

**BYLAWS OF THE REGIONAL ADVISORY COUNCIL (RAC)
OF THE PIKES PEAK AREA COUNCIL OF GOVERNMENTS**

Amended:
July 10, 2019
Adopted December 12, 2012

ARTICLE I: NAME

The name of this committee shall be the Area Agency on Aging Regional Advisory Council of the Pikes Peak Area Council of Governments.

ARTICLE II: ORGANIZATION

Section 1. AUTHORITY

The Council shall be governed by the policies and guidelines set forth by the Older Americans Act and the Pikes Peak Area Council of Governments or as amended.

Section 2. AREA

The area to be served by the Council consists of State Unit on Aging (SUA) Planning Service Area IV, consisting of El Paso, Park and Teller Counties.

Section 3. NONDISCRIMINATION

No person or organization shall, on the grounds of race, color, national origin, religion, creed or handicap, be excluded from participating in, be denied the benefits of, or be subject to discrimination from the Council.

ARTICLE III: PURPOSE

Section 1. PURPOSE

The purpose of the Council is to advise and recommend to the PPACG Board of Directors and PPACG staff action on matters regarding the development of an area-wide system of coordinated and comprehensive services for older persons to enable them to maintain as much independence as possible.

In order to carry out its purposes, the Council will assist the Pikes Peak Area Council of Governments Area Agency on Aging by the following:

A. Advise on all matters relating to the development and implementation of the four-year plan, annual update and revisions related to the same. The Council shall review the four-year plan, annual update, Title III budget and all revisions prior to their submission to the state agency for approval. The chairperson of the Council shall indicate completion of review by signature on the proposed plan or part of the plan submitted to the state agency for approval.

B. Advise and recommend on the policies and procedures manual of the Area Agency on Aging.

C. Review and comment on community policies, programs and actions affecting older individuals; the conduct of public hearings; representation of the interests of older persons; and encourage the involvement of older persons.

ARTICLE IV: MEETINGS, VOTING & QUORUM

Section 1. PUBLIC MEETING

All meetings of the Council and its sub-committees are open to the public. Citizens are welcome at meetings and may express their opinions at such times as designated by the agenda or when recognized by the Chairperson.

Section 2. REGULAR MEETINGS

There shall be a regular monthly meeting of the committee or as needed.

Section 3. SPECIAL MEETINGS

Special meetings of the Committee may be called at the discretion of the PPACG staff in consultation with the Chairperson or by written petition by any three (3) committee members mailed or delivered personally to the Chairperson with a copy to the PPACG staff liaison. The PPACG shall fix the time, date and location for holding any special meeting. Public notice shall specify the nature of any and all business to be conducted at such meetings. Business transacted at all special meetings shall be confined to the purposes stated in the notice of such meeting.

Section 4. PLACE OF MEETING

The Committee may designate any place as the place for any annual, regular or special meeting called by the Committee. Unless so designated, the Committee shall meet at the offices of The Pikes Peak Area Council of Governments.

Section 5. NOTICE OF MEETING

Written or printed notice stating the place, day and hour of the meeting and in case of a special meeting, the purpose for which the meeting is called, shall be delivered not less than 24 hours before the date of the meeting, either personally, by electronic notification or by mail, to each member of the Council entitled to vote at such a meeting. Notice shall be placed in the front foyer bulletin board of the PPACG office building at 15 S 7th St, 80905.

Section 6. VOTING

Voting members of the committee shall be entitled to one (1) vote on all matters brought before a regular or special meeting of the committee, provided a quorum is present. No proxy vote shall be allowed. All issues shall be settled by a majority vote.

Section 7. QUORUM

Thirty percent of the current voting committee membership (rounded up to the nearest whole number) shall constitute a quorum. A quorum shall be necessary for the transaction of any official business at any meeting of the committee.

Section 8. PROCEDURE

The latest version of Robert's Rules of Order shall govern the conduct of business at all meetings of the committee and its sub-committees except when such Rules are in conflict with these bylaws.

Section 9. SECRETARIAL DUTIES

The PPACG will meet the secretarial needs of the committee and shall keep the bylaws as amended, minutes of all meetings of the committee, a current membership list containing the names, addresses and telephone numbers of all committee members, and all other official documents of the committee.

ARTICLE V: MEMBERSHIP

Section 1. COMPOSITION AND REPRESENTATION

Voting members of the Regional Advisory Council will include local elected officials, members of the general public, and representatives of supportive services provider organizations.

Membership composition of the Council shall include:

- At least 50 per cent of the members shall be 60 years of age or older, and include those of greatest economic or social need and individuals eligible to participate in services funded by the Area Agency on Aging.
- Minority older individuals shall be represented at least in proportion to their number in the Planning Service Area (PSA).
- Each of the counties within the PSA shall have at least one representative on the Regional Advisory Council; this representative shall be either a representative of the County Council on Aging, where applicable, or a representative appointed by the County Commissioners if the county has no County Council on Aging.
- Representatives of health care provider organizations, including providers of Veteran's Health Care.
- Local elected officials and members of the general public.
- Representatives of supportive service provider organizations.
- Additional membership as determined by the Area Agency on Aging.

PPACG AAA staff are non-voting members of this Council and all subcommittees.

Section 2. ADDITIONAL CRITERIA

Members must meet the following additional criteria to be selected:

- A. Must have a sincere interest in improving the quality of life in the El Paso, Park and Teller County area.
- B. Must be able to attend committee meetings and to assist in data gathering, analysis and other activities of the Council when requested by the Council to so do.

Section 3. SELECTION

The Council will make recommendations to the PPACG Board of Directors for appointment of members to the Council. The Board of Directors, thereafter, reviews the recommendations and shall, at its discretion, appoint members to the Council.

The PPACG Board of Directors will approve all applications for membership and recommendations for representatives from organizations. It reserves the right to review and approve/disapprove or withdraw that approval at any time.

Section 4. TERM OF MEMBERSHIP

A full term of membership is three (3) years, which shall run from January 1 of the first year through December 31 of the third year. A member appointed to fill a vacancy, the duration of which is longer than one and a half years, shall be considered to be appointed to a full term. A member may serve no more than two (2) consecutive full terms.

Term limits may be overridden in the event that a qualified individual can not be located to fill a specified vacancy. If this occurs, the member entity shall document that efforts have been made to locate another qualified individual and that such efforts have been unsuccessful. The PPACG Board of Directors may, at its discretion, allow such a person to serve more than the two allowed terms.

Section 5. ABSENTEEISM

Members missing three (3) consecutive, regularly scheduled meetings, or a total of four (4), regular meetings, during a twelve-month period shall be automatically reviewed by the Membership Subcommittee for possible termination. When a Council member has been absent for the second consecutive time or has been absent for the third time in any twelve-month period, the Chairperson shall send, or cause to be sent, in a reasonable time a letter to such member at his/her address as entered on the Council's books, informing such member that another absence shall result in his/her membership being reviewed. If attendance does not improve, other actions including removal may be taken by the Board of Directors.

Section 6. LEAVE OF ABSENCE

Any member may be granted an excused temporary leave of absence from serving on the Council upon submitting a written request to the Chairman of the PPACG Board explaining the reason(s) for the requested absence and subject to approval of the PPACG Board.

Section 7. VACANCIES AND APPOINTMENTS

All vacancies shall be filled by the process outlined in Article IV, Sections 1-4. Members shall be appointed to serve the remainder of the unexpired term which, if it is longer than one and a half years, shall be considered to be a full term.

Section 8. RESIGNATIONS

Members are encouraged to send written notice of intent to resign to the PPACG Executive Director and a copy to the Council chairperson as soon as possible but at least one (1) month before the termination date.

ARTICLE VI: OFFICERS

Section 1. Officers

Officers of the committee shall consist of a Chair, First Vice-chair and Second Vice-chair.

Section 2. Selection of Officers

Only voting members of the committee are eligible to be officers. Officers may be nominated by a Nominating/Membership Subcommittee, from the floor or both as appropriate. Nominees shall be presented to the membership for election at the November meeting each year. Election shall be by ballot with a majority vote electing the officers.

Section 3. Duties of Officers

The Chairperson shall preside at all meetings of the Committee, assure effective, efficient and timely conduct of the committee's meetings, work closely and coordinate with the assigned PPACG staff liaison person on developing annual objectives of the committee to be communicated to and approved by the Board of Directors, appoint all Chairpersons of sub-committees, serve as an ex-officio non-voting member of all subcommittees created by the committee, be responsible to the PPACG Board of Directors to assure that all subcommittees are accomplishing their objectives, perform such other duties as may be assigned from time to time by the committee or requested by the PPACG staff assigned to the committee and attend Board of Directors meetings when possible and/or if requested by the Board's chair. In the absence of the Chairperson or in the event of his/her inability to act or if the office is vacant, the First Vice-Chairperson shall perform all duties of the Chairperson, and when so acting, shall have all the powers and be subject to all restrictions of the Chairperson. Similarly, in the absence of both the Chairperson and First Vice-Chairperson, the Second Vice-Chairperson shall perform the duties of and have the powers of the Chairperson.

Section 4. Term of Office

Elected officers shall serve for a term of one (1) year in accordance beginning January 1 following election. Such officers shall hold office until they resign, are removed, are otherwise disqualified to serve, or until their successors shall be elected, whichever occurs first. Officers may be re-elected but may not serve more than two (2) consecutive terms.

Section 5. Vacancies.

A vacancy in any office shall be filled for the unexpired portion of the term by the immediate subordinate officer (e.g., if the Chair is vacant, the 1st Vice Chair will serve in that position until the next regular election). In the event of a vacancy in the office of either 2nd Vice-Chair, the Chair may temporarily appoint a new 2nd Vice Chair until such time as an individual is elected to fill the unexpired term.

When required, election for Second Vice-chair shall be held at a regularly scheduled meeting within sixty (60) days after the vacancy occurs. The election shall follow the nominating/voting process established by Article V, Section 2.

A member elected to fill an unexpired term of six (6) months or longer shall be considered to be filling a full term of office.

Section 6. Removal and Resignations.

Any request for removal of an officer will be submitted to the PPACG Board of Directors. The Board of Directors, after investigation, may remove the officer and call for a special election for a new officer.

Any officer may resign his/her position as an officer at any time by giving written notice to the Chairperson of the committee and the PPACG Executive Director. Any such resignation shall take effect on the date of the receipt of such notice or at any later date specified therein, not to exceed the expiration date of the regular term of the office. The acceptance of such resignation shall not be necessary to make it effective.

ARTICLE VII: SUBCOMMITTEES

Section 1. STANDING SUBCOMMITTEES

- A. Technical Review Subcommittee – The Technical Review Subcommittee shall consist of a chairperson, four members and one alternate member. The purpose of the Technical Review Subcommittee shall be to review and

recommend proposals for services, funding allocations and annual budgets to the Council, which will then make a recommendation to the PPACG Board of Directors.

- B. Membership Subcommittee – The Membership Subcommittee shall consist of a chairperson, two members and one alternate member. The purpose of the Membership Subcommittee shall be to secure qualified and committed members for the Council.

Section 2. TEMPORARY SUBCOMMITTEES

A temporary subcommittee may be formed to meet the need of the Council, upon approval by the majority of Council members in attendance of the meeting (at which a quorum has been established). The Council shall notify the PPACG Board of Directors of the formation of all temporary subcommittees at the next regularly scheduled PPACG Board of Directors meeting. A temporary subcommittee will remain convened for no more than six months, except as disbanded earlier by the PPACG Board of Directors.

Section 3. SUBCOMMITTEE APPOINTMENTS

The Council Chairperson shall appoint the Chair of each subcommittee. If warranted, the Council may request experts from outside the Council be appointed voting members of the subcommittee. Members of all subcommittees shall be recommended by a majority vote of the full Council to the PPACG Board of Directors which, at its discretion, will approve/disapprove the recommendation.

Section 4. SUBCOMMITTEE VACANCIES

Vacancies on any subcommittee may be filled for the unexpired portion of the term in the same manner as provided in the case of original appointments.

Section 5. SUBCOMMITTEE QUORUM

A simple majority of the members of a subcommittee shall constitute a quorum of such subcommittee, and the action of a majority of the members at a meeting at which a quorum is present shall be the action of the subcommittee.

Section 6. SUBCOMMITTEE MEETINGS

All subcommittee meetings shall be open to all Council members and to the public.

ARTICLE VIII: CONFLICT OF INTEREST

Section 1: ANNOUNCING CONFLICT

Whenever a board, committee or sub-committee member has cause to believe that a matter to be voted upon would involve him/her in a conflict of interest, s/he shall announce the conflict of interest and shall request a ruling by the committee on voting on such matters.

Section 2: ABSTENTION FROM VOTING

No member shall vote on any matter which would involve a conflict of interest.

ARTICLE IX: AMENDMENT OF BYLAWS

Action may be initiated at any duly constituted meeting of the Council to alter, amend or repeal these bylaws and have new bylaws adopted. Notice of any proposed amendment to or repeal of, these bylaws shall be presented at a duly constituted meeting of the Council, and shall then be voted on at the next duly constituted meeting of the Council. A copy of the current bylaws with the proposed changes shall be distributed to all Council members at least thirty (30) days in advance of the meeting at which the amendment will be presented for approval. An affirmative vote by the majority of the Council members is necessary for amendment adoption. The Council's recommendation to amend these bylaws is then subject to approval by the PPACG Board of Directors.

The PPACG Board of Directors may from time to time amend its bylaws, or change its policies, necessitating revisions in the bylaws of this Council. Should such a case occur, the PPACG Chairman shall notify or cause to notify the Chairperson of the Council to implement such changes.

ARTICLE X: ENACTMENT

These Bylaws shall be effective following their review and approval by a two thirds (2/3) vote of the membership and review and final approval by the PPACG Board of Directors.