

## BY-LAWS

### **LANE COUNCIL OF GOVERNMENTS** *SENIOR SERVICES ADVISORY COUNCIL*

#### **ARTICLE I - Name**

This organization being duly and officially established by the Lane Council of Governments (LCOG) shall be known as the Senior Services Advisory Council (SSAC).

#### **ARTICLE II - Purpose**

To advise LCOG, as the designated Area Agency on Aging for Lane County, in its efforts:

1. To serve the community through planning, service coordination and delivery, advocacy and long term care system management;
2. To provide an environment in which seniors throughout Lane County can live meaningful and dignified lives with as much independence as possible;
3. To assure the most equitable, effective and efficient use of available resources.

The above is pursuant to the Older Americans Act, as amended, and ORS Chapter 410.

#### **ARTICLE III - Functions**

The Council shall advise LCOG on all matters pertaining to senior services. To this end, the Council shall perform the following functions:

1. Advise on needs assessment and planning activities, including:
  - a. Recommending methods for gathering information on the problems and needs of seniors throughout Lane County.
  - b. Reviewing and commenting on:

- (1) The analysis of information on the needs of seniors collected by LCOG;
    - (2) LCOG's conclusions regarding the needs of seniors in Lane County.
  - c. Suggesting, and ranking by degree of priority, responses to address identified needs and desires.
  - d. Advising on the development of the Area Plan on Aging for Lane County, and annual updates thereof, by:
    - (1) Recommending the allocation of available funds to programs and services addressing pressing needs;
    - (2) Conducting public hearings on the Plan and updates; and
    - (3) Recommending the Plan and updates to the LCOG Board of Directors for adoption.
2. Advise on Area Plan implementation activities, including:
  - a. Advising on the solicitation and review of proposals for the provision of services to seniors.
  - b. Making recommendations to LCOG regarding agencies and organizations to provide services and, as appropriate, the award of funds for service provision.
  - c. Advising on and, as appropriate, assisting with the monitoring and assessment of services provided either directly by LCOG or by entities performing under contract to LCOG.
3. Advise LCOG on the provision of services, and on the coordination of senior programs and services so as to avoid duplication of program services and to conform to local, State and Federal program objectives and priorities.
4. Provide information about needs, problems, desires, resources and services, as appropriate, to seniors, public and private agencies, elected officials, and the general public.

5. In accordance with LCOG policy, represent the interests of seniors by:
  - a. Monitoring, reviewing and recommending action to LCOG on community, State and national policies, programs and actions.
  - b. Acting as an advocate on behalf of seniors.
  - c. Stimulating public interest in, and support of, programs and policies which have been proposed or initiated to meet the problems and needs of Lane County's seniors.

#### **ARTICLE IV - Composition**

The Council shall be composed of no fewer than fifteen (15) and no more than twenty-three (23) residents of Lane County, including General Members and Liaison Members, as defined in paragraphs 1 and 2 of this Article. Its membership shall be broadly representative of the entire community and shall conform with Federal and State requirements. Further, to insure appropriate geographic representation, a minimum of twenty-five percent (25%) of its General Members must be drawn from different areas outside the Eugene-Springfield metropolitan area.

1. General Members:
  - a. More than fifty percent (50%) seniors (60+), including minority individuals, who are participants or who are eligible to participate in LCOG funded senior services programs;
  - b. Representatives of seniors;
  - c. Representatives of health care provider organizations, including a provider of veterans' health care, if available;
  - d. Representatives of supportive services provider organizations;
  - e. Persons with leadership experience in the private and volunteer sectors;
  - f. One or two locally elected officials.
  - g. The general public.

2. Liaison Members: Up to two members of LCOG's Disability Services Advisory Council (DSAC).

## **ARTICLE V - Nomination, Appointment and Tenure of Council Membership**

1. Provisions Regarding General Members
  - a. Appointments to the Council shall be made by LCOG in accordance with LCOG's policy on appointments to advisory committees.
  - b. Nominations for appointment shall be made in the following manner:
    - (1) For the locally elected official position(s), nomination(s) shall be made by the LCOG Board.
    - (2) For all other positions, nominations shall be made by the Advisory Council.
  - c. The normal term of service for Council members shall be three years. Council members' terms which expire in any given year shall expire on June 30 of that year. While re-appointment to the Council is permissible, no person may serve more than two (2) consecutive three (3) year terms, except as noted herein. If a person is initially appointed for a partial term, the length of the partial term shall govern the individual's eligibility for re-appointment. If the partial term is eighteen (18) months or less, re-appointment to two additional three year terms is permitted; if the partial term is greater than eighteen months, the individual is eligible for re-appointment to only one additional three year term. Re-appointment to the Council beyond these limits may occur only after an absence from the body of one full year.
2. Provisions Regarding Liaison Members:
  - a. Liaison members from LCOG's Disability Services Advisory Council (DSAC) shall be selected and appointed to the Senior Services Advisory Council by the Chair of the Disability Council. The term of service of Liaison Members shall be one year, starting July 1 of each year. Re-appointment is permissible, without restriction.

- b. Liaison Members from LCOG’s DSAC are considered full members of the SSAC, and are entitled to vote on all matters coming before the SSAC.
3. Community Representative Members:
- a. In addition to General and Liaison Members, the Council may appoint up to nine (9) Community Representative Members.
  - b. A Community Representative Member is a person who is interested in and supportive of the work of the Council. He or she is appointed by the Council for a term of up to one year. His or her term concludes on June 30. Reappointment is permissible, up to a maximum of three consecutive terms.
  - c. A Community Representative Member may serve on one of the following Council Standing Committees: Planning and Budget Committee, Procurement and Monitoring Committee and the Joint Council. Once appointed, a Community Representative Member enjoys full privileges on the Standing Committee to which he or she is appointed.
  - d. A Community Representative Member may participate in discussions at Council meetings, but shall not make motions, vote, nor be counted for purposes of establishing Council meeting quorums.
4. At-Large Members: See Article VIII.2.e., Advocacy Committee.

**ARTICLE VI - Officers and Duties**

- 1. Officers: The officers of the Council shall be the Chair, First Vice-Chair and Second Vice-Chair. They shall be elected at the Council's July meeting.
- 2. Duties of Officers:
  - a. Chair: The Chair of the Council shall:
    - (1) Preside at all meetings of the Council;
    - (2) Serve as chair of the body's Executive Committee;
    - (3) Recommend to the Council for appointment by the Council the SSAC members of all Standing Committees, with the stipulation

that the Council's First Vice-Chair be appointed to membership on the Planning and Budget Committee;

- (4) Serve as the Council's liaison with the LCOG Board of Directors;
  - (5) With the exception of the Nominating Committee, serve as an ex-officio member on Standing Committees, without voting privileges;
  - (6) Perform other duties normally devolving upon a presiding officer.
- b. First Vice-Chair: The First Vice-Chair shall perform all duties of the Chair in his or her absence, shall serve as a member of the Planning and Budget Committee, and shall perform such other duties as may be designated by the Chair and/or the Council.
  - c. Second Vice-Chair: The Second Vice-Chair shall perform such duties as may be designated by the Chair and/or the Council.

#### **ARTICLE VII - Executive Committee**

1. Composition: The Executive Committee shall be composed of the Chair, First Vice-Chair, Second Vice-Chair, and the Chairs of the Planning and Budget, and Procurement and Monitoring Committees.
2. Responsibilities: The Executive Committee shall be responsible for:
  - a. Assisting with the development of agendas for regular meetings of the Council, at the request of the Chair.
  - b. Acting on behalf of the Council between regular meetings; and
  - c. Assisting in the recruitment and screening of candidates for the position of Director of Senior & Disabled Services, when requested by LCOG.

#### **ARTICLE VIII - Committees**

1. Types of Committees: Two types of committees shall assist the Council to accomplish its purpose and functions, as follows: Council Standing Committees (a.k.a. Standing Committees) and Ad Hoc Committees.
2. Standing Committees: The Council shall function with five Standing Committees, as defined in this paragraph.

a. General Provisions:

- (1) Appointment of SSAC Members: Upon the recommendation of the Council Chair, the Council shall appoint SSAC members and Community Representative members to the Standing Committees.
- (2) Election of Chair: Each Committee, at its first meeting after that year's July Council meeting, shall elect its chair, who will serve until his or her successor is selected.
- (3) Scope of Responsibility:
  - (a) Standing Committees are charged with formulating and presenting recommendations specific to their respective areas of responsibility to the Councils for their consideration.
  - (b) Authorization to Standing Committees to act beyond the scope of their responsibilities, as defined in this Article, must be granted by the Councils and, in the case of advocacy efforts, by LCOG.

b. Nominating Committee:

- (1) Composition: The Nominating Committee shall be composed of no less than three (3) and no more than five (5) SSAC members, none of whom shall be the Chair of the Council.
- (2) Responsibilities:
  - (a) At the May meeting each year, make nominations for the Council's officers after determining that the nominees will serve, if elected;
  - (b) With the assistance of LCOG staff, recruit, screen and recommend to the Council:
    - 1) Nominees for appointment to the Council, keeping in mind the need to maintain a balanced representation of service providers; and
    - 2) Individuals to serve as Community Representative

members on standing committees.

- (c) Monitor attendance at Council meetings. If a member fails to attend three (3) consecutive meetings without notifying the Council Chair or staff, the Nominating Committee may recommend to the Council that the member's seat be declared vacant.

c. Planning and Budget Committee:

(1) Composition: The Planning and Budget Committee shall be composed of no more than eleven (11) members. Up to six (6) members shall be SSAC members, up to three (3) shall be DSAC members, and the balance shall be Community Representatives members. The majority of Committee members shall be members of the SSAC and DSAC.

(2) Responsibilities:

(a) Advise on needs assessment and planning activities, including:

1) Recommending methods for gathering information on the problems and needs of seniors and persons with disabilities throughout Lane County.

2) Reviewing and commenting on:

a) The analysis of information on the needs of seniors and persons with disabilities collected by LCOG;

b) LCOG's conclusions regarding the needs of seniors and persons with disabilities in Lane County.

(b) Suggest, and rank by degree of priority, responses to address identified needs and desires.

(c) Advise on the development of the Area Plan on Aging and



Disability Services for Lane County, and annual updates thereof, by:

- 1) Recommending the allocation of available funds to programs and services addressing pressing needs;
- 2) Conducting public hearings on the Plan and updates;
- 3) Recommending the Plan and updates to the Senior and Disability Services Advisory Councils for review and recommendation to the LCOG Board of Directors for adoption.
- 4) Once adopted, periodically reviewing the continuing appropriateness of the Area Plan and its Annual Updates; and
- 5) Undertaking other short and long range planning studies and projects.

d. Procurement and Monitoring Committee:

- (1) Composition: The Procurement and Monitoring Committee shall be composed of no more than eleven (11) members, including SSAC members and Community Representative members. The majority of Committee members shall be SSAC members.
- (2) Responsibilities:
  - (a) Advise on the solicitation and review of proposals for the provision of services to seniors, and on staff recommendations that LCOG directly provide selected services rather than contract out for service provision.
  - (b) Recommend agencies to provide services.
  - (c) Review and recommend action on amendments to service provider contracts.
  - (d) Advise on and, as appropriate, assist with the monitoring and assessment of services provided either directly by

LCOG or by agencies performing under contract to LCOG.

e. Joint Council Meeting:

(1) Joint Council Meetings shall precede regularly scheduled SSAC meetings. All SSAC regular and SSAC Community Representative members shall attend Joint Council Meetings.

(2) All SSAC regular and Community Representative members are automatically considered members and shall attend Joint Council Meetings. Membership ends when a Council member resigns from the SSAC or reaches SSAC maximum term lengths.

(3) Voting Privileges:

(a) Unless expressly agreed by both Councils, members shall not vote on matters that arise during this specific meeting.

(b) Members may recommend matters requiring a vote be forwarded to each separate Council for review and action.

(4) Responsibilities:

(a) Monitor, review and recommend action to the Councils on community, state and national policies, programs, and actions (e.g. laws, regulations, rules, budgets, etc.) which affect seniors and persons with disabilities.

(b) Maintain close liaison with local, state and federal elected officials.

(c) Stimulate public interest in, and support of, programs and policies which have been proposed or initiated to meet the problems and needs of Lane County's seniors and persons with disabilities.

f. Advocacy Committee:

Authority: Unless specifically directed by the LCOG Board of Directors, the Advocacy Committee may not act on behalf of the Councils nor LCOG.

Rather, it is charged with formulating and presenting to the Councils, for their

consideration, recommendations specific to its area of responsibility. The LCOG Board has final review and approval authority for Advocacy priorities.

Responsibilities:

- (1) Monitor, review and recommend action to the Councils on community, state and national policies, programs, and actions (e.g. laws, regulations, rules, budgets, etc.) which affect seniors and persons with disabilities. This includes legislative advocacy priorities.
  - (2) Review potential advocacy items delegated by the Councils
  - (3) Maintain close liaison with local, state and federal elected officials.
  - (4) Stimulate public interest in, and support of, programs and policies which have been proposed or initiated to meet the problems and needs of Lane County's seniors and persons with disabilities.
3. Ad Hoc Committees: The Council Chair may appoint any number of ad hoc committees to assist the Council discharge its duties. Each ad hoc committee shall have a clearly defined charge and a specified time period within which to accomplish its charge. The Chair of each ad hoc committee shall be appointed by the Council Chair.

### **ARTICLE IX - Conduct of Meetings**

1. Meetings:
  - a. Council Meetings:
    - (1) Regular Meetings: The Council shall meet on the third Friday of odd numbered months, unless the Council agrees otherwise.
    - (2) Special Meetings: Special meetings may be called, with reasonable notice, by the Council Chair, or upon written notice, to the Council by any five (5) members.
  - b. Committee Meetings: Committees shall meet, as needed, to discharge their respective duties. Meetings shall be called, with reasonable notice, by the Committees' Chairs, or upon written notice, by any three (3) members or LCOG staff.

2. Voting Privileges:

a. Council Meetings:

- (1) Each member of the Council shall be entitled to one vote on each motion presented at any regular or special meeting at which the member is present.
- (2) In order to avoid conflict of interest, no Council member, who is also an employee or a Board member of any organization that is under contract or competing for funds, may vote on fund allocations which would bring financial remuneration to that organization. Such members may, however, participate in official discussions on these subjects after announcing their conflict of interest.

b. Committee Meetings: Subject to the limitations of Article VIII.2.e(2), all Council and Community Representative members shall be entitled to one vote on each motion presented at any regular or special meeting at which the member is present. However, in order to avoid conflicts of interest, committee members shall be bound by the same conflict of interest provisions as are Council members (see Article IX.2.a(2) above).

c. With prior notice provided to the Council Chair, S&DS Director or designated LCOG staff, a member may participate in a Council meeting and vote on matters before the Council remotely, by telephone or other agreed to methods. Permission for this accommodation will be granted on a case-by-case basis, with the understanding that it will not be granted on a routine, recurring basis unless otherwise agreed upon by the Council and the S&DS Director.

3. Public Participation: The meetings of the Council and Committees shall be open to the public, pursuant to Oregon's Open Meeting Law. Participation at meetings shall be permitted upon recognition by the Chair.

4. Quorum:

a. Council and Executive Committee Meetings: Fifty-one percent (51%) of the membership of the Council shall constitute a quorum.

- b. Standing Committee Meetings: A Standing Committee may conduct business if at least two of its members are present at a scheduled meeting.
5. Parliamentary Authority: Roberts' Rules of Order shall be the parliamentary authority for all matters of procedure not specifically covered by these By-Laws.
6. Staff will serve as the Minutes Recorder for the Council and its Committees.

### **ARTICLE X - Coordination with LCOG's Disability Services Advisory Council**

To establish and maintain lines of communications with LCOG's Disability Services Advisory Council, the Senior Services Advisory Council shall:

1. Select and appoint at least one, but not more than two members to serve on the Disability Services Advisory Council. The normal term of appointment for liaison members shall be one year, from July 1 to the following June 30.
2. Include on agendas of all regular meetings a report on the affairs of the Disability Services Advisory Council by its liaison member(s) to the Disability Council.
3. Work cooperatively with the Disability Services Advisory Council on topics of mutual concern and/or interest, especially those relating to strengthening the service delivery system for seniors and persons with disabilities. To this end, the DSAC Council Chair shall appoint DSAC Council members to serve on selected SSAC Standing Committees, as defined in these Bylaws.

### **ARTICLE XI - Termination of Membership**

1. Resignation

A member may resign by providing notice to the Council Chair or LCOG Director for Senior & Disabled Services.

2. Relocation

Automatic resignation from the Council occurs when a member moves from Lane County.

3. Absence

If a member fails to attend three consecutive meetings without notifying the Chair or staff, the Council may declare the member's seat vacant upon the recommendation of the Nominating Committee.

4. Filling a Vacancy on the Council

Any vacancy shall be filled in a manner consistent with the nomination and appointment procedures set forth in Articles V.1 and V.2. The appointee's term of service shall be the length of the unexpired term.

**ARTICLE XII - Amendments of By-laws**

1. Council Action on Amendments

The Council, by a two-thirds vote, may recommend to LCOG amendments to these by-laws. All proposed amendments shall be presented to Council members for consideration at a regular meeting and shall be voted on at the next regular meeting.

2. Approval

All such amendments to these by-laws, after approval by the Council, shall become effective upon approval by LCOG.

*Last Revised: 03-2018*