

# BYLAWS

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## COUNCIL ON AGING BOARD OF DIRECTORS LONGMEADOW, MASSACHUSETTS

### Mission Statement

The mission of the Longmeadow Council on Aging Board of Directors is to serve the citizens of Longmeadow on issues facing today's seniors, such as health, civic, social matters, finance, nutrition, etc. Special emphasis is placed on activities which encourage social, physical and mental stimulation. By adhering to this mission, we can then enable seniors to live their lives with respect, dignity, fulfillment, and enrichment.

### ARTICLE I-NAME

The name of the organization is the Council on Aging, hereinafter referred to as the "COA", as established by the Board of Selectmen of the Town of Longmeadow in March 1967.

### ARTICLE II-PURPOSE

The basic purposes of the COA is:

- a. To act in an advisory capacity to the COA's Executive Director for the purpose of carrying out its programs policies and services.
- b. To identify the needs of the elderly population of the community.
- c. To educate the community and enlist support and participation of all citizens about those needs.
- d. To design, promote or implement services to fill these needs or to coordinate existing services
- e. To coordinate with the Executive Office of Elder Affairs ("EOEA") programs.
- f. To Promote and support any elderly programs which will assist the elderly in developing and maintaining their independence with dignity.
- g. To establish Senior Multiple-purpose Centers as needed.

### ARTICLE III-OFFICE

The principal office of the COA shall, to the extent practical, be located within the Longmeadow Adult Center, commonly referred to as the Senior Center shall be in the location designated by the Town of Longmeadow.

### ARTICLE IV-EXECUTIVE DIRECTOR

The Executive Director of the COA shall be appointed by the Town Manager.

The Executive Director of the COA, in addition to supervising the daily activities of the Adult Center is, with the advice of the Board of Directors of the COA and with the direction of the Town Manager and the Select Board (if required), solely responsible for developing, modifying or eliminating programs for the elderly and for determining the needs for maintenance and modification of the current physical facilities.

The Executive Director will also maintain liaison with appropriate community and state agencies and perform such duties as assigned by the Select Board.

The Executive Director shall be an ex-officio member of the Board of Directors and shall act as the fiscal agent of that Board. She or he will also submit annual reports to the Select Board and to the Executive Office of Elder Affairs.

## **ARTICLE V-MEMBERS OF THE BOARD OF DIRECTORS**

The members of the Board of Directors shall be residents of the Town of Longmeadow and eligible to vote in Town elections. All are appointed by the Select Board and shall serve without compensation. The Select Board shall appoint Directors in accordance with the provisions of Article Three, Chapter 500 (Appointments to Boards, Commissions, and Committees) of the Town bylaws, as the same may be amended from time to time. There shall be no less than eight (8) or more than fifteen (15) Directors. Each year the Select Board shall approve three (3) Directors for a three (3) year term. If a person chooses to remain, he/she may reapply. The Board of Directors shall be responsible to the Select Board. It is the duty of the Board of Directors to carry out programs designed to meet the problems of the aging in coordination with programs of the EOE.

The chairman of the Friends of the Longmeadow Council on Aging (“FOLOCA”) Board of Directors or his/her designee may serve as liaison to the COA Board of Directors as a non-voting member of the Board. The Chairman of the COA Board will designate a liaison to FOLOCA as a non-voting member.

## **ARTICLE VI- VOTING RIGHTS OF MEMBERS OF THE BOARD OF DIRECTORS**

All Voting rights shall be vested in the regular appointed Directors and each such Director shall be entitled to one vote with respect to any question or matter which may come before a meeting of the members of the Board of Directors. COA directors are unpaid municipal employees. Certain circumstances (*e.g.*, payment for professional services) may warrant “special municipal employee” status in conjunction with the Select Board. As “municipal employees,” directors shall not exercise his or her vote in violation of the Commonwealth’s conflict of interest law (Massachusetts General Laws Chapter 268A).

## **ARTICLE VII- MEETINGS**

Section 1: Regular meetings of the members of the Board of Directors shall be held monthly on the third Thursday of the month except for June, July and August when there will be no regular meetings.

Section 2: Regular meeting notice; accompanying material.

In accordance with the provisions of the open meeting law, the COA shall provide at least forty-eight (48) hours notice and posting of its meetings. The COA shall distribute to the Directors minutes of the previous meeting and an agenda for the upcoming meeting at least three (3) days prior to each regular meeting.

Section 3: Special Meetings of the Board of Directors may be called at any time by the Chair, and shall be called by the Chair or the Secretary at the request of at least three (3) other members of the Board of Directors. A notice of a special meeting shall be sent to all Board members not less than five (5) days in advance of the meeting.

#### Section 4: Annual Meetings

The annual meeting of the members of the Board of Directors shall be held at the first meeting after July 1<sup>st</sup> of each year for the purpose of electing officers and the transaction of such other business as may properly come before the meeting. Directors may be appointed by the Select Board to fill vacancies which might occur during the time period between annual meetings.

#### Section 5: Annual Meeting Notice

Notice of the annual meeting shall be as provided for in the Massachusetts Open Meeting Law.

#### Section 6: Quorum

At all meetings of the members of the Board of Directors a majority of the currently-serving Directors shall constitute a quorum. Votes may be cast only by Directors in attendance.

#### Section 7: Voting

- a. For any vote of the Board of Directors there must be a quorum.
- b. Each Director entitled to vote shall vote in person.

#### Section 8: Attendance

- a. A Director who is absent from three (3) successive regular Board of Directors meetings without notification to one of the officers as to the reason for absence shall have his/her name presented to the Select Board for termination of membership.
- b. Notwithstanding the foregoing, when a Director becomes ill or is in failing health and is unable to commit to attending meetings on a regular basis, one of the following actions, to be determined by the Board of Directors, will be taken.
  1. If the Director has made a long time contribution, he/she will resign and then, with the approval of the Board of Directors and Select Board, be appointed "honorary" member with the right to speak at meetings but not to make motions or vote. This title will be perpetual unless rescinded by the Board.
  2. If the membership has been of short duration (one term or less) and is within two months of expiration, the Chair will advise the Board the membership not be renewed. If there are more than two months before expiration of the term, the Chair will advise the Director's name be presented to the Select Board for termination of membership.

#### Section 9: Conduct of Meetings

Meetings shall be conducted in accordance with accepted Roberts Rules of Order. A parliamentarian may be appointed by the Chair.

#### Section 10: Resignation

In the event that a Director wishes to resign from the COA, he or she shall notify the appointing authority and the COA in writing.

## ARTICLE VIII-OFFICERS

### Section 1: Number, Qualification, Election, Duties and terms of Office

- a. The officers of the Board of Directors shall consist of a Chairperson (the “Chair”), Vice-Chairperson (the “Vice-Chair”) and a Secretary.
- b. The officers of the Board of Directors shall be elected at the first meeting after July 1<sup>st</sup> of each year by a majority vote of those Directors present.
- c. A Director shall be on the Board for at least one (1) year, before becoming an officer.
- d. Election of officers to fill vacancies created by death, resignation, or other cause may take place at any regular or special meeting and shall be for the unexpired term of the previous incumbent; however, the office of Chair, if vacated, shall be filled by the Vice-Chair for the unexpired term of the Chair’s normal term of office. The position of Vice-Chair will then be filled by election as set forth herein.

### Section 2: Chairperson

- a. The Chair shall preside at all meetings of the Board of Directors, shall appoint persons to serve on all committees and shall be an ex-officio member of all committees. Committee members may, but need not be, members of the Board of Directors.
- b. The Chair shall be elected for a one-year term and may succeed him/herself for one more term if elected by the Board.
- c. The Chair has the right to vote at committee meetings
- d. The Chair may not serve on the nominating committee.
- e. The Chair shall ensure that each Director of the COA shall, upon being sworn in, be given a copy of the Commonwealth’s Open Meeting Law (currently set forth General Laws Chapter 39, section 23B).

### Section 3: Vice-Chairperson

The Vice-Chair presides in the Chair’s absence and performs the functions normally performed by the Chair.

### Section 4: Secretary

- a. The Secretary shall record all of the proceedings of each meeting.
- b. The Secretary shall attend to all correspondence, notices or similar activities as directed by the Chairperson or as voted by the members of the Board of Directors.
- c. The Secretary shall cause all notices to be given in accordance with these policies and procedures and the Massachusetts Open Meeting Law.
- d. Retain records in accordance with the Secretary of State’s Records Retention Schedule.
- e. Forward the annual report of the COA to the Select Board and file said report with the EOEA in accordance with Massachusetts laws.
- f. The Secretary may serve for more than one term with Board approval.

### Section 5: Fiscal Agent

- a. The Executive Director shall serve as the Fiscal Agent of the COA.
- b. The Fiscal Agent shall have oversight and supervision over funds, securities, and receipts of the COA.

- c. The Fiscal Agent shall keep, or cause to be kept, all the books of accounts of all business and financial transactions of the COA and shall assist with the preparation of the annual budget and reports for expenditures.
- d. The Fiscal Agent shall render to the Chair and the Directors a monthly report of the COA's financial condition, and a full financial report following the completion of each budget year.
- e. The Fiscal Agent shall return all financial records to the COA at the conclusion of his or her tenure.

## **ARTICLE IX-COA OPERATING FUNDS**

A budget of required operating funds for the coming fiscal year shall be prepared by the Executive Director, reviewed by the Board of Directors and presented to the Town Manager and Select Board for their consideration at a time determined by them.

This COA shall be subjected to the regular audit of Town records by the Town Auditor. The Executive Director is responsible to see that the money is spent as directed by the appropriation vote of the Town Meeting, and reviewed by the Board of Directors.

## **ARTICLE X-COMMITTEES**

- a. The Board of Directors may establish committees, as deemed appropriate by vote of the Directors, to study issues and present their findings and recommendations to the full Board of Directors on an "as-needed-basis".

## **ARTICLE XI-AMENDMENTS**

The Board of Directors shall have the power to amend the by-Laws by the affirmative vote of two-thirds (2/3) of the Board of Directors and upon the prior written approval of the Select Board. Amendment of these bylaws may be considered at an annual meeting of the COA, notice of the general character of such action having been given in the call for the meeting. Notification of the meeting and its purpose shall be given at least fourteen (14) days prior to assembly in a newspaper of general circulation. Accompanying this notice shall be a summary of the proposed action, the full text of the proposed amendment, and a statement of purpose of the proposed changes. If any provisions of these bylaws are in conflict with the municipal bylaws or the town charter, the bylaws and town charter shall have precedence.

## **ARTICLE XI-EFFECTIVE DATE**

The date on which these bylaws shall be deemed to have been approved, as determined by the Select Board, shall be December 3, 2018.