

# **GATEWAY AREA AGENCY COUNCIL ON AGING & INDEPENDENT LIVING**

## **BY-LAWS**

### **ARTICLE I**

#### **SECTION I: NAME**

This body shall be known as the Gateway Area Agency Council on Aging & Independent Living hereafter known as "Council".

#### **SECTION II: AUTHORITY**

This Council has been established under the provisions of the Older Americans Act of 1965, and subsequent amendments. This Council shall comply with and function under these applicable Federal and State Laws, Rules, and Regulations.

#### **SECTION III: PURPOSE**

The Council shall serve in the advisory capacity to the Gateway Area Development District Board of Directors.

### **ARTICLE II**

#### **SECTION I: FUNCTIONS**

This Council, in accordance with Federal and State regulations, shall advise the agency to:

1. Assist in the development and advise on the implementation of the Area Plan on Aging.
2. Conduct public hearings.
3. Represent the interests of older persons.
4. Review, comment, and act as liaison on community policies, programs, and action which affect older persons.

#### **SECTION II: COMPOSITION**

The Council shall include individuals and representatives of community organizations who will help to enhance the leadership role of the Gateway Area Agency on Aging and Independent Living in developing community-based systems of services. The Council shall be composed of not more than twenty-five (25) members. The Council shall be made up of:

1. Older persons, including minority individuals and older individuals residing in rural areas who are participants or who are eligible to participate in programs under the Older Americans Act;
2. Family caregivers of such individuals;
3. Representatives of older persons;
4. Service providers;
5. Representatives of business community;
6. Local officials
7. Providers of veterans' health care (if appropriate); and
8. The general public

### SECTION III: REPRESENTATION

Membership on the Council shall be consistent with the applicable requirements as outlined by the Older Americans Act and represent Bath, Menifee, Montgomery, Morgan and Rowan Counties.

1. To adequately represent older persons in the Gateway region, each County may have one member for every 1000 persons aged 60 or more based on the most recent estimates of the Federal-State Cooperative for Population Estimates (FSCPE) and each county shall be represented by no fewer than two (2) members and no more than six (6) members. Members shall be nominated by the Council, the County Judge Executives, the Mayors, the Senior Citizens Centers, and or the Nutrition Centers.
2. Up to ten (10) members at large may be nominated by the Council, the County Judge Executives, the Mayors, the Senior Citizens Centers, and the Nutrition Centers, but no more than three (3) members from any county. Each such nominee shall possess the qualifications to represent at least one of the groups identified in Article II Section II. Nominations from counties with the fewest current members shall be considered first.
3. When more than the allocated number of members is nominated from a county the Council shall consider the qualifications of each and select the most qualified nominee from that county.
4. When a vacancy is declared by the Chairperson, before the end of a member's term, that vacancy shall be filled by a nominee from the nominating committee and approved by the Council to fill the unexpired term.

## ARTICLE III

### SECTION I: TENURE OF MEMBERS

The term of each member shall be no more than three (3) years, determined by a rotation system that will allow more people to participate in serving on the Council. One third of the original membership shall serve for a term of three years, one third shall serve for a term of two years, and one third shall serve for a term of one year. The rotation system will be established by the Council and a date for the rotation of members take place. Members may succeed themselves only when no qualified nominee from the county is available. The Secretary shall provide a list of members and the dates of the expiration of their terms to the Council and the Gateway Area Development District Board of Directors not less than once each year.

### SECTION II: ABSENCES

Three (3) consecutive absences on the part of any member or his/her alternate to regularly scheduled or called Council meetings shall be interpreted as a possible lack of interest. The Chairperson of the Council or his/her designee shall at this point inquire as to whether the member intends to remain active on the Council. If this member indicates he/she is no longer interested in being an active member or if there is no reply, the chairperson shall consider this sufficient reason to declare a vacancy and for seeking nominations for his/her replacement by the nominating committee. If a member is unable to attend a Council meeting they may send an alternate or proxy via a written notification for that meeting.

### SECTION III: COMPENSATION AND REIMBURSEMENT

Members of the Council shall serve without pay, but to the extent provided by the Gateway Area Development District may be reimbursed for mileage necessary and actual expenses incident to duties as a member of the Council. Council members may be reimbursed for the use of their private vehicles while on Council business at the rate equal to that for state employees as determined by the Commonwealth of Kentucky's Finance and Administration Cabinet's Office of the Controller (per 200 KAR 2:006) at the time of travel.

## ARTICLE IV

### SECTION I: OFFICERS

The Council shall elect from its members the following officers: Chairperson, Vice Chairperson, and Secretary whose term shall be for one (1) year and may be re-elected by the Council for one (1) consecutive term.

### SECTION II: ELECTION

Officers of the Council shall be elected at the annual meeting in June by democratic process in an announced meeting held for this purpose. Names shall be offered by the Nominating Committee; however, nominations of candidates may be made from the floor.

### SECTION III: DUTIES OF THE CHAIRPERSON

The Chairperson of the Council will preside at all meetings of the Council and shall see that members of the Council are provided with minutes of meetings and all reports, findings, and recommendations compiled by or in behalf of all official action of the Council. The Chairperson or his/her designee will act as spokesperson to the Gateway Area Development Board of Directors, or any proper public meeting. The Chairperson may create and appoint members to ad hoc committees of task forces essential to the effective working of the Council. The Chairperson shall perform all duties normal to the principal officer of a duly constituted organization. The Chairperson shall vote only in the case of a tie vote.

The Chairperson shall appoint a nominating committee, which shall offer a slate of candidates at the Annual Meeting, in June.

### SECTION IV: DUTIES OF THE VICE CHAIRPERSON

The Vice Chairperson shall perform all duties of the Chairperson in the absence of that officer. The Vice Chairperson may perform such other duties as may be prescribed by the Council.

### SECTION V: DUTIES OF THE SECRETARY

The Secretary shall provide for the keeping of the minutes, see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law, provide a list of members and the dates of the expiration of their term to the Council, the Senior Centers, and the Gateway Area Development District Board not less than once each year, and in general perform all duties from time to time which may be assigned by the Chairperson of the Council.

### SECTION VI: STAFF ASSISTANCE

The Gateway Area Development District, subject to the limitations of funding, shall provide staff assistance to the Council. Such staff assistance shall be for the purpose of gathering and analyzing data, providing information, arranging meetings, and shall include secretarial functions such as assisting the Secretary in sending out meeting notices, keeping track of the members' terms, and taking meeting minutes.

## ARTICLE V

### SECTION I: MEETINGS

The regular meetings of the Council shall be held at least quarterly determined from the annual meeting in June. However, the Council may vote, at any regular meeting, or a special called meeting for the following regular meeting to be held at a different date, time, or place within the service area. The Council Chairperson or his/her designee shall notify all Council members by email, phone, or mail of any alterations to the date, time or place of the following regular meeting no less than five (5) days prior to the meeting.

### SECTION II: SPECIAL

Special meetings of the Council may be called by the Chairperson at any time and place within the service area by giving forty-eight (48) hours written notice by email or mail to members, which notice shall include an outlining of the business to be acted upon.

### SECTION III: QUORM

A quorum shall be necessary for transacting any business by the Council. A quorum of the Council shall consist of fifty-one Percent (51%) of voting members, or designated representatives where permissible, present in person. Where a Council member is unable to attend a meeting in person he/she may either send a proxy member in his/her place via a written designation or conference call in at the beginning of the meeting and listen or speak via a speaker phone while the meeting is in session. If a Council member plans to attend the meeting via a conference call, he/she must notify the Chairperson at least one (1) hour prior to the meeting to allow time for the conference call setup; a role-call vote shall be taken on all motions made during the meeting where one or more members is attending via a conference call.

### SECTION IV: PROCEDURE

All meetings shall be conducted in accordance with "Robert's Rules of Order" (Current Edition). Special rules of order as developed shall supplement parliamentary authority. (No resolution or item of business shall be adopted as an expression of the Council, unless the same shall be offered as a motion, duly seconded, and approved by a majority of the members voting. The minutes shall reflect the action.)

## ARTICLE VI

### SECTION I: STANDING COMMITTEES

This Council shall have Three (3) standing committees. These Committees shall be:

1. The Executive Committee. The Executive Committee shall be comprised of the Chairperson, Vice Chairperson, Secretary, and two members at large to be appointed from the Council. Meeting minutes of the Executive Committee shall be presented for approval at the next regularly scheduled meeting of the Council.
  - a. Each member of the Executive Committee shall be from a different county to assure adequate area representation.
  - b. The Executive Committee shall meet only on call of the Chairperson.
  - c. The Executive Committee shall be authorized to make whatever decisions are required in the interim between regularly scheduled meetings, subject to the review and approval by the full Council.
  - d. The elected members of the Executive Committee shall serve a term of one (1) year and may succeed themselves for one (1) additional term.
2. Senior Center Committee. The Senior Center Committee will review the current services and activities being provided at each senior center of the region and make recommendations for changes based on the current and anticipated future needs of the population that is to be served.
3. Legislative Committee. The Legislative Committee will advocate for issues affecting older residents and residents with independent living or mobility issues when communicating with federal, state, and locally elected officials. The committee will keep apprised any proposed or new legislation that will affect residents and present reports to the Council on the new laws.

The Chairperson of the standing committee shall be appointed by the Chairperson of the Council, subject to the approval of the Council.

### SECTION II: OTHER COMMITTEES

The Council may request special projects, reports, activities, and responsibilities through committee. The Chairperson with the approval of the council shall appoint from the membership the appropriate committees as may be necessary to accomplish the activities and responsibilities of the agency. Each of the committees shall function with the following criteria:

1. Statement of Purpose
2. Goals
3. Reporting of Activities to the Council

### SECTION III: POWER AND DUTIES

The committee chairperson shall call committee meetings as provided herein. Reasonable notice of the committee meeting shall be given to all committee members. The committee shall have such powers and duties as specifically provided in these By-Laws. The committee chairperson shall submit all committee reports requested by the Council at the following regular Council meeting. The chairperson shall provide to each Council member a copy of any report requiring action by the Council at least three (3) days prior to the Council's regular meeting. Progress reports shall be submitted at regular council meetings.

### SECTION V: VACANCIES

Vacancies on any committee may be filled for the unexpired portion of the term in the same manner as in regular appointments.

## ARTICLE VII

### SECTION I: ABSTENTION FROM VOTING

No council member shall vote on any matter which would involve a conflict of interest or have any direct or indirect personal gain. In general, such a conflict would occur, but not necessarily limited to, when a person has one (1) or more of the following relationships to the applicant:

1. Ownership
2. Director, trustee, or officers of the applicant's facility and/or proposal
3. Direct providers of professional services to or in the applicant's facility/service within the preceding eighteen (18) months.
4. Parents, spouse, children, brothers, sisters of one (1), two (2), or three (3) above.

### SECTION II: POSSIBLE CONFLICTS OF INTEREST

Whenever a council member has cause to believe that a matter to be voted upon would involve him/her in a possible conflict of interest, he/she shall announce such possible conflict of interest and refrain from voting. If a question remains regarding whether or not the conflict of interest is present, the question shall be decided by a majority vote of the council members present, excluding the council members announcing the possible conflict of interest and excluding any other member present who has already been disqualified from discussion or voting on the issue because of their own conflict of interest.

## ARTICLE VIII

### SECTION I: PROPOSED ADMENDMENTS

Proposed amendments to these By-Laws shall be submitted in writing to the Chairperson at least fourteen (14) days prior to a regular Council meeting at which a vote on such proposed changes will be taken. Any proposed amendment (s) may be adopted by the majority of those members present.

### SECTION II: CONFLICTS

No changes or application of these By-Laws shall be made which conflicts with or is contrary to the Articles of Incorporation and By-Laws of the Gateway Area Development District, appropriate state agencies, or Federal Law, Rules, and Regulations.

### SECTION III: ADOPTION

These By-Laws shall become effective upon adoption by majority vote of the Council.

ADOPTED ON: June 26, 2014

A handwritten signature in cursive script that reads "Winston Hamilton". The signature is written in black ink and is positioned above a horizontal line.

Winston Hamilton, Chairperson  
Gateway Council on Aging & Independent Living