BYLAWS
MARIN COUNTY COMMISSION ON AGING
(AMENDED February 9, 2021)

Article I - The Commission

Section 1 - Name
The name of this organization shall be the Marin County Commission on Aging.

Section 2 - Authorization
The Marin County Board of Supervisors (the Board) on January 11, 1977, established the Advisory Council on Aging to provide advice and assistance to the Board acting in its capacity as the Marin Area Agency on Aging, and to function as an advocate on behalf of older adults in Marin. The name was changed by Board action on May 9, 1978, to the Marin County Commission on Aging (the Commission). The Commission shall be aided in the accomplishment of its work by the staff of the Area Agency on Aging (the staff), a part of the Marin County Department of Health and Human Services. The Commission shall function subject to, and be guided by, the policies established in the Marin County Board and Commission Handbook and Resolution No. 2006-112 or its most current amended form: Resolution of the Marin County Board of Supervisors Specifying Guidelines for the Establishment and Dissolution of County Advisory Boards, Commissions and Committees, and Standing Rules and Application and Appointment Procedures for These Bodies.

Article II - Statement of Purpose and Functions
The functions of the Commission shall be to:
Provide information about attitudes, needs and opinions of older adults (defined by the federal Older Americans Act as persons over the age of 60) to the Board and the Area Agency staff.

Advise the Board on the development and implementation of the Annual Area Plan in conformity with State and Federal regulations.

Serve as a forum and a strong advocate in providing leadership for older adults.

Hold public meetings on the Area Plan on the needs and priorities of older adults, and recommend programs to the Board for funding.

Advise the Board on allocation of funds, and on legislation affecting policies pertinent to the older adults.

Serve as a source of community education pertaining to the needs and programs for older adults.

Consult and maintain contact with special groups which have responsibilities related to the Older Americans Act.

Article III - Composition of the Commission
The Commission shall be composed of the following:
Ten persons appointed by the Board - two from each of the supervisorial districts.
Eleven persons appointed by the individual city councils - one from each city.
Two persons elected from Marin County to the California Senior Legislature (CSL) - the
Senior Senator and the Senior Assemblyperson (CSL members of the Commission will
also need to abide by the Statement of Committee to California Senior Legislature).
If applicable, a Marin County resident appointed by the Governor to the State
Commission on Aging.

A majority of the members shall be persons 60 years of age or older. If possible, further,
membership shall be comprised of the following: Service providers and consumers;
Members who reflect the geographic, racial, economic and societal complexion of the
planning and service area they represent; at least one member who represents the interests
of the disabled; and an elected official. Terms of office for persons appointed by the
Board and the City Councils is three years and shall begin July 1 and end June 30. Terms
of interim appointees shall correspond to the terms of persons being replaced. Terms of
office for persons elected to the CSL or appointed to the State Commission on Aging
shall coincide with the length of the respective tenures.

Article IV - Officers
The officers of the Commission shall be Chairperson, Vice-Chairperson, and Secretary,
who shall be elected at the June meeting. Each term of office shall be limited to one
year.
An officer shall serve no more than two consecutive terms not including partial terms.
Should the office of Chairperson become vacant, the Vice Chairperson shall succeed to
that office. Any other vacancies occurring shall be filled by an appointee of the
Executive Committee for the remainder of the unexpired term.

Article V - Duties of Officers

Chairperson
The duties of the Chairperson shall be to:
Preside at all meetings of the Commission and of the Executive Committee.
Call special meetings of the Commission and of the Executive Committee when
necessary.
Appoint members of committees and the respective Chairperson pursuant to Article XII;
Serve as an ex-officio member of all standing committees;
Work with the staff and the Executive Committee to prepare an Agenda for each meeting
and for such other purposes as may be desirable;
Permit members of the public an opportunity to speak at Commission meeting open time,
as well as on Agenda items at the appropriate time; Represent the Commission at TACC
(Triple-A Council of California), and
Perform all other duties necessary and incidental to the office.

Vice-Chairperson
The duties of the Vice-Chairperson shall be to perform the duties, and exercise the power,
of the Chairperson during the absence of the Chairperson.
Secretary

The duties of the Secretary shall be to:
Assure that minutes of each Commission and Executive meeting are taken, a copy kept at
the office of the Area Agency on Aging, and copies distributed to Commission members
at least seventy-two (72) hours prior to the next regular Commission meeting;
Handle the Commission's social correspondence and gifts;
In the absence of all of the officers at any Commission meeting, the Commission
members present shall choose a presiding officer for that meeting.

Article VI - Nomination and Election of Officers

The Nominating Committee shall, at the April meeting, submit nominations for each of
the offices. Additional nominations may be made from the floor with the consent of each
nominee. Elections shall be held at the June meeting. An individual receiving a plurality
of the votes for any of the offices shall be deemed to have been elected. Officers shall be
seated as of July first. Voting shall be by voice vote or a show of hands. The Nominating
Committee shall have responsibility for tallying and reporting the votes.

Article VII - Attendance at Meetings

All members of the Commission shall be in attendance at the hour appointed for each
regular, special or recessed meeting of the Commission. No person may be absent for
more than three consecutive meetings without a valid reason; the Board or the individual
City Council, if the absentee is a City appointee, shall be advised of such absences, with
a request that the member be replaced.

Article VIII - Order of Business

The order of business, ordinarily, shall include:
Call to Order
Approval of Agenda
Approval of Minutes of Previous Meeting
Open Time for Public Expression for items not on the agenda and for each item on the
Agenda at the time the item is heard
Chair’s Report
Vice-Chair’s Report
Commissioner Reports (critical updates or action items only)
Executive Committee Report (Action items only)
Aging and Adult Services Report
The Order of Business may vary depending upon the presentation topic.
Copies of the Agenda shall be made available to persons present at each meeting.

Article IX - Voting Requirements and Procedures

A member must be present in person to vote; no proxies are to be recognized.

Article X - Meetings

General

All meetings of the Commission shall be open to the public and the public shall be
notified in accordance with the provisions of the Ralph M. Brown Act, in its most current
amended form.
Quorum
A majority of the membership of the Commission (51%) shall constitute a quorum for the transaction of business and the adoption of action items.

Conduct of Meetings
Proceedings of all meetings shall be governed by the current edition of Robert’s Rules of Order. Robert’s Rules of Order shall be the parliamentary authority for all matters of procedure for this Commission not specifically covered in these bylaws.

Voting
An affirmative vote of the majority of all members of the Commission constituting a quorum present at the time shall be necessary to approve any action item before the Commission. If requested by any member in attendance, a roll call must be held.

Section 1 - Regular Meetings of the Commission

Meeting Frequency
The Commission shall hold a minimum of ten meetings per year.

Meeting Time and Place
Meetings shall be held at a regular time to be established by the Commission. The place will be determined by the Commission on a monthly basis.

Section 2 – Annual Meeting or Special Event
The Commission may hold an Annual Meeting or Special Event in May in conjunction with Older Americans’ Month.

Section 3 – Special Meetings of the Commission
Special meetings of the Commission may be called by order of the Chairperson, or by five members of the Commission, by delivering written notice, personally, by mail, or by email to each member of the Commission, and to each local newspaper of general circulation, radio station and television station that has requested such notice in writing, as well as by posting the notice in a site freely accessible to the public. Such notice shall arrive and be posted at least twenty-four hours prior to the time specified for the meeting. The call and notice shall specify the time and place of the special meeting and the business to be transacted. No other business shall be considered by the Commission at such meeting.

Section 4 - Meetings of the Commission on the Area Plan
A public meeting, or meetings, to consider the Agency’s Area Plan shall be held each year. Such public meeting shall be widely advertised for the purpose of providing area residents with the opportunity for comment and recommendations thereon.

Section 5 - Meetings of the Commission on Reports, Public Statements, and Other Matters
The Commission may call a public meeting on any of its proposed reports or statements, and may assign the responsibility for such meetings to a committee. All reports or statements of the Commission shall be delivered in writing, personally or by mail, or email in draft form, to each member of the Commission seventy-two (72) hours prior to the date of the meeting at which a report or statement is proposed for consideration and action thereon by the Commission. Approval of any report or public statement of the Commission shall require the presence
of a quorum and compliance with the statutory mandates of the Ralph M. Brown Act, as amended from time to time.

**Article XI - Records**

**Section 1 - Minutes**
The Minutes of each meeting of the Commission shall be delivered personally, by mail or by email to each member of the Commission at least seventy-two (72) hours prior to the next meeting, and shall be made available to all other persons requesting them as required by the Ralph M. Brown Act, as amended from time to time.

**Section 2 - Agenda of Meetings**
The Agenda, including the time and place of the upcoming meeting of the Commission, shall be delivered in writing, personally, by mail, or by email to each member of the Commission at least seventy-two (72) hours prior to the time of the meeting, and to each member of the public, local newspaper of general circulation, radio station and television station requesting such notice in writing, as well as posted in a freely accessible public place as required by the Brown Act.

**Article XII – Composition of Committees**

**Section 1 - Composition of Committees**
All committees of the Commission shall be composed of at least three Commission members, unless otherwise stated, appointed for one-year terms by the Commission Chairperson. Each Commission member shall serve on at least one Standing Committee. Excepting the Nominating Committee, the Commission Chairperson shall appoint a member of the Commission as Chairperson of each committee, and shall appoint a Vice Chair for each Committee, in consultation with the Committee Chair. Elected Members of the California Senior Legislature shall be members of the Legislative Committee. Excluding the Chairpersons of the Nominating Committee and the Executive Committee, these appointed Chairpersons may invite other individuals of the community at large to become non-voting members of their committees.

**Section 2 - Executive Committee**
The Executive Committee shall consist of the officers of the Commission, the Chairpersons of each of the Standing Committees and the immediate past Commission Chairperson, who is a current member of the Commission and who shall serve as an ex-officio member with voting authority. The Executive Committee shall establish the Agenda for the Commission meetings; serve in an advisory role to the Area Agency on Aging where appropriate, and make recommendations to the Commission on matters of importance. The Chairperson shall report to the Commission on any Executive Committee's recommendations at the next regular meeting. A majority of the Executive Committee members shall constitute a quorum for the transaction of Executive Committee business.

**Section 3 - Standing Committees**
Committees meeting regularly and dealing with issues vital to older adults of Marin shall be designated standing committees. They are as follows:
**Section 3-A: Planning Committee**

This committee shall perform the functions outlined below: Develop with the staff, and recommend to the Commission, the Area Plan prior to its being considered for annual adoption by the Agency. To assist in this endeavor, starting no later than January of every year, each Standing Committee will develop one or two concrete objectives to accomplish and submit these objectives to the Planning Committee by the first of February for incorporation into the next fiscal year Area Plan. Monitor and evaluate the implementation of the Area Plan objectives. Make recommendations to the Commission or the appropriate standing committee relative to other projects and funding sources not included in the Area Plan.

**Section 3-B: Health/Nutrition Committee**

This committee identifies and studies health care and nutrition issues of interest and concern to older adults of Marin and makes recommendations to the Commission for Action. When appropriate, this committee assists in the development of the Area Plan objectives related to these interests and upon request by the Agency, assists Agency staff in monitoring the County’s Title III-funded Nutrition Program.

**Section 3-C: Housing/Transportation Committee**

This committee identifies and studies housing and transportation issues of interest and concern to older adults of Marin, and makes reports and recommendations for action to the Commission. When appropriate and upon request of the Agency, the committees may assist in the development of the Area Plan objectives related to housing and transportation.

**Section 3-D: Legislative Committee**

This committee identifies and studies legislative issues of interest and concern to older adults of Marin and shall report any recommendations thereon to the Commission for Commission consideration. The Commission action, if any, shall be sent as a recommendation to the Marin County Board of Supervisors. This committee provides recommendations for older adult policy priorities to the Board of Supervisors as input into the County’s Policy Platform on an annual basis, and advocates for favorable State and Federal Legislation on behalf of older adults.

**Section 3-E: Equity, Outreach and Advocacy Committee**

This committee explores ways and means to promote equity and racial justice, and advocates for needed changes throughout Marin County. The committee provides education and tools to support Commissioners’ capacity to perform critical outreach in their communities and implements strategies designed to encourage community participation in the activities of the Commission. The committee participates in the implementation of the Age-Forward Plan, under guidance of the Age-Forward Solutions Sub-Committee of the Board of Supervisors.

**Section 4: Internal Committees**

The internal committees of the Commission are ad-hoc committees. These committees are charged with work related to bylaws and elections.
Section 4-A: Bylaws Committee
This committee, unless otherwise designated by the Commission, shall be composed of at least three Commission members appointed by the Commission Chair, as needed, at the beginning of each fiscal year. The Committee shall serve throughout the year. It shall have the responsibility of reviewing proposed amendments to the bylaws and of making recommendations to the Executive Committee for approval, prior to consideration by full Commission.

Section 4-B: Nominating Committee
The Nominating Committee, composed of three Commission members, other than the current officers, shall be elected by the Commission at the beginning of each fiscal year. This committee shall elect its own Chairperson. The committee shall serve throughout the year and shall have the responsibility for nominating persons for election as officers of the Commission. Any vacancy occurring within the committee shall be filled by action of the Commission at its next regular meeting following notice of the vacancy.

Section 5: Ad Hoc Committees
The Executive Committee may create Ad Hoc Committees for the purpose of studying or handling special subjects or matters that have been referred to the Commission. Tasks that may be assigned include such things as legislative studies, policy reviews, commissioner trainings, outreach and media efforts, among others.

Section 6: Rules of Procedures for Committees
The Commission and its committees, when holding public meetings in the community, shall have as their objective to provide interested members of the public with an opportunity to share their advice and concern about issues presented for discussion. Such participation does not include voting rights. The agenda for committee meetings shall be developed by the Chairperson of the committee with the assistance of Agency staff. Each Standing Committee shall consider any matters presented by a member of the committee or referred to it by the Commission Chairperson or Agency staff. Meetings of the respective committees shall be held subject to the call by the Chairpersons thereof, or upon request by a majority of the members of the Committee, provided written notice is delivered personally, by mail or e-mail at least seventy-two (72) hours prior to the time of the meeting. Committee meeting dates will be listed with the monthly agenda, which contributes proper notice to members. Meetings will be open to the public in accordance with the Brown Act.

Article XIII - Reimbursement of Commissioners
Commission members may be reimbursed for certain out-of-pocket expenses in performing Commission functions in accordance with The County of Marin Office of the Administrator, Administrative Rules and Regulations, Regulation No. 1, Reimbursement of Employees' Expenses (Amended May 23, 2006).

Article XIV - Conflict of Interest
In accordance with Marin County policy, members of the Commission who receive compensation from, or have a fiduciary interest in, any program funded by the Agency must abstain from voting on that particular program. All members of the Commission and any committees or task forces appointed by the Commission shall comply with all
applicable federal, state, and county conflict of interest mandates, including but not
limited to those promulgated by the Fair Political Practices Commission and described in
Government Code sections 1090, et seq. The Commission shall adopt the County’s
Conflict of Interest Code, as amended after adoption of these bylaws. Members of the
Commission shall avoid impropriety and the appearance of impropriety, and shall not use
their appointed position to further their own financial/pecuniary gain or for another
purpose not directly related to the governmental function they have been appointed to
perform. Members of the Commission who serve as volunteers or as members of the
Board of Directors of programs funded by the Agency are requested not to vote on the
particular program with which they are involved. This request does not preclude a
member of the Commission from serving on review committees which consider funding
for programs prior to official vote of the full Commission. Commission members are
responsible for conducting public business for the County of Marin and are therefore
required to comply with the disclosure requirements of the Political Reform Act of 1974,
pursuant to Resolution No. 99-100 adopted by the Board of Supervisors on July 20, 1999,
as amended by Resolutions 2000-66 and 2000-149 and must complete and file all
necessary mandated documents.

Article XV – Policy of Non-Discrimination and Equal Access
The business of the Commission shall be conducted in accord with all applicable federal,
state and county mandates and policies regarding non-discrimination and accessibility.

Article XVI - Public Statements
Unless authorized as the designated spokesperson by the Commission, an individual
commissioner may not represent the Commission before any other commission, outside
agency, the press, or the general public. Commissioners are defined as “county officers”
and hence are governed by Government Code sections 3201-3210 relating to political
activities.
Only the chair of the Commission, or designee, with approval of the full Commission and
in accord with the Board of Supervisors, is authorized to issue formal statements on
behalf of the Commission or advocating any Commission position adopted by the
Commission. An individual Commission member may not use or identify the member’s
status and position as a Commissioner when advocating his or her personal opinion in the
public forum; however, a Commissioner can advocate for a policy or Legislative Measure
that has been preapproved by the Commission as a policy priority of the Commission.

Article XVII - Parliamentary Rules
On any question or point of order not contained in these Bylaws, the Commission and its
committees shall be governed in its parliamentary actions by the most recent edition of
Robert's Rules of Order.

Article XVIII - Amendments to the Bylaws
Any proposal to amend these bylaws shall be subject to approval by a majority vote of
the full Commission. Notice of any proposed amendment to these Bylaws, together with
a copy of the proposed amendment, shall be delivered personally, by mail, or by email to
each member of the Commission at least three weeks in advance of the meeting at which
the amendment is to be proposed. After such notice, an amendment to the Bylaws may
be adopted by affirmative vote of a majority of the Commission at a regular meeting.
Such proposed amendments to the bylaws shall then be subject to review by County Counsel and to approval by the Board of Supervisors.
BYLAWS

MARIN COUNTY COMMISSION ON AGING

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