

**BYLAWS**  
*OF THE*  
**Council on Aging**  
**Milton, Massachusetts**

Adopted June 26, 2000

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

**I N D E X**

<b>Article I – Establishment and Name</b>	<b>3</b>
<b>Article II – Purpose and Functions</b>	<b>3</b>
<b>Article III – Offices</b>	<b>4</b>
<b>Article IV – Composition of Council and Board</b>	<b>4</b>
<b>Section 1 – Members</b>	
<b>Section 2 – Associates</b>	
<b>Section 3 – Ex-officios</b>	<b>5</b>
<b>Section 4 – Attendance</b>	
<b>Section 5 – Resignation</b>	
<b>Section 6 – Removal</b>	
<b>Section 7 – Leave of Absence</b>	
<b>Section 8 – Representation</b>	
<b>Article V – Voting Rights</b>	<b>6</b>
<b>Section 1 – Voting</b>	
<b>Section 2 – Quorum</b>	
<b>Section 3 – Method</b>	
<b>Section 4 – Conflict of Interest</b>	
<b>Article VI – Meetings of the Council/Board</b>	<b>6</b>
<b>Section 1 – Regular Meetings</b>	
<b>Section 2 – Regular Meeting Notice</b>	
<b>Section 3 – Materials</b>	<b>7</b>
<b>Section 4 – Special Meetings</b>	
<b>Section 5 – Annual Meeting</b>	
<b>Section 6 – Executive Committee Meetings</b>	
<b>Section 7 – Emergency Meetings</b>	
<b>Section 8 – Quorum</b>	
<b>Section 9 – Conduct of Meetings</b>	

## INDEX

<b>Article VII – Officers</b>	<b>8</b>
Section 1 – Number	
Section 2 – Election	
Section 3 – Term of Office	
Section 4 – Vacancies	
Section 5 – Responsibilities	
a. Chair	
b. Vice Chair	
c. Secretary	9
d. Treasurer	
Section 6 – Representation	
<b>Article VIII – Board/Staff Relationship</b>	<b>9</b>
<b>Article IX – Committees</b>	<b>10</b>
Section 1 – General Considerations	
Section 2 – Executive Committee	
Section 3 – Nominating/Board Development Committee	
a. Charge	
b. Committee Composition	11
c. Nomination of Nominating/Board Development Committee	
d. Nomination of Members	
e. Nomination of Associates	
f. Representation	
g. Absence	
h. Mid-year Vacancies	
i. Election	
j. Presentation to Selectmen	12
Section 4 – Bylaws Committee	
<b>Article X – Amendments to Bylaws</b>	<b>12</b>
Section 1 – Consideration of Amendments	
Section 2 – Notification of Proposed Amendments	
Section 3 – Voting on Proposed Amendments	
Section 4 – Positive Vote for Amendment	
Section 5 – Conflict between Bylaws and Laws	
<b>Article XI – Other Provisions</b>	<b>13</b>

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

**ARTICLE I – ESTABLISHMENT AND NAME**

The name of the organization shall be the Milton Council on Aging, hereinafter referred to as “the Council”.

The Council is established by the General Bylaws of the Town of Milton Chapter 14 which reads, “Section 1. Council on Aging is hereby established for the purposes and with the rights and duties provided by General Laws Chapter 40, Section 8B. Section 2. Said Council shall consist of nine members appointed by the Selectmen for terms of three years, except that the initial appointments shall be three members for one year, three members for two years, and three members for three years.”

Massachusetts’ General Laws Chapter 40, Section 8B reads, “A city by ordinance or a town by by-law may establish a council on aging for the purpose of coordinating or carrying out programs designed to meet the problems of the aging in coordination with programs of the Department of Elder Affairs. The council shall submit an annual report to the city or town and shall send a copy thereof to the Department of Elder Affairs. Said department shall from time to time review and evaluate such reports and make recommendations as to any required or needed changes in said local programs. The council may appoint such clerks and other employees as it may require.”

**ARTICLE II – PURPOSE AND FUNCTIONS**

The basic purposes of the Council are:

- a. To identify the total needs of the Community’s elderly population.
- b. To educate the community and enlist support and participation of all concerned about these needs.
- c. To design, advocate for and implement services to fill these needs and to coordinate existing services.
- d. To work in cooperation with and make referrals to agencies dedicated to elder concerns such as the Massachusetts Executive Office of Elder Affairs and the area agency on aging.
- e. To be cognizant of state and federal legislation, issues and programs as they pertain to the elderly.
- f. To be responsible for the Council staff, either permanent or temporary, whose services may be deemed necessary to the efficient operations of the Council.
- g. To apply for grants, enter into contracts and seek and receive funds from private and public sources as permitted by law.
- h. To prepare, seek approval for, defend and administer the budget of the Council.

### ARTICLE III – OFFICES

The principal office of the Council shall be located at 101 Blue Hill Avenue, Milton, MA 02186, to which office all mail should be delivered. The Council may also maintain offices at such other places as a majority of its Members may from time to time determine.

### ARTICLE IV – COMPOSITION OF COUNCIL AND BOARD

The Council as created by the Town's Bylaws consists of the 9 Members appointed by the Board of Selectmen. The Council believes that the needs of the elderly may be better served by the input of a broader spectrum of people. The Council has, therefore, established a Board made up of three different types of positions.

#### Section 1 – Members

**Nomination:** The Nominating/Board Development Committee shall present to the Council names for Members. Nominations also may be made by Members from the floor preceding the Council vote. The Nominating/Board Development Committee Chair shall submit the results of the vote to the Milton Board of Selectmen. After review of the election results, the Board of Selectmen shall appoint Members as they deem appropriate. No appointed Member may serve until having been sworn in by the Town Clerk.

**Term:** Members shall serve a three-year term. Terms are staggered so, that in each year, there will be three appointments. Following appointment, Members shall be sworn in by the Town Clerk who will provide them with a copy of the Town's Bylaws and a copy of the open meeting laws (M.G.L. Chapter 39, Section 23B) as required by the State.

**Vacancies:** Shall be filled in the same manner as appointments. A member appointed to fill such vacancy shall serve the remainder of the original term.

**Rights:** Members may make, second and vote on motions brought before the Board or Council. Members may chair and serve on committees. Members may serve as officers.

#### Section 2 – Associates

**Nomination:** Associates shall be nominated by the Nominating Committee and voted upon by the Members. The number of Associates shall be determined by the Members, so as to provide an appropriate depth and breadth of talent to meet the needs of the Council.

**Term:** Associates shall serve a two-year term. Each year Associate terms shall be renewed and/or new Associates added so that in no year will all associate terms expire. Following a positive Member vote, Associates shall be sworn in by the Town Clerk who will provide them with a copy of the Town's Bylaws and a copy of the open meeting laws as required by the State.

**Rights:** While Associates do not vote, Associates may join in all discussions, bring ideas to the table, serve on committees and let their opinions be known.

### **Section 3 - Ex-officios**

**Nomination:** Ex-officios shall serve on the Board and are determined by virtue of their position(s). The ex-officio positions shall be: The Immediate-Past President of the Council, the Director of the Council, the President of the Friends of the COA, and the South Shore Elder Services Representative.

**Term:** Ex-officios shall serve a term which continues for the duration of their occupying such position as makes them an ex-officio. Ex-officios shall be sworn in by the Town Clerk who will provide them with a copy of the Town's Bylaws and a copy of the open meeting laws as required by the State.

**Rights:** While Ex-officios do not vote (unless also a Member of the Council), Ex-officios may join in all discussions, bring ideas to the table, serve on committees and let their opinions be known.

### **Section 4 – Attendance**

Regular attendance is expected of all Members, Associates and Ex-officios. Absence due to reasons of health or extenuating circumstances should be duly reported to the Chair in advance of Board meetings. In the event of excessive absences, the Council may request resignation of that individual through the Selectmen.

### **Section 5 – Resignation**

In the event that a Member wishes to resign from the Council, s/he must notify both the Selectmen and the Council in writing. Should an Associate or Ex-Officio wish to resign from the Board, s/he should notify the Chair in writing.

### **Section 6 – Removal**

The Board of Selectmen has the authority to remove a Member before the expiration of a Member's three-year term for good cause, e.g. poor attendance, conviction of a felony or moral turpitude. The Council does not have the authority to remove Members.

### **Section 7 – Leave of Absence**

There is no authority for a Member to take a leave of absence. Chapter 14; Section 2 of the General By-Laws of the Town of Milton provides that the Council on Aging shall consist of nine Members. The intent of the Bylaws is that nine Members shall serve. If a Member cannot serve and has not resigned, the Board of Selectmen would need to determine if the situation is temporary or whether the Member in question should be asked to resign or be removed and a new Member appointed.

### **Section 8 – Representation**

Article VII, Sections 5a and 5d notwithstanding, no Officer, Executive Committee Member, Member of the Council, Associate, Ex-officio or COA staff shall make written or oral representations for the Council unless authorized by Council vote (or in pursuance of job requirements.)

## ARTICLE V – VOTING RIGHTS

### Section 1 – Voting

All voting rights shall be vested in the nine (9) Members, and each individual Member shall be entitled to one vote with respect to any question or matter which may come before a meeting of the Council or Board.

### Section 2 – Quorum

At all meetings, the presence of a majority of the Members entitled to vote (5) shall constitute a quorum for the transaction of any business. Except as may otherwise be provided in these Bylaws, the vote of a majority of a quorum present shall be necessary and sufficient to decide a question or matter.

### Section 3 – Method

Votes shall be cast only by Members in attendance and must be viva voce, as mandated by the open meeting laws.

### Section 4 – Conflict of Interest

Individual Members should contact town counsel regarding their possible status as a “municipal employee” (special or otherwise). As a “municipal employee,” such member(s) shall not exercise his/her vote in violation of the state conflict of interest law (M.G.L. Chapter 268A, see especially sections 1-3, 8-10, 17-23, 24, 25). Council on Aging employees are, of course, subject to the State’s conflict of interest law.

## ARTICLE VI – MEETINGS OF THE COUNCIL/BOARD

### Section 1 – Regular Meetings

Regular meetings of the Members of the Council shall be held once a month on the second Monday, or as directed by the Chair. When the second Monday falls on a legal holiday, the meeting scheduled for that day shall be held on the following Monday.

### Section 2 – Regular Meeting Notice

Except in an emergency, the Council shall provide for the legal notice (48 hour) and posting of all Council and Committee meetings, in accordance with the provisions of the State’s open meeting law (Chapter 39, section 23B, M.G.L.).

**Section 3 – Materials**

An agenda for the upcoming meeting and minutes of the previous meeting shall be distributed to Members, Associates and Ex-officios at least three days prior to each regular meeting.

**Section 4 – Special Meetings**

Special meetings may be called at any time by the Chair, Secretary, or at the request of a majority of the Members. Proper posting and notice are required as referenced above according to the State's open meeting laws.

**Section 5 – Annual Meeting**

The annual meeting shall be held on the second Monday in May for the purpose of electing officers, for presenting the Chair, Director, Treasurer and Committee reports, as well as for voting on names to be proposed to the Selectmen for Members. Associates, Ex-officios and the following year's Nominating/Board Development Committee will also be voted on at that time.

The general public shall be informed of the annual meeting through the appropriate media at least two weeks in advance of said meeting as required by the "open meeting law."

**Section 6 – Executive Committee Meetings**

The Chair may call meetings of the Executive Committee as needed, or when requested by three Members. Proper posting and notice are required as referenced above according to the State's open meeting law.

**Section 7 - Emergency Meetings**

Emergency meetings of the Council may be called at any time by the Chair at the request of three (3) Members. Adequate advance notice shall be provided to each Member of the Council, insofar as feasible.

**Section 8 – Quorum**

At all meetings, the presence of a majority of the Members entitled to vote (5) shall constitute a quorum for the transaction of any business. Except as may otherwise be provided in these Bylaws, the vote of a majority of a quorum present shall be necessary and sufficient to decide a question or a matter.

**Section 9 – Conduct of Meetings**

All meetings shall be conducted in accordance with *Robert's Rules of Order*, except as may otherwise be dictated by these bylaws or town Bylaws or State laws.



## ARTICLE VII – OFFICERS

### Section 1 – Number

The officers of the Council shall consist of a Chair, a Vice Chair, Secretary and a Treasurer. Only a Member shall be eligible to serve as an officer.

### Section 2 – Election

Officers of the Council shall be elected at the Annual Meeting of the Council and must be approved by a majority of the Council Members (e.g. 5 of 9), not just by a majority of a quorum present. The new Officers shall take office at the start of the new fiscal year, July 1. Members must receive their appointment or reappointment by the Board of Selectmen prior to taking office.

### Section 3 – Term of Office

The term of office shall be one year for each of the four positions.

### Section 4 – Vacancies

Election of officers to fill vacancies created by any cause may take place at any regular or special meeting and shall be for the period of the unexpired term of the previous incumbent. As in a regular vote for officers, the vote must be carried by a majority of the Members (e.g. at least 5 of 9).

### Section 5 – Responsibilities

a. **Chair:** The Chair shall be the presiding officer of the Council. The chair shall prepare an agenda for Council meetings in conjunction with the Director, shall preside at all meetings, shall appoint all committees and their chairs (except nominating committee), and shall be an ex-officio member of all committees.

The Chair has the support of and access to the talent, experience and resources of the Executive Committee and may, from time to time, call meetings of that group.

The Chair will convene a meeting of the Executive Committee annually to conduct a review of the Director. The Chair shall complete the required Town forms and meet with the Director to review the same.

The Chair will serve as a resource for and support to the Director.

The Chair may, from time to time, be called upon to represent the Council before the Town or in relation to other groups or agencies.

b. **Vice Chair:** During the temporary absence or disability of the Chair, the 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. If the office of Chair should become vacant

mid-term, the Vice Chair will preside until such time as an election can be held to fill the position. The Vice Chair may be considered as a candidate for filling that vacancy.

**c. Secretary:** The Secretary shall record all proceedings of the meetings of the Council/Board, forward a copy to the Director for dissemination and for office records and cause all notices to be duly given in accordance with the provisions of the Bylaws and as required by State law.

The Secretary shall retain records in accordance with the Secretary of State's Records Retention Schedule (DS-27-93) and perform all duties relevant to the office of Secretary.

**d. Treasurer:** The Treasurer shall: have oversight over funds and receipts of the Council.

keep, or cause to be kept, all the books of accounts of all the business and financial transactions of the Council.

review and approve a monthly statement of the financial condition of the Council, including its grants, fund and line item balances and of all transactions as Treasurer.

assist with the preparation of an annual budget for submission to the Council for approval. Upon approval the Treasurer will forward or cause to have forwarded said budget to the Selectmen.

be prepared to represent the Council on financial matters at meeting of municipal officials and at town meetings as requested.

#### **Section 6 – Representation**

Article VII, Sections 5a and 5d notwithstanding, no Officer, Executive Committee Member, Board Member of the Council nor its staff shall make written or oral representations for the Council unless authorized by Council vote (or in pursuance of job requirements.)

### **ARTICLE VIII – BOARD/STAFF RELATIONSHIP**

The Council may appoint such employees as it may require in accordance with municipal practices and procedures. (See M.G.L. Ch. 40, s. 8B). The Council shall recruit and interview candidates for the Director position and shall hire the Director. The Director recommends for hire all subordinate staff positions. The Council may assist with the recruitment of personnel. The Council shall hire all staff/personnel. The Council Chair and the Executive Committee are responsible for the annual review of the Director.

The Board is primarily to serve as advisors. Members, Associates and Ex-Officios shall refrain from supervisory and day-to-day management activities. The Members and Director shall work together to recommend policy to the Council for vote. Staff and the Board shall ensure the confidentiality of individual client records.

Feedback, comments, praise and/or criticism of COA staff, policies and/or programs shall be directed to and through the Chair.

## ARTICLE IX – COMMITTEES

### Section 1 - General Considerations:

Each Member shall be willing to serve on at least one standing committee. The Council Chair appoints all committees and their chairs with the exception of the Nominating/Board Development Committee. Each Committee must have a minimum of three Members. Only Members may chair committees, make and second motions and vote. Committees will be formed annually to coincide with the start of the new fiscal year. The outgoing chair of a committee will sit with the incoming chair to pass along history, records and forms.

### Section 2 – Executive Committee

The Officers, with the addition of the Ex-officio positions of the Immediate-Past Chair and the Director, shall constitute the Executive Committee.

The responsibilities of the Officers are outlined in Article VII. The responsibilities of the Immediate-Past Chair and the Director as relates to the Council and specifically this Committee are as follows:

**Immediate-Past Chair:** The Immediate-Past Chair shall meet with the incoming Chair and provide materials and information pertinent to the Council. The Immediate-Past Chair will continue to serve as a resource to the Executive Committee and to the Board until such time as there becomes a new Immediate-Past Chair.

**Director:** The Director oversees the daily operation, finances, staff and programs of the Council. The Director shall serve as the primary source of information and link to the day-to-day operations, providing the Council with all information needed and/or requested.

The Chair has the support of and access to the resources of the Executive Committee and may, from time to time, call meetings of that group.

The Chair will convene a meeting of the Executive Committee annually to conduct a review of the Director. Together the Executive Committee and the Director shall establish goals and objectives for the Director for the coming year. The Chair shall complete the required Town forms and meet with the Director to review the same.

### Section 3 – Nominating/Board Development Committee

**a. Charge:** While the Executive Committee and the Council are critical to the COA, the Nominating Committee may in fact be the most important committee for it is here that the future vision and strength of the Council are gained. The Nominating/Board Development Committee must consistently operate in the future determining what the needs of the Board and hence what the particular capabilities of the Board must be. They must take action in the present to ensure that the Board has the resources it will need in the future. The Nominating/Board Development Committee shall work and report on Board Development issues throughout the year. The Committee shall survey the Council annually to ensure that the slate it brings to the table reflects the wishes of the Council.

- b. Committee Composition:** The Nominating/Board Development Committee shall be comprised of three (3) Members and two (2) Associates. The Committee shall elect its own chair.
- c. Nomination of the Nominating/Board Development Committee:** The Nominating/Board Development Committee will not be appointed by, or beholden to, the Chair or any other Officer. Rather, each year, the Nominating Committee will decide on the names of those whom they believe to be the most capable in determining the needs and making the necessary recommendations. The Nominating/Board Development Committee will then propose to the Council those five (5) candidates to create the next year's Nominating/Board Development Committee. Members may also make nomination from the floor. The Council will vote on the proposed Nominating/Board Development Committee Members when voting on its Officers for the coming year.
- d. Nomination of Members:** Each year, three (3) Members' terms will expire. Reappointment is not automatic, nor is it guaranteed. Each open position will be reviewed within the context of the upcoming needs of the Board and the COA. It is strongly held that Members should be asked to rotate to an Associate position after two (2) terms unless the Nominating Committee deems their input/vote/chairing of a committee to be critical to the Council at that time. The Committee may nominate candidates to a Member position in the following ways: 1. Nominate a current Member whose term is expiring. 2. Nominate of an Associate who has not served as a Member previously. 3. Nominate an Associate who has previously been a Member and would now serve the Board well by assuming that position again. 4. Nominate someone from the community who has not served on the Council in any capacity before, but who brings a significant talent, experience or resource to the Board.
- e. Nomination of Associates:** Associates serve a critical function on the Board. The Nominating/Board Development Committee will, throughout the year, canvass the Board for potential candidates, maintain an ongoing list/candidate pool, and review that list toward making solid Associate nominations. The Committee will evaluate the need for Associate assistance and input and determine, annually, the total number of Associates appropriate for the coming year. That number should always be greater than the number of Associates who still have a year remaining in their current term. In this way there will never be a year when all associate terms expire simultaneously.
- f. Representation:** Members and Associates shall be selected with an eye toward a strong, diverse background of specialties and capabilities as complements the needs of the Council. The Nominating/Board Development Committee shall make nominations being mindful of the constituency served and the town's representative makeup.
- g. Absence:** The Nominating/Board Development Committee is responsible for monitoring Board attendance. Where a lack of attendance is adversely affecting the Board, the Committee is responsible for recommending replacement of the Member or Associate in question.
- h. Mid-year Vacancies:** In the event of a mid-year vacancy, the Nominating/Board Development Committee shall submit nominations within a reasonable time for special Council vote.
- i. Election:** The Committee will bring the slate of officers and list of appointments before the Board at the April meeting for vote at the annual meeting in May.

**j. Presentation to Selectmen:** The Chair of the Nominating/Board Development Committee is responsible for providing the written results of the election to the Selectmen.

#### **Section 4 – Bylaws Committee**

The Bylaws Committee shall meet annually to review the bylaws and any State/Federal law changes which may impact the COA bylaws.

The Committee shall, when necessary, bring any proposed changes before the Council and town in the manner described in Article X of these bylaws.

### **ARTICLE X – AMENDMENTS TO BYLAWS**

#### **Section 1 – Consideration of Amendments**

Amendments or alterations of these Bylaws may be considered at either a regular or special meeting of the Council called for such purpose.

#### **Section 2 – Notification of Proposed Amendments**

In either case, notification of the meeting and its purpose shall be given at least fourteen (14) days prior to assembly in the local newspaper(s). 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 same notification must also be provided to each Board member, 14 days prior to the meeting at which such amendment(s) will be considered.

#### **Section 3 – Voting on Proposed Amendments**

The proposed amendment or alteration of the bylaws must be voted on at a regular or special meeting and, to pass, must be approved by a majority of the Council Members (e.g. 5 of 9). In this case, it is not sufficient to have simply a majority vote of a quorum.

#### **Section 4 – Positive Vote for Amendment**

Following a positive vote for amending the bylaws, the Bylaws Committee Chair submits the changes to Town Counsel for approval. Once approved, the Bylaws Chair shall ensure that the Selectmen and each Member of the Council receives an updated version of the Bylaws.

#### **Section 5 – Conflict between Bylaws and Laws**

If any part of these bylaws is in conflict with Town Bylaws or State or federal law, those of the highest-ranking authority shall have precedence.

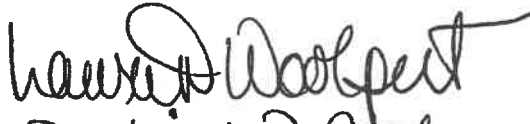
ARTICLE XI - OTHER PROVISIONS

These Bylaws become effective following an affirmative vote of a majority of the 9 Council Members. These Bylaws were approved and the vote recorded on:

DATE: June 26, 2000

As sworn to by:

Bylaws Chair: Laura D. Woolpert



Council Chair: Deborah D. Neely

