

# **BYLAWS OF THE PIKES PEAK COMMISSION ON AGING OF THE PIKES PEAK AREA COUNCIL OF GOVERNMENTS**

Adopted January 1, 2021

## **ARTICLE I: NAME**

The name of this commission shall be the Pikes Peak Area Commission on Aging of the Pikes Peak Area Council of Governments.

## **ARTICLE II: ORGANIZATION**

### Section 1. AUTHORITY

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

### Section 2. AREA

The area to be served by the Commission consists 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 Commission.

## **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 advocacy and policy recommendations for older persons to enable them to maintain as much independence as possible.

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

- Provide ongoing and embedded advocacy for older adults in the Pikes Peak Area Council of Governments and to the PPACG Board of Directors;
- Advise and make recommendations to the PPACG staff and Board of

Directors on special issues and opportunities relating to the region's aging population;

- Review policies and legislation that affect older adults and make recommendations to the PPACG staff and Board of Directors relating to the region's aging population.

## **ARTICLE IV: MEETINGS, VOTING & QUORUM**

### Section 1. PUBLIC MEETING

All meetings of the Commission 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 commission or as needed. The members of the Commission may, through the executive committee and staff liaison, invite non-voting members of the public who have subject matter expertise or who represent industries or businesses related to the Commission's purpose to attend and participate in meetings of the Commission.

### Section 3. SPECIAL MEETINGS

Special meetings of the Commission may be called at the discretion of the PPACG staff in consultation with the Chairperson or by written petition by any three (3) commission 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 Commission may designate any place as the place for any annual, regular or special meeting called by the Commission. Unless so designated, the Commission 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 bulletin board of the PPACG office building at 14 S. Chestnut St., 80905.

#### Section 6. VOTING

Voting members of the commission shall be entitled to one (1) vote on all matters brought before a regular or special meeting of the commission, 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 commission 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 commission.

#### Section 8. PROCEDURE

The latest version of Robert's Rules of Order shall govern the conduct of business at all meetings of the commission 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 commission and shall keep the bylaws as amended, minutes of all meetings of the commission, a current membership list containing the names, addresses and telephone numbers of all commission members, and all other official documents of the commission.

### **ARTICLE V: MEMBERSHIP**

#### Section 1. COMPOSITION AND REPRESENTATION

Voting members of the Pikes Peak Area Commission on Aging may include members of the general public and representatives of supportive services provider organizations.

Membership composition of the Commission shall include:

- At least 50 per cent of the members shall be 60 years of age or older.
- Appointments to the Commission shall mirror, as much as possible, the demographics of the aging population in the three-county region. These include ethnicity, gender, race, age and geographic location.

- Each of the member jurisdictions within the Pikes Peak Area Council of Governments shall have at least one representative on the Pikes Peak Area Commission on Aging. That member may also serve as a liaison back to their local jurisdiction.
- Additional membership as determined by the PPACG Area Agency on Aging.

PPACG AAA staff are non-voting members of this Commission and all sub-committees.

#### 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 commission meetings, their local jurisdictional meetings, and to assist in data gathering, analysis and other activities of the Commission when requested by the Board of Directors or PPACG staff to so do.

#### Section 3. SELECTION

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

The PPACG Board of Directors will approve all applications for membership and recommendations for representatives from jurisdictions or 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 appointed to a full term. A member may serve no more than two (2) consecutive full terms.

Initial membership makeup beginning January 2021 will include recent past members of the Colorado Springs Commission on Aging, who may exhaust their current term limit, for sake of continuity. This does not preclude the expansion of the balance of the membership, which will begin immediately upon approval of these bylaws. So as to achieve staggered terms, the initial members of the Commission shall be appointed for the following terms: eight (8) members for three (3) year terms; four (4) members for two (2) year terms; and four (4) members for one (1) year terms. All subsequent appointments shall be for three (3) year terms, except appointments to fill unexpired terms

Term limits may be overridden in the event a qualified individual cannot 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 Commission 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 Commission'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 Commission 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 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 Commission chairperson as soon as possible but at least one (1) month before the termination date.

## **ARTICLE VI: OFFICERS**

### Section 1. Officers

Officers of the commission shall consist of a Chair, Vice-chair, Policy Subcommittee Chair and Membership Subcommittee Chair.

### Section 2. Selection of Officers

Only voting members of the commission are eligible to be officers. Officers may be nominated by a Nominating/Membership Sub-committee, 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 Commission, assure effective, efficient and timely conduct of the commission's meetings, work closely and coordinate with the assigned PPACG staff liaison person on developing annual objectives of the commission 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 sub-committees created by the commission, be responsible to the PPACG Board of Directors to assure that all sub-committees are accomplishing their objectives, perform such other duties as may be assigned from time to time by the commission or requested by the PPACG staff assigned to the commission 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 Vice-Chair 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 Vice-Chair, the Membership Chair 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 Vice Chair will serve in that position until the next regular election). In the event of a vacancy in the office of the Vice-Chair, the Chair may temporarily appoint a new Vice Chair until such time as an individual is elected to fill the unexpired term.

When required, election for 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 officer term of six (6) months or longer shall be considered 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 commission 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: SUB-COMMITTEES**

#### Section 1. STANDING SUB-COMMITTEES

- A. Policy and Legislation Sub-committee – The Policy and Legislation Sub-committee shall consist of a chairperson, four members and one alternate member. The purpose of the Policy and Legislation Sub-

committee shall be to review policies and legislation related to aging across the region, which may then make a recommendation to the Pikes Peak Area Commission on Aging and in turn, the PPACG Board of Directors.

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

#### Section 2. TEMPORARY SUB-COMMITTEES

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

#### Section 3. SUB-COMMITTEE APPOINTMENTS

The Commission Chairperson shall appoint the Chair of each sub-committee. Members of all sub-committees shall be recommended by a majority vote of the full Commission to the PPACG Board of Directors which, at its discretion, will approve/disapprove the recommendation.

#### Section 4. SUB-COMMITTEE VACANCIES

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

#### Section 5. SUB-COMMITTEE QUORUM

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

#### Section 6. SUB-COMMITTEE MEETINGS

All sub-committee meetings shall be open to all Commission members and to the public.

### **ARTICLE VIII: CONFLICT OF INTEREST**

#### Section 1: ANNOUNCING CONFLICT

Whenever a board, commission or sub-commission 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 commission 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 Commission 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 Commission, and shall then be voted on at the next duly constituted meeting of the Commission. A copy of the current bylaws with the proposed changes shall be distributed to all Commission members at least thirty (30) days in advance of the meeting at which the amendment will be presented for approval. An affirmative vote by a majority of the Commission members is necessary for amendment adoption. The Commission'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 Commission. Should such a case occur, the PPACG Chairman shall notify or cause to notify the Chairperson of the Commission 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.