



**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

---



**SONOMA COUNTY AAA ADVISORY COUNCIL**

**BY-LAWS**

**ADOPTED MAY 1980**

**AMENDED & RESTATED: May 5, 1998**

**AMENDED & RESTATED: October 9, 2007**

**AMENDED & RESTATED: April 20, 2011**

**AMENDED & RESTATED: March 18, 2015**

**ARTICLE I**

**NAME**

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

The Board took action on December 11, 1979 to establish the Sonoma County Area Agency on Aging and named the Commission on Aging as the Advisory Council to the Board of Supervisors on this Area Agency's functioning. On May 14, 1980, the Sonoma County Board of Supervisors was designated as the Area Agency on Aging, Planning and Service Area No. 27 (PSA 27), and the Commission on Aging became the Sonoma County Area Agency on Aging Advisory Council. This action completes the major goal of the original Commission on Aging.

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

### STATEMENT OF DUTIES AND POWERS OF THE COUNCIL

- Section 1 The Council shall serve as an advisor to the Sonoma County Board of Supervisors (the governing body of the Area Agency on Aging).
- Section 2 The Council shall act as an independent advocate for seniors, adults with disabilities, and their caregivers, taking positions on matters pertaining to Federal, State, and local policies, programs, procedures, and any legislation affecting older persons.
- Section 3 The Council shall 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 seniors, adults with disabilities, and their caregivers.
- Section 4 The Council shall inform local seniors, adults with disabilities, and caregiver advocates and organizations on specific legislation pending before local, State, and Federal governments.
- Section 5 The Council shall disseminate information of interest and concern to seniors, adults with disabilities, and their caregivers.
- Section 6 The Council shall work with Agency staff to develop, implement, and monitor the four-year Area Plan and annual updates.
- Section 7 The Council shall hold public hearings on the four-year Area Plan and updates in accordance with all State legal requirements.
- Section 8 The Council shall work with Agency staff to produce the annual report in accordance with the Older Californians Act. The report shall be prepared within six (6) months of the close of the fiscal year and shall contain a summary of the Council's activities and projects, finances, a list of Council members, and any other information specifically requested by the Board of Supervisors or the California Department of Aging.

## ARTICLE III

### MEMBERSHIP

- Section 1 In compliance with Federal and State regulations, membership of the Council shall be composed of the following:
- A) A majority of persons sixty (60) years of age or older.
  - B) Members who reflect the geographic, racial, economic, and social complexion of the planning and service area they represent.
  - C) At least one (1) member who represents the interests of the disabled.
- Section 2 The Council shall consist of twenty-one (21) members.

Section 3 Council members serve for two (2) years from their appointment/election and may be re-appointed/re-elected for additional two-year terms.

## ARTICLE IV

### APPOINTMENT AND SELECTION PROCESS

Section 1 The Council members shall be appointed/elected through a process designated by the local governing body in PSA 27. Membership composition shall be as shown in Article III and Article IV, Section 3.

Section 2 Appointment

- A) No more than fifty (50) percent of the Council's membership shall be appointed by one (1) official or body of officials.
- B) The Sonoma County Board of Supervisors shall appoint ten (10) area representatives, two (2) from each supervisory district.

Section 3 Election

The Council shall elect eleven (11) members, five (5) of whom represent each of the supervisory districts, and six (6) member-at-large positions. A minimum of one (1) member shall represent each category below:

- A) Minority individuals (as defined in the Older Americans Act).
- B) Individuals with disabilities.

Section 4 Council Election Process

- A) The Executive Committee acts as a standing membership committee, and they shall receive and review all applications, other than Supervisor appointments, taking into consideration Article III, Sections 1 and 2. The Committee's recommendations shall be submitted to the full Council, and a majority vote is required for final election.
- B) Applications shall be submitted only by individuals residing in PSA 27.
- C) Notice of vacancies shall be published countywide, and vacancies shall be filled by the foregoing process.

## ARTICLE V

### ATTENDANCE AT MEETINGS

- Section 1 All members shall be in attendance at the hour appointed for each regular and special meetings of the Council and respective committee meetings. No person may be absent for three (3) consecutive regular meetings or three (3) consecutive regular Standing Committee meetings without a leave of absence approved by the Executive Committee. A leave of absence may be granted for up to three months.
- Section 2 A written notice of delinquency shall be sent to the member after the third consecutive unapproved absence. Appeals to the process may be made to the Executive Committee.
- Section 3 When necessary, members shall be replaced according to the designated process as shown in Article IV.

## ARTICLE VI

### OFFICERS

- Section 1 The officers of the Council shall consist of a Chairperson, Vice-Chairperson, and Secretary. They shall be elected at the annual meeting held in May. Each term of office shall be for one (1) year, and officers may serve only two (2) consecutive terms in any one office.
- Section 2 Vacancies occurring during an officer's elected term shall be filled as follows:
- A) Should the office of Chairperson become vacant, the Vice-Chairperson shall succeed to that office.
  - B) Other vacancies occurring shall be filled by appointment of the Executive Committee for the remainder of the unexpired term.
- Section 3 Nomination of Officers
- A) The Nominating Committee shall consist of three (3) members: one person selected by the Executive Committee at their March meeting, one selected by the Chairperson of the Advisory Council at or prior to the March meeting, and one elected by the Advisory Council at the March meeting.
  - B) The Advisory Council Chairperson shall appoint the Chairperson of the Nominating Committee from the three members.
  - C) The members of the Nominating Committee shall serve no more than one (1) consecutive appointment.
  - D) The Nominating Committee shall meet prior to the April Council meeting to prepare a slate of nominees. The Nominating Committee report shall be signed by each member and indicate the nominees to the offices of Chairperson, Vice-Chairperson, and Secretary.

- E) No member of the Nominating Committee shall be nominated nor accept a nomination to office during his/her tenure on said committee.
- F) The slate will be presented to the full Council at their April meeting. Additional nominations may be made from the floor at that time.
- G) This slate of candidates, comprised after the April meeting, shall be mailed to all members of the Advisory Council one (1) week prior to the May Council meeting.

#### Section 4 Election of Officers

- A) The election shall take place at the annual meeting held in May at which time all nominees must either be present to affirm his or her consent to serve or have provided a written consent to serve.
- B) Nominations from the floor will again be considered. These nominees must also give verbal or written consent to serve.
- C) An individual receiving a plurality of votes for any office shall be deemed to have been elected.
- D) In the event of a tie vote, there shall be a second vote on that particular office. If a second vote also ends in a tie, the office shall be filled by the toss of a coin.
- E) Elected Officers shall begin their term on July 1st.

### ARTICLE VII

#### DUTIES OF OFFICERS

##### Section 1 Duties of the Chairperson

- A) The Chairperson shall preside at all meetings of the Council and of the Executive Committee.
- B) The Chairperson shall call special meetings of the Council and of the Executive Committee when necessary.
- C) The Chairperson shall serve as an ex-officio member of all committees except the Nominating Committee.
- D) The Chairperson shall see that members of the public have an opportunity to speak on agenda items at the appropriate time.
- E) The Chairperson shall perform all duties necessary or incidental to this office.
- F) The Chairperson shall appoint a temporary Secretary in the event of the absence of the Secretary at any meeting of the Council.

##### Section 2 Duties of the Vice-Chairperson

- A) The Vice Chairperson shall perform the duties of and exercise the power of the Chairperson during the absence of the Chairperson.
- B) The Vice Chairperson shall serve as parliamentarian when necessary.

### Section 3 Duties of the Secretary

- A) The Secretary shall assure that the minutes of each Council and Executive Committee meeting are kept and distributed. In the absence of the Chair and Vice-Chair, the Secretary shall perform the duties of and exercise the power of the Chairperson during his/her absence.
- B) The Secretary shall read all correspondence addressed to the Council at each meeting.

### Section 4 Absence of the Officers

In the absence of all of the officers at any Council meeting, the members present shall choose a presiding officer for that meeting.

## ARTICLE VIII

### VOTING REQUIREMENTS AND PROCEDURES

- Section 1 Every member must be present in person to vote, and no proxies shall be recognized. A majority of members shall constitute a quorum. No formal action can be taken in the absence of a quorum. At the discretion of the Chairperson, each member shall vote by roll call on each issue that comes before the Council for action.
- Section 2 Council members shall abstain from discussion and voting on any item which involves a conflict of interest. Conflict of interest shall be defined as shown in the Advisory Council procedure entitled "Conflict of Interest" approved by the Sonoma County Counsel and the AAA Advisory Council.
- Section 3 When members of the Council or its committees are declared to be in a conflict of interest situation, the remaining members shall constitute a quorum for the purpose of voting.

## ARTICLE IX

### MEETINGS

#### Section 1 Regular Meetings

The Council shall hold a regular meeting on the third (3rd) Wednesday of any month that the Council deems such a meeting take place. The meeting location shall be determined at the preceding meeting. If the regular meeting day falls on a legal holiday, the Council may fix another day. All meetings shall be open to the public except for those which, pursuant to the Brown Act, are convened to deal specifically with personnel issues.

## Section 2 Special Meetings

Special meetings of the Council may be called by order of the Chairperson or a majority of the body by delivering personally or by mail written notice to each member of the Council, a local newspaper of general circulation, and a radio or television station. Such notice shall be delivered personally or by mail at least twenty-four (24) hours before the time of such meeting, as specified in the notice. The notice shall specify the time and place of the special meeting and the business to be transacted. No other business shall be considered at such meetings by the Council.

## Section 3 Brown Act

All meetings of the Council and its committees shall be called, noticed, held and conducted in accordance with the Ralph M. Brown Act. Consistent with Section 54954.3 of the Brown Act, the agendas for the regular meetings shall provide an opportunity for members of the public to address the Council on items of interest to the public that are within the subject matter jurisdiction of the Council. Persons wishing to speak shall first be recognized by the Chairperson, then allowed a reasonable time to speak.

## Section 4 Rules of Order

Meetings, hearings, and other business of the Council shall be conducted in accordance with Robert's Rules of Order, the latest edition, except as provided in these By-Laws.

# ARTICLE X

## PUBLIC HEARINGS

Section 1 Prior to the adoption of the annual Area Plan or subsequent amendments to the Area Plan, public hearings shall be held allowing area residents the opportunity to comment. Such public hearings shall be widely advertised and shall follow procedures established by the Council. No quorum is necessary for a public meeting, and no business will be transacted unless the requirements for a regular or special meeting have been met.

Section 2 The Council may call public hearings on any of its proposed reports or statements and may assign the responsibility for such meetings to a committee.

# ARTICLE XI

## MINUTES AND AGENDA OF REGULAR MEETING

Section 1 All meetings of the Council shall be recorded and the minutes kept for a minimum of one (1) year.

- Section 2 The minutes of each meeting of the Council shall be delivered personally or by mail (postal or electronic) to each member of the Council or posted on the Area Agency on Aging web site, no later than forty-eight (48) hours prior to the next meeting and be sent to all persons requesting them.
- Section 3 The agenda of meetings, including the time and place, shall be delivered personally or by mail (postal or electronic) to the members of the Council or posted on the Area Agency on Aging web site, at least forty-eight (48) hours prior to the time of the meeting.
- Section 4 The agenda shall be posted in a location freely accessible to the public seventy-two (72) hours before the Advisory Council's regular meeting.

## ARTICLE XII

### REPORTS AND PUBLIC STATEMENTS

- Section 1 All reports of the Council ordinarily shall be delivered personally or by mail (postal or electronic) or posted on the Area Agency on Aging web site in draft form to each member of the Council prior to the date of the meeting at which the report is proposed for consideration and action thereon by the Council.
- Section 2 Approval of any report, oral or written, or public statements of Council members shall require an affirmative vote of the majority of the active members.
- Section 3 None of the above shall preclude any Council member from expressing his/her opinions or recommendation when acting solely as an individual and not as a member of the Council.
- Section 4 All communications from the Council shall be sent out with the authorized signature of the Director of the Area Agency on Aging or the Chairperson of the Council.

## ARTICLE XIII

### COUNCIL COMMITTEES AND TASK FORCES

- Section 1 Committee Organization and Procedures
- A) The Advisory Council has the power to establish and dissolve Standing Committees as recommended by the Executive Committee to address emerging community needs.
  - B) The following committees of the Council are comprised of Advisory Council members only: Executive Committee, Planning and Funding Committee, Nominating Committee, and By-Laws and Procedures Committee. Appointments are for one-year terms.



- C) Each Council member shall serve on at least one (1) standing committee. See Section 2.
- D) The Council's Legislative Committee, Transportation and Mobility Committee, and selected task forces are comprised of Council members and volunteers. Appointments are for one-year terms.
- E) The membership of each committee shall select its own chairperson. No chairperson shall serve more than two (2) consecutive years as chairperson of any one (1) committee. The Chairperson of each committee must be an Advisory Council member.
- F) Meetings by the respective committees shall be held subject to the Chairperson's request to convene or upon request by a majority of the members provided written or oral notice is given to each member at least seventy-two (72) hours prior to the time of the meeting.
- G) When holding public meetings in the community, committees and task forces shall have as their objective to draw from the community people who have concerns in the fields being examined and invite them to participate in arriving at conclusions.
- H) All recommendations and/or reports of the committees shall be brought to the Council in writing through the chairperson of the committee or his/her designee.
- I) A committee constitutes a miniature assembly being able to act only when a quorum (a majority of the members) is present.

## Section 2 Workgroups

- A) Workgroups may be created for a limited time by the Council for the purpose of studying or working on any topic related to the mission of the Council.
- B) Membership in workgroups can include Council members and members of the public.
- C) Workgroups will report to the appropriate Standing Committee.

## Section 3 Reports

- A) Reports and/or recommendations of all Standing Committees shall be made to the full Council.

## ARTICLE XIV

### REIMBURSEMENT FOR MEMBERS

Members shall be reimbursed for out-of-pocket expenses in performing functions relating to advocacy for seniors, adults with disabilities, and their caregivers within the limits of the budget of the Area Agency on Aging.

## ARTICLE XV

### AMENDMENTS TO BY-LAWS

- Section 1 Notice of any proposed amendment to these By-Laws shall be delivered personally or by mail (postal or electronic) to each member of the Council or posted on the Area Agency on Aging web site at least thirty (30) days in advance of the meeting when the amendment is to be considered.
- Section 2 Amendments to the By-Laws, with the exception of Board of Supervisor Appointments, after thirty (30) days' notice, may be adopted by the affirmative vote of two-thirds (2/3) of all members of the Council and with the approval of the Board of Supervisors.

\* \* \*