

**SENIOR CITIZENS ADVISORY COUNCIL OF ORANGE COUNTY
BYLAWS**

5-08-81 (SCAC)
3-18-82 (CoCo)
8-14-84 (SCAC)
Revised & Adopted 8-28-90 (BOS)
2-13-92 (SCAC)
Revised & Adopted 3-12-99 (SCAC)
Revised & Adopted 5-11-99 (BOS)
Revised & Adopted 10-23-01 (BOS)
Revised & Adopted 6-9-06 (SCAC)
Revised & Adopted 12-19-06 (BOS)
Revised & Adopted 11-06-07 (BOS)
Revised & Adopted 10-07-08 (BOS)

**ARTICLE I
COUNCIL NAME AND PURPOSE**

SECTION 1: NAME

The name of this organization shall be the Senior Citizens Advisory Council of Orange County, hereinafter called the "Council."

SECTION 2: PURPOSE

This Council was formed pursuant to Resolution No. 80-2133 (dated December 23, 1980), and continued in existence pursuant to Resolution No. 90-1153 (dated August 28, 1990), of the Orange County Board of Supervisors, the Older Californians Act and regulations adopted pursuant thereto, and the Older Americans Act and regulations adopted thereto, to ensure that older adults of Orange County have full opportunity to participate as active members of society for as long as possible; and to advise the Board of Supervisors, the Director, OC Community Services, the Director, Office on Aging, and other agencies and/or authorities on matters related to areas of concern to older adults, including the following:

- a. Securing and maintaining maximum independence and dignity in a home environment for older individuals capable of self-care with appropriate supportive services;
- b. Removal of individual and social barriers to economic and personal independence for older individuals;
- c. Providing a continuum of care for the vulnerable elderly;
- d. Ensuring that resources reach Older Americans Act targeted populations.

In furtherance of these objectives, each individual member of the Council may advocate on behalf of all older adults in Orange County, being careful, where necessary, to indicate that any position of advocacy taken is a personal matter and does not represent the Council or the County of Orange.

ARTICLE II

FUNCTIONS (POWERS AND DUTIES)

SECTION 1: FUNCTIONS

The Council shall serve as the principal and official older adult advisory council to the Office on Aging (OoA), designated as Area Agency on Aging (AAA) for the County of Orange; OC Community Services(OCCS), and the Director of the OoA on all matters affecting older adults.

a. Planning and Implementation

The Council shall advise the OoA and OCCS on all matters relating to the development and administration of the Area Plans required by law and the operations conducted under such plans.

b. Older Adult Needs and Service Identification

The Council shall study, review, evaluate, and inventory services available to the older adults of Orange County from both governmental and nongovernmental sources; shall assess the nature and extent of the unmet needs of older adults of Orange County, and shall make recommendations to the Board of Supervisors in regard to any and all of these matters.

c. Annual Meetings and Reports

The Council shall arrange and sponsor at least one annual meeting of advocates for older adults, County members of the California Senior Legislature (CSL), agencies, providers, and organizations of the aging network on priorities for the ensuing year, and make recommendations to the County CSL members in accordance with county policies and procedures.

d. Contract Monitoring

The Council may participate in the annual monitoring of OoA contractors, in order that the Council may evaluate the effectiveness of the various OoA funded programs and services and assess the performance of the contractors. Council participation shall be subject to all conflict of interest policies.

ARTICLE III

MEMBERSHIP

SECTION 1: NUMBER AND SELECTION OF COUNCIL MEMBERS

The membership shall consist of no more than forty (40) persons to be selected as follows:

- a. Ten (10) to be selected by the Board of Supervisors for two year terms and two additional members will be selected by the Chairman of the Board of Supervisors for one year terms.
- b. Ten (10) to be selected by the City Selection Committee, for two year terms.
- c. Eighteen (18) to be selected for two year terms by a quorum of the Council from nominees submitted by the Council, as well as other governmental commissions or councils, nongovernmental groups, service providers or the public at large. The Council shall utilize its eighteen appointments to assure conformance with mandated membership requirements of AAA Advisory Councils, as required by federal and state statutes and regulations.

SECTION 2: MEMBERSHIP APPLICATION

Council membership will be initiated by submittal to the Office on Aging of the "Application for Membership" form completed by the individual applicant. Prospective members shall attend one Council meeting and one committee meeting before being considered by the Executive Board. The information regarding the applicant's interest, qualifications, memberships, and affiliations will be reviewed by the Executive Board. Upon appointment to the Council, new members shall sign the Council Code of Ethics.

SECTION 3: TERM OF MEMBERSHIP

All members shall be appointed for a term of two (2) years, except that the two appointments by the Chair of the Board of Supervisors shall be for a term of one (1) year. All regular appointments shall start as of January 1 and end on December 31. Appointments made to fill a vacancy left by a member before the expiration of the term of that member shall be for the remaining term of that member. All members appointed by the Board of Supervisors and by the City Selection Committee shall serve at the pleasure of the appointing body. Service beyond a two-year term shall be considered by the appointing authority at the end of each two-year term. A member who has not been reappointed or replaced at the termination date of appointment may serve as a member until reappointed or replaced unless the authority that appointed the member rules otherwise.

SECTION 4: MEMBERSHIP ELIGIBILITY AND REQUIREMENTS

a. Eligibility

- 1. All members of the Council shall be residents of Orange County unless they are employed full time in Orange County in work connected with Orange County's older adult services network.

2. The majority (50% +1) of the membership shall be over sixty (60) years of age and include ethnic minority representatives.
3. The Council shall include representatives of service providers.
4. The Council shall represent all older individuals in Orange County with a special emphasis on those in greatest economic and social need.
5. The Council shall permanently reserve one of its appointment positions for the representative of the Social Security Administration.
6. The Council shall include representatives of unpaid family caregivers.

b. Requirements

1. Each Council member shall annually sign a statement indicating awareness of and compliance with the County of Orange Conflict of Interest Policy.
2. Each Council member shall maintain an availability of eight hours per month, including activities related to meetings of the full Council as well as standing committee obligations.
3. Each Council member must have access to transportation to Council meetings and standing committee meetings.
4. Each Council member must have access to a computer and have an e-mail address, or have an alternative means of communication.
5. Each Council member shall actively pursue an understanding of the Older Americans Act.

SECTION 5: SIZE AND SELECTION OF COMMITTEE MEMBERS

Members of the committees as covered in Article VI of these Bylaws are also included as Special (non-voting) Members of the Council if not already members as provided for in Section 1 and 2 of this Article. This is to insure that the entire community of Orange County is fully represented on all levels of activity of the Council.

SECTION 6: VOTING

Each Council member shall have one (1) vote upon all matters before the Council.

SECTION 7: ATTENDANCE

Any member of the Council who fails to attend three regular meetings within a calendar year without previous notice or excuse shall automatically vacate his position. A Council member who will be absent from a meeting may serve notice of the anticipated absence and request to be excused from the meeting in the following manner:

- a. Notification to the Secretary of the Council; or

- b. Notification to an officer of the Council.

The Executive Board shall evaluate absences to determine whether they are excused or unexcused.

If an absence is unanticipated, the absent Council member shall notify the secretary or an officer of the Council prior to the next Council meeting of the reasons for the absence if an excused absence is required. Attendance of less than one-half of a regular meeting shall be recorded as an absence.

SECTION 8: VACANCIES

In the event of a vacancy due to relocation, death, resignation, or removal from membership due to three or more unexcused absences, conflict of interest or other circumstances, the Council shall request the appointment of a replacement in accordance with Article III, Section 2, by the appropriate appointing body to serve the unexpired term of the former incumbent of the seat.

SECTION 9: MEMBERSHIP APPEALS

In the event that an individual is removed from their Committee or Council Membership, appeal may be made in writing to and shall be heard by the Executive Board at its discretion. The decision of the Executive Board is final.

SECTION 10: COUNCIL REMUNERATION

Each Council member shall be eligible to receive a sum of thirty dollars (\$30) for attendance at a Council meeting, subject to a maximum reimbursement for one such meeting per month. Council members may opt to waive remuneration and request that funds be directed to services and/or to support the operation of the OoA. In accordance with Article III, Section 7 of these Bylaws, attendance of less than one-half of a regular meeting shall be considered an absence and not subject to remuneration.

SECTION 11: REIMBURSEMENT

Council members may be reimbursed for actual expenses incurred while performing within the scope of their duties and powers as described in ARTICLE II FUNCTIONS (POWERS AND DUTIES) of these Bylaws. All requests for reimbursement shall be submitted in accordance with the policies and procedures adopted by the County on a form prepared by the Auditor-Controller.

ARTICLE IV

OFFICERS

SECTION 1: OFFICERS

The officer(s) of the Council shall be elected by the Council. They shall be a Chair, Vice Chair, Secretary and Treasurer, and such other officers as the Council may create. Member-at-Large members of the Council's Executive Board are not considered to be Council officers.

SECTION 2: ELECTION AND TERMS

Election of officers shall be held every two years during the regular January meeting of the Council, effective January 2007. All officers shall be elected for a term of two (2) years, and shall serve until their successors are elected. They shall begin their terms of office at the close of the January meeting at which they are elected.

SECTION 3: REMOVAL AND RESIGNATION

Any officer may be removed from office by a two-thirds (2/3) vote of the total membership. Any such officer shall be removed should that officer cease to be qualified for the office as provided in these Bylaws, or cease to be a member of the Council for any reason. Any officer may resign at any time by giving written notice to the Council. Any such resignation shall become effective on the date identified in the letter of resignation unless otherwise specified; the acceptance of such resignation shall not be required to make it effective.

SECTION 4: VACANCIES

A vacancy in any office caused by death, resignation, removal from classification, disqualification or otherwise, shall be filled by election by the members of the Council for the unexpired portion of the term of said officer.

SECTION 5: DUTIES

a. Chair

The chair shall exercise general supervision of the affairs and activities of the Council, shall preside at all Council meetings, serve as chair to the Executive Board, and serve as ex-officio member of all other committees and advisory groups. The chair shall honor those who have made outstanding contributions to the senior network of Orange County. The chair may delegate awards recommendations activity to other Council members as necessary.

b. Vice Chair

The vice chair shall assume the duties of the chair in the event of the chair's absence, resignation or inability to perform prescribed duties; shall be

parliamentarian, and shall serve as ex-officio member of all committees and advisory groups.

c. Secretary

The secretary shall:

- (1) Take roll of Council members at each Council meeting and advise the chair as to the existence of a quorum as defined in Article V herein.

d. Treasurer

The treasurer shall:

- (1) Keep records of voluntary contributions of the membership and report on the status of those funds at Council meetings.

SECTION 6: ABSENCE OF CHAIR AND VICE CHAIR

In the event of the absence of the chair and vice chair, a chair pro-tempore shall preside at the meeting. The secretary, with a quorum present, shall call the meeting to order and preside during such election of a chair pro-tempore. The secretary shall immediately relinquish the chair upon completion of the election.

ARTICLE V

MEETINGS OF COUNCIL AND COMMITTEES

SECTION 1: QUORUM

A Council quorum shall consist of a majority of Council members (50% + 1). A Committee meeting quorum shall consist of more than 25% of the members of that committee (25% + 1). No business shall be transacted without a quorum present.

SECTION 2: VOTING RIGHTS AND RESTRICTIONS

a. Rights

Each member shall have one vote on each motion before the Council, which has been duly seconded. Neither cumulative voting nor voting by proxy shall be allowed.

b. Restrictions

Council members are subject to the Political Reform Act (Government Code § 81000 et seq.), and other relevant state (e.g. Govt. Code §1090) and federal statutes.

SECTION 3: MEETINGS

The Council shall hold regularly scheduled monthly meetings at a time and place designated by the Council. Standing committees shall hold regularly scheduled meetings as approved by the Council. Meetings of the Council shall be open to the public and shall be conducted in accordance with the Ralph M. Brown Act.

SECTION 4: NOTICES

Notices of Council meetings shall be given in accordance with the requirements of the Ralph M. Brown Act. Notices of Council meetings shall be posted seventy-two hours prior to the regular meetings and sent to the Council members, and the appointing authorities of said members.

SECTION 5: EMERGENCY MEETINGS

Emergency meetings of the members of the Council, or an emergency meeting of the Executive Board for any purpose of direct interest to the Council, may be called at any time by the chair or by a majority vote by the Executive Board. In such case, the purpose of such meeting shall be specified and notice shall be not less than twenty-four (24) hours.

**ARTICLE VI
COMMITTEES****SECTION 1: STANDING COMMITTEES**

The Council may maintain a structure of standing committees limited in number to long-range activities required to carry out the functions of the Council and Area Plan of the OoA. The Executive Board of the Council shall recommend to the Council the standing committees to be in operation as well as the purpose, composition and structure of such committees.

- a. Membership on at least one standing committee is mandatory for all Council members.
- b. Standing committees shall be composed of members of the Council and may include public members and professionals with experience and/or training in areas stated in the purpose of the committee. All standing committee members shall be approved by the Executive Board.
- c. Standing committees shall have no more than one chair person.
- d. Members of the Executive Board shall not serve as chair or vice-chair of any standing committee.

- e. Meetings of standing committees shall be open to the public and shall be conducted in accordance with the Ralph M. Brown Act. Notice of meetings of standing committees shall be given in accordance with the Ralph M. Brown Act.
- f. Each standing committee may appoint ad-hoc subcommittees and task forces as may, in the committee's judgment, be required to cover a prime area of interest requiring detailed attention, development or support. Subcommittees and task forces shall be comprised solely of members of the standing committee totaling less than a quorum of the standing committee. Subcommittees and task forces shall dissolve upon conclusion of the assigned task.
- g. The chairperson of each standing committee or an authorized representative shall attend meetings of the Executive Board.
- h. In the event a standing committee is without a chair, the chair of the Council may appoint a convener for the committee until a committee chair is nominated by majority of the members of the committee and approved by the Council.
- i. Standing committee chairs shall report committee, subcommittee and task force activities to the Council and Executive Board when scheduled or requested to do so.

SECTION 2: EXECUTIVE BOARD

The Council shall have an Executive Board which shall be responsible to control the routine operations of the Council. It shall consist of the elected officers of the Council as set forth in Article IV Section 1 of these Bylaws, the Immediate Past Chair, and two (2) Members-at-Large. Should the current Chair and Immediate Past Chair be one and the same, or if the Immediate Past Chair cannot serve as a member of the Executive Board for any reason, a third Member-at-Large Council member shall be elected by the Council. Past Chairs, other than the Immediate Past Chair, shall be granted status as an honorary member of the Executive Board without power of vote as long as they remain members of the Council.

Meetings of the Executive Board shall be open to the public and shall be conducted in accordance with the Ralph M. Brown Act. Notice of meetings of the Executive Board shall be given in accordance with the Ralph M. Brown Act.

The Executive Board shall be responsible for liaison with the Board of Supervisors, the City Selection Committee, the California Commission on Aging, the Office on Aging, the Triple A Council of California, senior centers, nutritional sites, and, when necessary, legal counsel involved with Council matters.

SECTION 3: EX-OFFICIO MEMBERS

The Chair, Vice Chair and the OoA Director shall be ex-officio members of all committees, except as otherwise noted in these Bylaws.

SECTION 4: COMPOSITION

In addition to the Executive Board, the standing committees shall consist of: Health and Nutrition, Housing and Transportation, and Legislation.

SECTION 5: NOMINATING COMMITTEE

Every two years the Chair shall appoint a Nominating Committee consisting of at least three (3) Council members, but less than a quorum of the Council membership. These members will be appointed at the regular November meeting and shall submit nominees for officers, in writing, for mailing to Council members. Members of this committee shall not nominate a member of this committee for the office of Council Chair, Vice Chair, Secretary, Treasurer or Member-at-Large. Additional nominations for any office may be made from the floor by members at the January Council meeting.

SECTION 6: TASK FORCE

The Chair may, from time to time, authorize and establish temporary, ad-hoc task forces as may be required for the conduct of the affairs of this Council, which task force shall have the duties and life as defined by the Council or the Executive Board. All such task forces shall be comprised of Council members totaling less than a quorum of the full Council. The task force shall be dissolved at the conclusion of the assigned task.

SECTION 7: GENERAL PROCEDURES FOR COMMITTEES

All committees shall follow the general operating procedures and rules, which govern the Council membership. Any recommended deviation from this section must be approved by the Executive Board and/or the Council.

SECTION 8: ANNUAL STANDING COMMITTEE EVALUATION

a. Intent

The Executive Board shall annually assess standing committee activities, committee membership composition, committee effectiveness, and the relationship of committees to each other to determine if committees should be retained, merged, altered, or dissolved.

b. Annual Committee Reports

As part of the above-described annual review process, the officers of each committee shall annually, on a schedule adopted by the Executive Board, submit a summarized written report to the Executive Board identifying the committee's activities during the previous year and other information as the Council, by its Bylaws or otherwise, may specify.

c. OoA Director Analysis

The Executive Board shall solicit and consider the analysis and comments of the OoA Director regarding the effectiveness of each committee at such time as the Executive Board reviews the annual report of the committee.

d. Staff Support to Council Committees

Subject to budgetary capabilities, the Director of the Office on Aging may provide clerical and technical assistance to the committees of the Council, with the officers of the committees responsible for all administrative duties related to committee operation.

ARTICLE VII

BYLAWS

SECTION 1: EFFECTIVE DATE

These Bylaws shall become effective immediately on their adoption. Amendments to these Bylaws shall become effective immediately on their adoption unless the Council, in adopting them, provides that they are to become effective at a later date.

SECTION 2: AMENDMENTS

- a. Recommendations to amend these Bylaws may be made by a majority vote of a quorum of this Council at any regular meeting provided that the amendments have been submitted to the membership, in writing, at least one (1) week prior to the meeting. All amendment recommendations shall be considered by the Board for approval. No Bylaw amendment shall become effective without Board approval.
- b. These Bylaws are subordinate to any law, regulation, resolution or ordinance that may deem any part, term, portion or provision of these Bylaws unenforceable or ineffectual. Council members shall comply with any law, regulation, resolution or ordinance that may be in conflict with these Bylaws until the time these Bylaws are amended to address the conflict.
- c. Should any part, term, portion or provision of these Bylaws be determined to be in conflict with any law, regulation or ordinance or otherwise unenforceable or

ineffectual, the remaining parts, terms, portions or provisions shall be deemed severable and their validity shall not be affected thereby provided such remaining portions or provisions can be construed in substance to constitute the provisions that the members intended to enact in the first instance.

ARTICLE VIII

PARLIAMENTARY AUTHORITY

SECTION 1: RULES

Robert's Rules of Order, Revised, when not in conflict with the statutes of the United States or the State of California; and the Rules and Regulations of the Orange County Board of Supervisors, shall be the Rules of Procedure of the meetings of the Council except that all actions of the Council shall pass by a simple majority vote of Council members unless specifically provided for elsewhere in these Bylaws.

SECTION 2: STANDING RULES

The Council shall adopt standing rules of operations providing they do not conflict with these Bylaws.

ARTICLE IX

EXISTENCE OF COUNCIL

The Council shall continue to exist indefinitely, subject to the requirements of the law and Board policy.