

**BYLAWS OF THE COUNCIL ON AGING
TOWN OF PEMBROKE, MASSACHUSETTS**

Article 1 – Establishment

The name of the organization shall be the Pembroke Council on Aging, hereinafter referred to as the Council as established by the town meeting vote of Pembroke, Massachusetts on 5/6/75 pursuant to Chapter 40, section 8B, of the Massachusetts General Laws.

Article II – Purposes

The basic purposes of the Council are:

- 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.
- d.) To cooperate with the Massachusetts Executive Office of Elder Affairs, and the area agency on aging, and to be cognizant of state and federal legislation and programs regarding elders.
- e.) To work with the Director in partnership for the best interests of the town's senior citizens.
- f.) To act at all times in a manner that is supportive to the Council and the Senior Center. Where a Board Member feels there may be a conflict of interest, the member is expected to bring the matter before the Board for its collective consideration and recommendation.
- g.) Membership may be revoked, for cause, with the recommendation of the Board and approved by the Board of Selectmen.

Article III – Offices

The principal office of the Council shall be located at the Pembroke Council on Aging, 144 Center Street, Pembroke, MA 02359.

Article IV – Membership

- a.) The Council shall consist of 9 members.
- b.) Prospective Council members shall be nominated by a majority of the existing members of the Council and no person so nominated for Council membership is to serve on the Council until Appointed by the Board of Selectmen.

- c.) Such persons shall be appointed on a rotating basis, so that not more than three new members shall be appointed annually, each for a three-year term.
- d.) Council Membership shall reflect the makeup of the community at large. There is no age restrictions for candidates for board membership.
- e.) As a board policy, members should agree to attend at least one training program or elder conference (of their choice) during each year of Board service.
- f.) All members shall be sworn in by the town clerk within seven days of their appointments.
- g.) Insofar as possible, Board membership shall reflect the makeup of the community at large and shall be comprised of at least fifty-one percent (51%) persons age sixty and older.

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 – Meeting of Members

Section 1, Regular Meetings

Regular meetings of the members of the Council shall be held at the principal office on the 3rd Wednesday of each month with the following exceptions:

- a.) When Wednesday falls on a legal holiday, the meeting scheduled for that night shall be held. on the following night.
- 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 hours) notice and posting of its meetings. This does not include weekends or holidays.

Section 3, Special/Emergency Meetings

Special meetings of the Council may be called at any time by the Chair at the request of five members or a majority of the Council. Due verbal notice must be given to each member

of the Council at least 48 business hours prior to the scheduled meeting time.

Section 4, Annual Meeting

The annual meeting of the Council shall be held on the 3rd Wednesday of July for the purpose of electing officers (and presenting the Chair, Vice Chair, Treasurer and Clerk).

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 conspicuous places two weeks prior to the annual meeting.

Section 6, Quorum

At all meetings of the members of the Council, the presence of a simple majority of the total membership shall be necessary and sufficient to constitute a quorum for the transaction of any business. Votes shall be cast only by members in attendance.

Section 7, Conduct of Meetings

All meetings shall be conducted in accordance with Roberts' Rules 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. Six absences during any calendar year shall constitute an automatic dismissal from the Council with the exception of extenuating circumstances as determined by the Board.

Article VII – Officers

Section 1, Background

- a.) The officers of the Council shall consist of a Chair, Vice-Chair, Secretary (Clerk) and a Treasurer (or Assistant Officers).

- b.) Officers of the Council shall be elected at the annual meeting of the Council and shall take office upon election (or at the end of the meeting).
- c.) 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 un-expired term of the previous incumbent.

Section 2, Chair

- a.) The Chair shall be the chief executive of the Council, and subject to the direction of members of the Council, shall have charge of the business, affairs, and property of the Council in its general operations. He/she shall prepare an agenda in conjunction with the Director/Coordinator, preside at all meetings of the members, nominate all committees, and be an ex-officio member of all committees.
- b.) 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 the M.G.L., Chapter 39, section 23B (the open meeting law). (State law requires dissemination of this material to all appointed or elected municipal boards).

Section 3, (First) Vice-Chair

During the absence or disability of the Chair, the (first) 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/Clerk

The secretary/clerk shall:

- a.) Record all the proceedings of the meeting of members.
- b.) Cause all notices to be given in accordance with these bylaws (and State statute, CH 39, s. 23B, M.G.L.).
- c.) Perform all duties relevant to the office of Secretary/Clerk
- d.) The Council may appoint a recording secretary, or include duties related to correspondence to this section.
- e.) Secretary must file monthly the accepted Secretary's report with the Town Managers/Selectmen at the town clerk's office.

Section 5, Treasurer

The Treasurer shall:

- a.) Have oversight of funds, securities, and receipts of the Council.
- b.) Render to the Chair and to the members a monthly statement of the financial condition of the Council, including its grants, fund, and line-item balances.

Section 6, Representation

Article VII, Section 5 c, notwithstanding, no member of the Council or its staff shall make written or oral representations for the Council unless authorized by Council vote (or in pursuance of job requirements).

Section 7, Alternate Member

Alternate Members may be nominated and approved by the Board, to serve in an advisory role, and voting role as needed to satisfy a Quorum. Alternate members are to be approved at the annual board meeting in December.

Article VIII – Staff

- a.) There shall be a Director of the Council on Aging who shall be recommended to the Town Manager by the Personnel Committee.
- b.) The Town Manager shall be the appointing authority in agreement with the Select Board.
- c.) The Director shall report directly to the Town Manager as needed.
- d.) The Council, with the recommendation of the Director, shall have the power and authority to employ any clerical or other assistance it may require to discharge its duties.
- e.) No Council on Aging member shall make requests of staff or assign duties without permission of the Director, if needed for Council business.
- f.) The Director/coordinator shall recommend for hire all subordinate staff positions. (The Council shall assist with the recruitment of personnel).

Article IX – Board Committees and General Considerations

- a.) The Council, from time to time, will establish committees necessary to further the mission of the organization.
- b.) The Nominating Committee will be a permanent committee of the Council and will

nominate officers and new members of the Council. (Part f below, refers to board orientation duties, which could constitute a separate committee function). Activities of the Nominating Committee are:

- 1.) To recruit, in conjunction with the Council, new board members.
 - 2.) To nominate Board Members.
 - 3.) To oversee the nomination of Board members and Officers
 - 4.) To maintain a roster of potential new members (and to maintain the Council on Aging Candidate Forms).
 - 5.) To maintain a minimum of 3 (three) members on a committee.
 - 6.) To arrange for/provide orientation to new members, including dissemination of the Following: Provisions of the Open Meeting Law "policies and procedures" (bylaws), Town and Elder Affairs annual reports, recent newsletters if applicable, budgets (Include past, current, and proposed), current grant sources, in-kind and volunteer support, and handouts (e.g. "alphabet soup" "Role of the COAs, etc.).
- c.) The Council Chair shall appoint all committee members. The members shall appoint the committee chair.
- d.) Each Council member shall agree to serve on a committee.
- e.) Each Committee Chair is encouraged to involve non-Council members on their committee.
- f.) No person shall serve as chair of a committee for more than three years in succession.
- g.) The Council may vote to establish other ongoing ad hoc, special committees to address issues.

Section 1. Personnel Committee

The personnel committee supports staff and volunteer recruitment, training, support and recognition.

Activities of the committee are:

- a.) To be cognizant of local municipal personnel policies and procedures.
- b.) To develop, with the Director, for board review and approval, job descriptions for staff.

- c.) To develop, with the Director, for Board review and approval, job descriptions for volunteers in conjunction with staff and the volunteers themselves.
- d.) To assist with developing performance criteria – including measurable program objectives.
- e.) To help recruit and recommend the hiring of a Director.
- f.) To provide for staff (and volunteer) development and continuing education.
- g.) To review comparable agency staff salary and fringe benefits as part of the budget process; prepare reclassification documents, if required.
- h.) To meet regularly (as needed) with the Director and report to the Board on any personnel matters which might arise.

Section 2, Legislative (Advocacy) Committee

The advocacy committee shall maintain an active interest in current legislation and Proposed rules and regulations that may seriously affect the Council and/or the Local senior population. This committee shall:

- a.) Be cognizant of State/Federal legislation which would affect the health and well-being of seniors.
- b.) Research bills, acts, administrative proposals, ordinances or bylaws which could have a significant impact on elders, and report on same to the Council and the community at large.
- c.) Take an active role in formulating and recommending policy responses to proposed legislation.
- d.) Maintain contact with legislative and other advocacy groups and organizations, including state and regional associations of COAs.
- e.) Be cognizant of affairs relating to health, health insurance, consumer protection, financial assistance and other matters of major interest to seniors.

Section 3, Miscellaneous

The Council may establish other committees to address issues such as transportation, nutrition, site/building maintenance, outreach, newsletter, long-range planning, executive, program development, hospitality, "Friends of _____", etc.

The Council may set up a non-voting affiliate membership or associate/advisory committee from local committees or organizations whose activities relate to the Council on Aging. Presiding

Officers or Chairs of recognized local senior citizens groups shall be eligible and strongly encouraged to participate as affiliate members and/or advisory committee members.

Liaison positions with the Board of Selectmen, Finance Committee, ASAP, AAA, "Friends of" and others shall provide regular written reports to the Council. Delegates shall be appointed by Board Chair and selected by a majority of COA Members.

Article X – Amendments

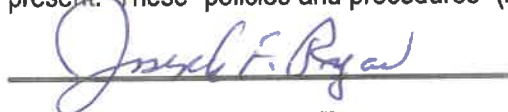
Amendments or alterations of these bylaws may be considered at either a regular or special meeting of the Council called for such purpose. In either case, notifications of the meeting and its purposes shall be given at least fourteen (14) days prior to assembly. Accompanying this notification shall be 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 the alteration of the bylaws must be approved by the majority or two-thirds of the members of the Council.

Article XI Other Provisions

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

Article XII – 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 the affirmative vote of not less than two-thirds of the members present. These "policies and procedures" (bylaws) were approved on May 19th 2021.



Chairman – Joseph Ryan



Vice Chairman – Pamela Blades



Secretary - John Melchin



Treasurer – James Kinkade