AREA AGENCY ON AGING AND INDEPENDENT LIVING / HUMAN SERVICE ADVISORY COUNCIL
BY-LAWS

ARTICLE I

SECTION I: NAME

This body shall be known as the Area Agency on Aging and Independent Living / Human Service Advisory Council, hereafter known as "Council."

SECTION II: AUTHORITY

The Council has been established under provisions of the Older Americans Act of 1965 as amended and 910 KAR 1:220 and Cabinet for Health and Family Services Department of Aging & Independent Living.

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. Ensure the Area Plan is available to older individuals, family caregivers, service providers, and the general public.
3. Conduct public hearings.
4. Represent the interests of older individuals and family caregivers.
5. Review and comment on community policies, programs, and actions which affect older individuals and family caregivers with the intent of assuring maximum coordination and responsiveness to older individuals and family caregivers.

The Area Agency shall submit the Area Plan and amendments for review and comment to the Advisory Council before it is transmitted to the state agency for approval.

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 targeting those in greatest economic need and greatest social need. The Council shall be made up of:

1. More than fifty (50) percent of older individuals, including minority individuals who are participants or who are eligible to participate in programs under the Older Americans Act, with efforts to include individuals identified in greatest economic need and individuals identified as in greatest social need;
2. Representatives of older individuals;
3. Family caregivers, which may include older relative caregivers;
4. Representatives of health care provider organizations, including providers of veterans' health care that are located in the geographical service area of the Area Agency.
5. Representatives of supportive service provider organizations, which may include legal assistance, nutrition, evidence-based disease prevention and health promotion, caregiver, long-term care ombudsman, and other service providers;
6. Persons with leadership experience in the private and voluntary sectors;
7. Local elected officials;
8. The general public; and
9. As available:
    i. Representatives from Indian Tribes, Pueblos, or Tribal aging programs; and
    ii. Older relative caregivers, including kin and grandparent caregivers of children or adults aged 18 to 59 with a disability.

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.

Two members from each county in the region are appointed by their Judge/Executive or Mayor of the County Seat, with concurrence from the Executive Committee of the Board of Directors. The GADD Executive Committee shall appoint one regional member. Each such appointee shall possess the qualifications to represent at least one of the groups identified in Article II Section II.

When a vacancy is declared by the Chairperson before the end of a member's term, that vacancy shall be filled by an appointee selected by the county's Judge/Executive or Mayor of the County Seat, with concurrence from the Executive Committee of the Board of Directors.

ARTICLE III

SECTION I: TENURE OF MEMBERS

The term of each member shall be two (2) years. Terms shall begin July 1st and end June 30th. Members may be reappointed for as long as they are willing to continue to serve on the Committee. 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

In the event of two (2) consecutive absences at a regularly scheduled meeting, the Chairperson of the Council may determine the reason for the member's absences and his/her intention to continue his/her activities with the Council. The Chairperson may declare a vacancy and report this to the Chair of the Board of Directors. If a vacancy is declared, the process as prescribed in Article II Section III shall be followed for that respective county to fill the vacancy.

SECTION III: COMPENSATION AND REIMBURSEMENT

Members of the Council shall be compensated $25.00 for each meeting attended and shall be reimbursed for mileage to either the Gateway Area Development District main office or satellite senior center site. 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 Chair of the Gateway Area Development District Board of Directors shall name the Chairperson, Vice-Chairperson, and Secretary whose terms shall be for two (2) years and may be reappointed for one (1) consecutive term.

SECTION II: 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 on behalf of all official action of the Council. The Chairperson or his/her designee will act as spokesperson to the Gateway Area Development District 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 normally to the principal officer of a duly constituted organization. The Chairperson shall vote only in the case of a tie vote.

SECTION III: 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 IV: 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 of Directors 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. The Secretary may delegate all these duties to a member of the staff if he/she desires.

SECTION V: 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 or Director of Aging & Independent Living at any time and place within the service area by giving twenty-four (24) hours written notice by email or mail to members, which notice shall include an outlining of the business to be acted upon.

SECTION III: QUORUM

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/virtual or at least one member or representative from each county.

SECTION IV: VIDEO TELECONFERENCE MEETINGS

1. The Council may conduct any meeting through video teleconference.
2. Notice of a video teleconference shall comply with the requirements of KRS 61.820 or 61.823 as appropriate. In addition, the notice of a video teleconference shall:
    a. Clearly state that the meeting will be a video teleconference; and
    b. Precisely identify a primary location of the video teleconference where all members can be seen and heard, and the public may attend in accordance with KRS 61.840.
3. The same procedures with regard to participation, distribution of materials, and other matters shall apply in all video teleconference locations.
4. Any interruption in the video or audio broadcast of a video teleconference at any location shall result in the suspension of the video teleconference until the broadcast is restored. KRS 61.826.
5. When utilizing video teleconference for meetings, members may be allowed to attend said meeting in person rather than utilizing the video conference option, resulting in a hybrid meeting in terms of attendance.

SECTION V: 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

The Executive Committee: The Executive Committee shall be comprised of the Chairperson, Vice Chairperson, Secretary, and two members at large to be appointed by the Chair of the Gateway Area Development District Board of Directors. Meeting minutes of the Executive Committee shall be presented for approval at the next regularly scheduled meeting of the Council.

1. Each member of the Executive Committee shall be from a different county to ensure adequate area representation.
2. The Executive Committee shall meet only on the call of the Chairperson or Director of Aging & Independent Living.
3. The Executive Committee shall be authorized to make whatever decisions are required in the interim between regularly scheduled meetings, subject to review and approval by the full Council.
4. The appointed members of the Executive Committee shall serve a term of two (2) years and may succeed themselves for one (1) additional term.
5. A quorum shall be necessary for transacting any business by the Executive Committee. A quorum of the Committee shall consist of three (3) of the voting members.

SECTION II: OTHER COMMITTEES

The Council may request special projects, reports, activities, and responsibilities through the Committee. The Chairperson, with the approval of the Council, shall appoint from the membership the appropriate committees as it may be necessary to accomplish the activities and responsibilities of the organization. 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 or Director of Aging & Independent Living 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 each Council member with 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.

SECTION VI: VIDEO TELECONFERENCE MEETINGS

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    a. Clearly state that the meeting will be a video teleconference; and
    b. Precisely identify a primary location of the video teleconference where all members can be seen and heard, and the public may attend in accordance with KRS 61.840.
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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 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 AMENDMENTS

Proposed amendments to these By-Laws shall be submitted in writing to the Chairperson 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 or by majority vote of the GADD Executive Committee.

ADOPTED ON: February 25, 2025

Mayor Al Botts, Chairman
Gateway Area Development District Board of Directors

Judge Rick Stiltner, Secretary
Gateway Area Development District Board of Directors

Adopted: June 26, 2014
Amended: February 25, 2025