

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

### **ARTICLE I - NAME**

The name of this organization shall be the Orange County Senior Citizens Advisory Council, referred to hereafter in this document as the "Council."

### **ARTICLE II – AUTHORITY**

The State of California, 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, has designated the County of Orange Board of Supervisors (BOS) as the entity responsible for setting policy, and for the direction and oversight of programs for older adults at the local level and provide funding 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:

1. Securing and maintaining maximum independence and dignity in a home environment for older individuals capable of self-care with appropriate supportive services;
2. Removal of individual and social barriers to economic and personal independence for older individuals;
3. Providing a continuum of care for the vulnerable elderly;
4. 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.

Federal and State rules and regulations provide for program activities, and requires the Orange County Board of Supervisors, as the Chief Elected Officials for the County of Orange Office on Aging Area, to appoint a local Senior Citizens Advisory Council.

The Council was established by the BOS to serve as the local Senior Citizens Advisory Council on August 14, 1973.

### **ARTICLE III - PURPOSE**

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; and the Director of the OoA on all matters affecting older adults.

The Council shall serve as an advisory body to the BOS and shall serve as a liaison between the BOS, OCCR, and citizens of the County of Orange (County).

The purpose of the Council shall be to assist the BOS through OCCR, in strategic planning, program oversight and evaluation of the AAA. The Council shall promote effective outcomes consistent with statewide goals, objectives, and negotiated local performance measures.

1. Planning and Implementation

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

2. Older Adult Needs and Service Identification

- A. 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 BOS in regard to any and all of these matters.

3. Annual Meetings and Reports

- A. 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.

4. Contract Monitoring

- A. 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 is subject to all conflict of interest policies.
- B. The Council may be invited to participate on independent review panels for contract solicitation of OoA programs and services. Council participation is subject to all conflict of interest policies.

#### **ARTICLE IV – MEMBERSHIP**

The Council shall consist of no more than forty (40) members hereafter referred to as “Council members” to be selected as follows:

1. Up to ten (10) to be selected by the BOS for two-year terms.

- A. Council members shall be appointed by the BOS with each Supervisor nominating two Council members from inside or outside of their respective district. No person

living outside of the Supervisor's District shall be nominated for appointment to the Council without the written consent of the Supervisor representing the district where the nominee resides.

2. Up to ten (10) to be selected by the City Selection Committee, for two-year terms.
  - A. Council members shall be appointed by cities in a process coordinated by the City Selection Committee and the County Clerk of the Board, with the objective of having two appointees from the cities in each of the five supervisorial districts. The City Selection Committee may waive any residency and voter requirements.
3. Up to twenty (20) to be selected for two-year terms by a quorum of the Council's Executive Board 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 twenty appointments to assure conformance with mandated membership requirements of AAA Advisory Councils, as required by federal and state statutes and regulations.
  - A. Council appointed membership will be initiated by submittal to the OoA of the "Application for Membership" form completed by the individual applicant. Prospective members shall attend one Council meeting and one standing 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.
4. Council members shall be broadly representative of different racial, ethnic, religious, socio-economic, disability, age, gender, sexual orientation, or marital status groups in the County.

## **TERM OF MEMBERSHIP**

Council members shall be appointed for a term of two years and 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 BOS 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.

## **COUNCIL MEMBERSHIP ELIGIBILITY, REQUIREMENTS AND RESPONSIBILITIES**

1. Eligibility
  - A. 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.

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

## 2. Requirements

- A. Each Council member shall annually sign a statement indicating awareness of and compliance with the County of Orange Conflict of Interest Policy.
- B. Each Council member shall dedicate a minimum eight hours per month, which shall include activities related to meetings of the full Council as well as standing committee obligations. Hours shall be reported on the "Monthly Senior Services" form.
- C. Each Council member must have access to transportation to Council meetings and standing committee meetings.
- D. Each Council member must have access to a computer and have an e-mail address or have an alternative means of communication.
- E. Each Council member shall actively pursue an understanding of the Older Americans Act.
- F. Each Council member shall be a member in good standing of at least one standing committee.

## 3. Responsibilities

- A. Council members must comply with County non-discrimination and zero tolerance sexual harassment policies and County Code of Ethics.
- B. Council members shall operate strictly within designated Council purposes.
- C. Each individual Council member shall comply with all applicable conflict of interest laws. A "conflict of interest" exists when a Council member has a personal or private relationship or interest that could diminish the Council member's independence of judgement in performing official duties, and as defined by law. Examples include a Council member's interest in an entity that is seeking to obtain the County's sponsorship, including non-financial, such as the use of the County seal.
- D. A Council member having a conflict of interest concerning any issue before the Council, must declare the nature of their conflict of interest, avoid participating in or influencing the matter in any way.

## **COUNCIL MEMBER RECRUITMENT AND NOMINATIONS**

1. In the event of a vacancy, the Council's Executive Director in partnership with Council's Executive Committee is responsible for maintaining the required composition of the Council. A vacancy may not necessarily be filled if the required composition of the Council can be maintained without filling the vacancy. The BOS appointees shall be accepted.
2. The Council shall solicit and accept nominations for Council membership in accordance with membership composition requirements set forth in these bylaws, as needed.
3. All nominees shall be required to submit a membership application.
4. Other than those Council members appointed directly by the BOS, any qualified community member may nominate him/herself for appointment to the Council by submitting a membership application to the Council's Executive Director.
5. Other than those appointed directly by the BOS, nominations shall be reviewed by the Council and Executive Director to ensure that nominees meet membership criteria as stated in these bylaws.

## **COUNCIL MEMBER VACANCIES**

1. A vacancy on the Council shall exist on the occurrence of noncompliance with applicable Federal and State regulations or change in employment status from active employment in the classification that served as the basis for the appointment or other change in membership category, change in residency outside of Orange County, failure to complete ethics training, or failure to attend four meetings in a calendar year.
2. Vacancies will not necessarily be filled by individuals from a like organization; industry, employer, or association so long as the required membership composition is maintained, which will be officially determined by OCCR.

## **COUNCIL MEMBER RESIGNATION**

1. Any member may resign by providing written notice to the Council's Executive Director.
2. The Council's Executive Director shall provide written notice of all resignations to the Council and BOS.
3. A member shall be deemed to have resigned Council membership if the Council member is absent from three Regular Meetings per program year.

## **COUNCIL MEMBER REMOVAL**

1. A Council member may be removed from the Council by the Executive Board Chair and Executive Director, or the appointing authority, with or without cause at any time, with the exception of those directly appointed by the BOS.

## **SIZE AND SELECTION OF COMMITTEE MEMBERS**

1. 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 "Membership Eligibility, Requirements, and Responsibilities." This is to ensure that the entire community of Orange County is fully represented on all levels of activity of the Council.

## **ATTENDANCE**

1. Any member of the Council who fails to attend three regular meetings within a calendar year shall automatically vacate his or her position.
2. All Council members bring valuable experience and a unique perspective to the discussions and decisions of the council. Participation by all Council members is valued, important, and necessary as this Council advocates for and works on behalf of the Senior Citizens of Orange County. If a member of the Council missed three regular meetings within a calendar year, a letter may be sent to alert them that upon the fourth absence their seat will be vacated.

## **VACANCIES**

1. In the event of a vacancy or removal from membership, the Council shall request the appointment of a replacement by the appropriate appointing body to serve the unexpired term of the former incumbent of the seat.

## **MEMBERSHIP APPEALS**

1. In the event that an individual is removed from their Committee or Council Membership, an 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.

## **COUNCIL REMUNERATION**

1. 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. Attendance of less than one-half of a regular meeting shall be considered an absence and not subject to remuneration.

## **REIMBURSEMENT**

1. Council members may be reimbursed for actual expenses incurred while performing within the scope of their duties and powers only with prior approval of the OoA Executive Director. 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 V – MEETINGS**

1. Council meetings shall be held in accordance with the Ralph M. Brown Act (the "Brown Act"), Government Code Section 54950 et. Seq., as amended.

2. The Council shall hold regular monthly meetings, as scheduled by the Executive Director in coordination with OCCR.
3. Written notice of regular Council meetings will be mailed or emailed out, and publicly posted for any person who previously requested notice 72 hours prior to the meeting.
4. Council meetings shall be held at a location within Orange County, California, determined by OCCR that satisfies the access requirements of the American with Disabilities Act.
5. Council regular meetings shall be held during regular business hours.
6. A special meeting of the Council may be called by the Chair, the Executive Board or by a quorum of the Council. Notice on special meetings shall be delivered to the Council members personally, by mail or electronically, and must be received no later than twenty-four hours in advance of the meeting. Written notice of such meetings must be provided to any person who has previously requested notice.

### **OCCR ADMINISTRATIVE SUPPORT (OCCR Support)**

1. OCCR shall provide administrative support (OCCR Support) to the Council as directed by the Executive Director. OCCR Support shall include, but not be limited, to the following:
  - A. Attendance at Meetings
 

A representative designated by the OCCR, shall attend each meeting, and maintain a record of all proceedings and directives of the Council. OCCR Support will call agenda items or groups of items.
  - B. Preparation and Distribution of Agenda
    - i. OCCR Support will prepare, publicly post and distribute all agendas of the Council meetings. The agenda shall consist of a brief general description of each item to be considered by the Council, pursuant to the Ralph M. Brown Act, Government Code section 54950 et seq.
    - ii. OCCR Support will prepare, publicly post, and distribute all supplemental agendas when there has been an item added, continued, deleted, and/or modified since the distribution of the initial agenda.
    - iii. The regular OCWDB meeting agenda will be distributed and made available to the public at least 72 hours prior to the meeting, pursuant to the Ralph M. Brown Act, Government Code section 54950 et seq.
    - iv. OCCR staff will audiotape meetings, and tape will act as official meeting record.

### **QUORUM**

1. A Council meeting 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. Each Council member shall have one vote. All Council actions and recommendations shall be by motion, duly seconded, and carried by an affirmative vote of a majority of Council members present.

## **ARTICLE VI – EXECUTIVE BOARD**

### **OFFICERS**

1. The officer(s) of the Executive Board shall be elected by the Council. They shall be a Chair, Vice Chair, Secretary and three members at large and duties will be designated by the Chair. Member-at- Large members of the Council's Executive Board are not considered to be Council officers.
  - A. 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 fourth 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 the power of vote as long as they remain members of the Council.
  - B. Responsibilities of the Executive Board shall be to liaise 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.

### **ELECTION AND TERMS**

1. Election of officers shall be held every two years during the regular January meeting of the Council. 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.

### **EXECUTIVE BOARD REMOVAL AND RESIGNATION**

1. Any officer may be removed from office by a two-thirds (2/3) vote of the total Council 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.

### **EXECUTIVE BOARD VACANCIES**

1. A vacancy on the Executive Board 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.

### **DUTIES**

1. The Chair shall:
  - A. Preside over all regular and special meetings.
  - B. Act as an ex officio member on all committees.



- C. Establish committees and coordinate the appointment of Council members thereto and to the Nominating Committee.
  - D. Represent the Council at, or designate a representative to attend, public functions, provided such functions have been approved by the Council and are consistent with County policy.
  - E. Perform all other responsibilities allocated to the Chair under these bylaws.
2. The Vice-Chair shall:
- A. Assume the duties of the Chair when the Chair is absent or unable to perform the duties of the Chair.
  - B. Perform all other responsibilities allocated to the Vice-Chair under these bylaws.
3. The Secretary shall:
- A. Take roll of Council members at each Council meeting and advise the chair as to the existence of a quorum.
  - B. Collect "Monthly Senior Service Hours" from members, post and tabulate total hours.

#### **ABSENCE OF CHAIR AND VICE CHAIR**

- 1. 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 VII – COMMITTEES**

- 1. All standing committees established under the Council shall conform to the bylaws of the full Council. All actions of Council standing committees and workgroups are advisory to the Council. Chairs of the Council standing committees, in consultation with the Council and the Executive Director, shall prepare the agenda for standing committee meetings.
- 2. 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.
- 3. The Chair, Vice Chair and the OoA Director shall be ex-officio members of all committees, except as otherwise noted in these Bylaws.

#### **STANDING COMMITTEES**

- 1. 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.

2. 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.
3. To the extent possible, standing committees shall be comprised of the required Council representative categories and must be chaired by a member of the Council.
4. The term of the Chair of any standing committee shall be for two (2) calendar years, concurrent with the term of the Chair of the Council.
5. The Committee Chair shall be appointed by the Executive Board Chair. Council members will volunteer to be on the standing committees and will be recommended by the Executive Board Chair. In such case that membership is not met for the committees, the Executive Board Chair will appoint members accordingly.
6. 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.
7. Membership on at least one standing committee is mandatory for all Council members.
8. 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.
9. Standing committees shall have no more than one chairperson.
10. Members of the Executive Board shall not serve as chair or vice-chair of any standing committee.
11. 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.
12. 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.
13. 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.
14. Standing committee chairs shall report committee, subcommittee and task force activities to the Council and Executive Board when scheduled or requested to do so.

15. Standing Committee Chairs shall submit a monthly written report one week prior to the monthly meeting of the full SCAC council.
16. Standing Committee Chairs are welcomed to attend all Executive Board meetings and shall attend January, March and September Executive Board meetings.

### **AD-HOC COMMITTEES**

1. The Chairperson of the Council may establish ad hoc committees to accomplish time-limited tasks that support the goals of the Council. Each ad hoc committee shall be composed of less than the quorum of the Council members and shall only serve as an advisory committee on a specific item for a limited period. When an ad hoc committee is created, the Chair or Council member calling for the creation of ad-hoc committee shall identify the committee's membership, the scope of work, work product, and date of dissolution.
2. When appropriate, committees may call on other knowledgeable individuals who are not Council members to act as consultants to the committees. Said individuals shall be subject to the conflict of interest statutes, regulations, and ordinances.
3. The Committee chair shall be appointed by the Board chair. Council members will volunteer to be on the committee and will be recommended by the Board chair. In such case that membership is not met for each committee, the Board chair will appoint members accordingly.

### **EX-OFFICIO MEMBERS**

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

### **NOMINATING COMMITTEE**

1. The Chair shall appoint a Nominating Committee in October of the even numbered years, consisting of not less than three members of the Council. Executive Board members shall not participate in nominating committee meetings. The Nominating Committee shall appoint a committee chair; select a slate of officers for the following fiscal year, secure the consent of those nominated, and present the slate of candidates at the January meeting of the Council. Additional nominations for any office may be made from the floor by members at the January Council meeting.

### **GENERAL PROCEDURES FOR COMMITTEES**

1. 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.

### **ANNUAL STANDING COMMITTEE EVALUATION**

1. Intent
  - A. 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.

2. Annual Committee Reports

- A. 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.

3. OoA Director Analysis

- A. 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.

4. Staff Support to Council Committees

- A. 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 VIII – OVERSIGHT AND STAFFING SUPPORT**

1. The Council is programmatically responsible to the BOS, through the OCCR.
2. The Council shall have no authority to accept gifts or donations on behalf of the County unless done in accordance with the OCCR's Board approved Marketing Plan and County gifts or donation policies.
3. Each Council member shall attend annual trainings as determined by the OCCR, OCCR and/or the BOS including, but not limited to, trainings relating to ethics and conflicts of interest.

## **ARTICLE IX – ADVOCACY**

1. The Council website shall be hosted on the OCCR domain and managed by OCCR.
2. The County must approve all Council correspondence, statements, press releases, and reports prior to release. A 50+ 1 majority of the quorum of the Council must approve all such correspondence, statements, press releases, and reports prior to the Council's submittal of any such items to OCCR and request for the County's approval of such items.
3. All Council communications shall be preapproved by OCCR and be on OCCR and Council letterhead.
4. The Council's recommendations on legislation must be approved by the majority vote of a quorum of the Council and submitted to the County Executive Office legislative planning

committee for recommendation to the County through OCCR. The Council shall not take positions on legislation without the approval of the County.

5. All use of the County and Council emblem/seal requires pre-approval of the County through OCCR.
6. Neither the Council nor any of its Council members shall promote, directly or indirectly, any political party, political candidate or political activity using the name, emblem, or any other identifier of the Council or County of Orange logo.

## **ARTICLE X - BYLAWS**

### **ADOPTION OF BYLAWS**

1. The Bylaws shall become effective immediately upon approval of the BOS.

### **AMENDMENTS TO BYLAWS**

1. A recommendations to amend the Bylaws, approved by a majority vote of the members of the Council shall submitted by OCCR to the BOS for approval. However, such an amendment will not take effect unless approved by the BOS. The

## **ARTICLE XI – SEVERABILITY**

1. If any provision of these bylaws is determined to be invalid or unenforceable, that provision shall be deemed stricken and the remainder of these bylaws shall continue in full force and effect.

## **ARTICLE XII – PARLIAMENTARY AUTHORITY**

### **RULES**

1. 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.

### **STANDING RULES**

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

## **ARTICLE XIII – EXISTENCE OF COUNCIL**

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

Adopted by Board of Supervisors on December 15, 2020.