



Sonoma County Area Agency on Aging

3725 Westwind Boulevard, Suite 101, P.O. Box 4059, Santa Rosa, CA 95402
(707) 565-5950 Fax (707) 565-5957

AAA ADVISORY COUNCIL BYLAWS

ADOPTED MAY 1980

AMENDED & RESTATED: May 5, 1998

AMENDED & RESTATED: October 9, 2007

AMENDED & RESTATED: April 20, 2011

AMENDED & RESTATED: March 18, 2015

AMENDED & RESTATED: *[Pending BOS Approval]*

ARTICLE I

NAME

The name of this organization shall be the Sonoma County Area Agency on Aging Advisory Council, hereinafter known as the Council.

AUTHORIZATION

The Sonoma County Board of Supervisors, on June 7, 1977, established the Sonoma County Commission on Aging to provide assistance and advice on matters concerning seniors.

On December 11, 1979, the Board of Supervisors established the Sonoma County Area Agency on Aging (AAA) and named the Commission on Aging as the AAA Advisory Council. On May 14, 1980, the California Department of Aging designated the Sonoma County Board of Supervisors as the governing body to the Area Agency on Aging, establishing Sonoma County as Planning and Service Area No. 27 (PSA 27).

As required by the Older Californians Act of 1996, the Area Agency on Aging and the AAA Advisory Council will operate in compliance with the Older Americans Act and applicable regulations.

ARTICLE II

DUTIES AND POWERS

The Council shall:

- A. Serve as adviser to the Area Agency on Aging and its governing board, the Sonoma County Board of Supervisors.
- B. Act as an independent advocate for older adults, adults with disabilities, and their caregivers, taking positions on matters pertaining to federal, state, and local policies, programs and procedures, and any legislation affecting older persons.
- C. Actively seek advice from senior advocacy organizations, elected officials, and the general public for the purpose of advocating for and making formal presentations on issues of concern to older adults, adults with disabilities, and their caregivers.
- D. Inform Sonoma County older adults, adults with disabilities, caregivers and their advocates and organizations on specific legislation pending before federal, state, and local governments.
- E. Disseminate information of interest and concern to older adults, adults with disabilities, and their caregivers.
- F. Be actively involved in the development, implementation, and monitoring of the Area Plan and updates.
- G. Hold public hearings on the four-year Area Plan and updates in accordance with all state legal requirements.
- H. Prepare an annual report that gives the Council's recommendations to improve the lives of older adults, adults with disabilities, and their caregivers, and a summary of its activities for the previous year.

ARTICLE III

MEMBERSHIP

- A. Composition
 1. The Council shall consist of twenty-one (21) members.
 2. A majority of Council members shall be persons sixty (60) years of age or older.
 3. Council membership shall reflect the geographic, racial, economic, and social demographics of Sonoma County.
 4. The Older Americans Act (OAA), as amended in 2020, directs the AAA to establish an Advisory Council consisting of older individuals (including minority individuals and older individuals residing in rural areas) who are:
 - a. Participants or people who are eligible to participate in programs assisted under the OAA,
 - b. Family caregivers of such individuals,
 - c. Representatives of older individuals,
 - d. Service providers,
 - e. Representatives of the business community,
 - f. Local elected officials,
 - g. Providers of veterans' health care (if appropriate), and

- h. The general public.
- B. Appointments. Ten (10) members shall be appointed by the Sonoma County Board of Supervisors, two (2) from each supervisorial district. Recommendations for appointment may be made by AAA staff or seated Council members.
- C. Elections. Eleven (11) at-large members shall be elected by majority vote of the Council. At-large members can be from any supervisorial district.
- D. Terms. Terms of appointments and elections are two (2) years. There is no limit to the number of terms a member may serve.
- E. Member Commitment
 - 1. Each Council member shall serve on at least one (1) standing committee.
 - 2. Attendance
 - a. Every member shall be in attendance at the hour appointed for regular and special meetings of the Council and standing committees.
 - b. Members with inconsistent attendance shall be contacted by a member of the Executive Committee to discuss a solution. If attendance concerns are not resolved, the Executive Committee may terminate membership by majority vote.
 - c. A leave of absence of up to three months may be granted by the Executive Committee.
- F. Termination
 - 1. Membership may be terminated at any time by a member's appointing authority.
 - 2. Membership may be terminated if a member fails to fulfill the duties of Council membership.
- G. Public Statements
 - 1. Any public statement, report, or recommendation being issued in the name of the Council shall be approved by majority vote of members.
 - 2. Any written communication made in the name of the Council shall include the authorized signature of the AAA Director or the Council Chairperson.
 - 3. Council members are free to express their own opinions and recommendations when acting independently as a member of the public and not representing the Council.
- H. Reimbursement. Within the limits of the AAA budget, members shall be reimbursed for authorized out-of-pocket expenses in performing Council business.

ARTICLE IV

MEETINGS OF THE COUNCIL AND COMMITTEES

- A. Parliamentary Rules and Procedures. Meetings shall be conducted in accordance with Robert's Rules of Order and California's Ralph M. Brown Act unless otherwise stated in these bylaws. AAA staff shall provide guidance on these requirements.
- B. Types of Meetings and Schedules
 - 1. Regular meetings of the Council and standing committees shall be held monthly except for the months of July and August. December meetings are optional.
 - 2. Workgroups meet on a schedule determined by their members.
 - 3. Special meetings may be called as needed.

- C. Quorum. A majority of members shall be present in order for substantive business to be conducted.
- D. Voting
 - 1. A member shall be present to vote, either in person or by teleconference (audio or video). No proxies will be recognized.
 - 2. Council members shall abstain from discussion and voting on any item which involves a conflict of interest as defined in the Conflict of Interest Statement approved by Sonoma County Counsel.

ARTICLE V

ELECTION AND DUTIES OF OFFICERS

- A. Officer Nominations and Elections
 - 1. The Council shall assemble a Nominating Committee to prepare a slate of officer nominees at least once every two (2) years.
 - 2. The Council shall hold officer elections at a regular Council meeting at least once every two (2) years.
- B. Officer Terms and Duties
 - 1. Terms of office are two (2) years. Officers are limited to two (2) consecutive terms in any one office.
 - 2. An officer appointed or elected to serve more than one (1) year of a vacated office shall be considered to have served a full two-year term.
 - 3. The Chairperson shall:
 - a. Preside at meetings of the Council and Executive Committee, enforcing rules and designating who is to speak at any given time.
 - b. Call special meetings when necessary.
 - c. Serve as an ex-officio member of standing committees.
 - 4. The Vice-chairperson shall serve as Chairperson in the absence of the Chairperson.
 - 5. The Secretary shall:
 - a. Read correspondence addressed to the Council at each meeting.
 - b. Serve as meeting timekeeper, as needed.
 - c. Serve as Chairperson in the absence of the Chairperson and Vice-Chairperson.
- C. Officer Absences and Vacancies
 - 1. If all officers are absent from a meeting, members present shall designate a temporary presiding officer.
 - 2. If a Chairperson position becomes vacant, the Vice-Chairperson shall succeed to that office.
 - 3. Other vacancies may be filled by Executive Committee appointment for the remainder of the term.

ARTICLE VI

COMMITTEES

- A. Standing committees shall have continuing subject matter jurisdiction over a matter of interest to the Council and make ongoing recommendations to the Council.
 - 1. Executive Committee
 - a. Members shall be the Advisory Council Officers, the Chairpersons of other standing committees, the immediate past Chairperson, and the Triple A Council of California (TACC) representative.
 - b. The Executive Committee reviews staff and committee recommendations and finalizes agendas for Council meetings.
 - 2. Other standing committees may be established and dissolved by majority vote of the Council.
 - a. Members shall be elected or appointed members of the Council. Public participation is welcome, however only Council members have voting privileges.
 - b. Committee members select a Chairperson and Vice-Chairperson. Terms of office are two (2) years. Officers are limited to two (2) consecutive terms in any one office.
- B. Workgroups (*ad hoc* committees) are not subject to Brown Act requirements as long as:
 - 1. Membership is composed solely of Council members that do not constitute a quorum,
 - 2. The workgroup serves a limited or single purpose and is dissolved when its specific task is completed, and
 - 3. The meeting schedule is not determined by the Council.

ARTICLE VII

AMENDMENT OF BYLAWS

These bylaws may be amended by two-thirds ($\frac{2}{3}$) vote of Council members present and voting and approval of the Sonoma County Board of Supervisors.