and one-third shall rotate off the Council each year. Individuals may be elected to complete the term of Council members who have terminated prematurely.
2. No Council member shall be allowed to serve more than two consecutive three-year terms or a total of six consecutive years. However, at the discretion of the Chair, a member in good standing's term may be extended indefinitely.
3. A former Council member may be re-elected to the Council after being off the Council for one year.

C. METHOD OF SELECTION

Recommendations for potential members shall be solicited from the chief executive officer of each town and from committees on aging, municipal agents and service providers.

D. TERMINATIONS/RESIGNATIONS

Advisory Council members MUST attend three general membership meetings annually, unless excused by the Advisory Council Chairperson or they will be automatically terminated by the Advisory Council. Council members may be excused from regularly scheduled meetings by calling the NCAAA office. Council members who choose to resign prior to the completion of their term must notify the Council Chairperson in writing.

E. REPLACEMENTS

Members who terminate or resign shall be replaced by appointment by the Council Chairperson to fill the vacancy until the Annual Meeting.

F. CONFLICT OF INTEREST POLICY

1. Any Council member who stands to benefit, or who is a paid staff or Board member of an organization which stands to benefit from any decision by the Council shall disclose that conflict of interest and refrain from discussion or voting on the issue.
2. Any Council member who is an employee of an agency or city/town department that has requested funds from NCAAA shall not review their agency or department proposal and will abstain from voting on the request for funds submitted by their respective agency.
3. Any Council member who serves on the Board of Directors of an agency that requests Title III funds shall not review the agency's proposal and will abstain from voting on the request for funds submitted by the agency.

ARTICLE IV - COUNCIL MEETINGS

A. REGULAR MEETINGS

The Council shall meet a minimum of four times a year. The Chairperson of the Council, or his/her authorized representative, shall be responsible for providing written notification of each meeting at least seven days in advance of the meeting.

B. SPECIAL MEETINGS

A special meeting may be called by the Chairperson of the Council, or at the request of a majority of the Council. The seven-day written notice requirement may be suspended but a minimum of 48 hours notice is required.

C. AGENDA

Subjects to be considered at a regular or special meeting shall be specified in the meeting call. The agenda shall be prepared by the Chairperson in consultation with the Executive Director and shall include items submitted by the Council.

D. QUORUM

A majority of the members of the Council present at a Council meeting or polled by phone shall constitute a quorum for the purposes of legally transacting business. The business transacted and actions taken shall be by a majority vote of those present or polled by phone.

All meetings will be governed by *Robert's Rules of Order*.

ARTICLE V - OFFICERS AND COMMITTEES

A. DESIGNATION OF OFFICERS

The officers of the Council shall be Chairperson, Vice-Chairperson and Secretary. The attendance policy of the Council also pertains to officers.

B. THE NOMINATING PROCESS AND THE NOMINATING COMMITTEE

1. The Chairperson of the Council, with the approval of Council, shall appoint a Nominating Committee. The Committee will be comprised of at least one member of its Council who will serve as Chairperson and four other persons.
2. The Nominating Committee shall develop a slate of officers and persons to fill vacant terms on the Council, all of whom shall stand for election at a meeting of the Council. The composition of the Council shall be representative of the area served by the Agency.
3. Fifteen days prior to the meeting all nominations shall be closed.
4. The Committee will present its slate at a meeting of the Council. This slate shall be mailed at least seven days prior to the meeting. Additional names or slates placed in nomination shall be presented at the meeting. Voting shall take place at the meeting.

C. DUTIES AND POWERS OF OFFICERS

1. Chairperson

The duties of the Chairperson shall be to:

- a. Preside at all Council meetings;
- b. Serve as a member of the Board;
- c. Prepare the agenda with the Executive Director;
- d. Notify members of all regular and special meetings;
- e. Prepare an annual report of Council activities;
- f. Appoint chairmen to standing and ad hoc committees with full Council approval;
- g. Serve as ex-officio member of all committees; and
- h. Appoint individuals to complete a vacated term on the Council until the annual meeting.

2. Vice- Chairperson

The duties of the Vice-Chairperson shall be to:

- a. Preside at all Council meetings when the Chairperson is not present;
- b. Assist in the preparation of the annual report of Council activities; and
- c. Perform all such duties as may be requested by the Chairperson.

3. Secretary

The duties of the Secretary shall be to:

- a. Take the minutes of all regular and special meetings;
- b. Preside at all council meetings when both the Chairperson and Vice-Chairperson are not present;
- c. Assist in the preparation of the annual report of Council activities; and
- d. Perform all such duties as may be requested by the Chairperson.

D. TERM OF OFFICE

Officers are elected for a term of one year and can be re-elected for a total of three terms.

E. COMMITTEES

There shall be three (3) standing committees as follows:

Nominating Committee
Program Review and Evaluation Committee
Allocations Committee

Members of the standing committees shall be appointed to the committee of their choice by the Chairperson. Council members MUST serve on at least one sub-committee. Members may be removed or replaced at the discretion of the Chairperson or the Committee Chairperson.

1. Nominating Committee

Meets on an "as needed basis" to review and secure candidates for vacant positions. The Nominating Committee develops a slate of officers and names of persons to fill vacant terms, as provided in Article V, Section B.

2. Program Review and Evaluation Committee

Monitors all programs funded by NCAAA. Conducts on-site visits during the funding year and submits Program Review Reports to the Advisory Council and the Board of Directors.

3. Allocations Committee

Determines program criteria and meets during the spring of the year to review proposals submitted by local agencies requesting Older Americans Act funds to operate programs that serve older persons, as provided in Article II, Section C.

4. Ad Hoc Committees

Ad Hoc Committees may be established as the Council deems appropriate. The Council Chairperson shall appoint individuals to chair such committees, as provided in Article V, Section C.1. Members of such committees may be appointed by the Council Chairperson or the Committee Chairperson.

ARTICLE VI - Amendments

Except as otherwise required by law, these bylaws may be amended at any regular meeting of the Advisory Council or at any special meeting called for that purpose, provided that written notice of the proposed amendment shall have been given to each Advisory Council member at least fifteen (15) days prior to such meeting. Such amendment shall require an affirmative vote by two-thirds of the member of the Advisory Council present at a duly constituted meeting.

APPROVED 3/20/1991

AMENDED 5/19/1993

AMENDED 10/20/1993

AMENDED 06/21/1995

AMENDED 08/21/1996

AMENDED 11/19/1997

AMENDED 02/16/2000

AMENDED and APPROVED 10/16/2002