

**Bylaws of the Aging Services Advisory Council
for the
Multnomah County Aging, Disability and Veterans Services Division**

Preamble

A. Federal Requirements. Area Agencies on Aging (AAAs) were created in 1974 by the Older Americans Act (US Code of Federal Regulations Older Americans Act Regulations, Title 45, Vol 4, Sec 1321.57) with the mission of creating home and community-based services to maximize the independence and dignity of older adults. The Aging, Disability and Veterans Services Division of Multnomah County, hereinafter referred to as ADVSD, is the designated Area Aging Agency for Multnomah County under this legislation. The purpose of the Area Aging Agency is to develop a comprehensive and coordinated system for the delivery of services for older adults and people with disabilities in the greatest economic or social need and who are eligible for programs operated by the Agency.

B. Oregon State Requirements. Oregon Revised Statutes (ORS), Chapter 410 requires the area agency to give emphasis to services that assist seniors and people with disabilities in making and implementing choices to maximize their independence and quality of life, and to provide services that meet the special needs of older adults and people with disabilities by assisting them to receive services available through various funding sources. ORS 410.210 requires each Area Agency to create an advisory council to assist in the planning and administration of Older Americans Act and related programs.

C. Local Requirements. In accordance with Multnomah County code section 3.282, the Aging Services Advisory Council, hereinafter referred to as ASAC has the function and responsibilities to adopt bylaws to address terms of appointment, vacancies, officers, conduct of business, communities, responsibilities of membership, and all other organizational issues. The ASAC was established on September 7, 2017. These bylaws are effective upon passage for ASAC meetings and ASAC subcommittee meetings.

Article I: Name

The Aging Services Advisory Council (ASAC) is the advisory body established by ADVSD to comply with the regulations identified above.

Article II: Mission, Roles and Responsibilities

The ASAC advises Multnomah County's Aging, Disability & Veterans Services Division (ADVSD) to ensure that all older adults, people with disabilities, and veterans thrive in diverse and supportive communities.

The ASAC works in conjunction with DSAC (Disability Services Advisory Council) to improve the quality of life for older adults and people with disabilities living in the areas served by the Area Agency.

Section 1. Equity (Irma and Scott were going to write something here, the attached was cribbed from another site I thought described it well)

We recognize the intersections of age, place, culture, ability and disability, neurodiversity, ethnic origin, gender identity and expression, marital status, nationality, race, religion, sexual orientation, legal status, and socioeconomic status influence our experiences and our work. We acknowledge that historically marginalized voices have neither been equally visible nor fully respected, which has resulted in disparities for generations. The scale of inequity affecting our communities is a function of interconnected socioeconomic systems built on foundations of racial prejudice, stereotypes, and bias.

We acknowledge our responsibility as an organization to filter our work through the lens of this reality. Our commitment is to revisit and reexamine our policies and strategies to create a more equitable and age-friendly Multnomah County.

Section 2. Membership

The ASAC should be composed of 15 members who live, work, volunteer or receive services within Multnomah County who are recruited and recommended annually through procedures established by the ASAC and ADVSD staff. After nomination, members will be appointed and/or reappointed by the Multnomah County board of commissioners. Members should be composed of the following categories:

- a. More than 50% older adults aged 65 or older.
- b. Representatives of health care provider organizations, including

providers of veterans' health care.

c. Representatives of supportive services providers organizations; ~~and,~~

d. Consumers of services provided primarily to older adults, including low income and minority persons.

f. Up to two Staff-staff ~~or consumers~~ of district center services providers.

g. Up to two Staff-staff of advancing equity partners.

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Section 3. Member Responsibilities

Each ASAC member is expected to have or gain a working knowledge of ASAC and ADVSD plans, policies, and programs, and actively participate in regularly scheduled meetings. ASAC and ADVSD staff develop orientation resources to support members gaining working knowledge of ADVSD and council functions and each new member shall be provided with a copy of these materials. Current members will be provided any ongoing updates to these materials. All ASAC members will review yearly and follow the current conduct guidelines as determined and approved by ASAC and ADVSD.

Section 4. Succession, Mentorship and Development

To ensure the continuity and diversification of the ASAC and the availability of qualified candidates for Chair and Vice Chair, the ASAC should engage in ongoing recruitment for new members with ADVSD staff, provide mentorship for members during their first year, and offer ongoing enrichment and development to the extent resources are available.

Section 5. Terms of Service

The terms of office for each ASAC member shall be three (3) years commencing on their appointment day and ending 3 years later. Members may apply and be considered for reappointment to the ASAC through the established nomination and appointment process as prescribed in these Bylaws.

Section 6. Chair and Vice-Chair

The ASAC shall elect from its membership a Chair and Vice Chair who shall serve for a term of two years and may be re-elected. The Chair shall preside at all meetings of the ASAC unless absent or otherwise unable to attend. The Chair and Vice Chair may appoint members to Subcommittees.

The Vice Chair, in the absence or inability of the Chair to serve, shall have the powers of and shall perform the duties of the Chair.

The Chair and Vice Chair shall be consulted on the development of the agendas and may from time to time perform such other duties as may be requested by ASAC.

Section 7. Selection and Terms of Chair and Vice Chair

During the regular Business meeting in May of any year, in which the term of a Chair or Vice Chair expires at the end of the fiscal year on June 30, and at any time when there is a vacancy in the office of Chair or Vice Chair, the ASAC shall elect a Chair and Vice Chair from its membership. The Chair and Vice Chair shall assume their duties, following the May election date, on July 1, and shall serve in that capacity for the term of their ASAC membership. The Chair and Vice Chair shall serve at the pleasure of the ASAC and may be removed by a majority vote.

Section 8. Chair As Presiding Officer

With the advice and consultation of ADVSD staff and the Vice Chair, the Chair shall determine the agenda for each meeting. The Chair shall conduct each meeting and be responsible for the maintenance of order and decorum.

The Chair shall determine all Points of Order, subject to the right of any member to appeal the Chair's determination to the entire ASAC. In the event of an appeal, the majority decision of the ASAC shall conclusively determine any question of order.

The Chair or their designee shall act as the primary spokesperson for the ASAC and may from time to time perform such other duties as requested by the ASAC.

Chair and Vice Chair will comprise the executive committee, that will support the preparation of the agenda and appointment of subcommittees.

Section 9. Staff Role and Responsibilities

The ADVSD Director shall designate ADVSD staff to assist with the preparation of meeting notices, agendas, and minutes for the ASAC, and ad hoc committee meetings as required. Staff will assist the ASAC in new member orientation, work planning and agenda setting, and the preparation and presentation of background information concerning agenda items.

Staff will advise and provide technical assistance as appropriate to carry out the work plan. Staff will maintain the orientation materials current and will periodically update.

Section 10. Participation and Vacancies

Regular member attendance and participation is expected and highly valued by the ASAC, and members are expected to attend at least seventy-five percent (75%) of each year's ASAC business meetings. A member shall notify the Chair or ADVSD staff at least 24 hours in advance of a meeting if the member is unable to attend. In an emergency, the member shall notify the Chair or ADVSD staff as soon as reasonably possible. Failure to notify shall be counted as an unexcused absence.

The Chair may excuse the absence of a member for good cause which shall not count against the member's attendance requirements. Subject to the foregoing, in the event a member fails to attend at least seventy-five percent (75%) of the ASAC business meetings the Chair will review the circumstances and make a recommendation to the ADVSD Director as to whether the member's position should be deemed vacant.

When a vacancy occurs by resignation or through absence, the ASAC shall determine whether to fill the position through the regular nominating process, or to make a recommendation to the ADVSD Director for an interim appointment for the remainder of the absent member's term.

Article III – Meetings

Section 1. General

All meetings of the ASAC shall be open to the public. Timely and appropriate public notices ~~effor~~ all regular and special meetings shall be provided.

Section 2. Quorum

A majority of the members or 51% then appointed to the ASAC shall constitute a quorum for the purposes of agenda items that require voting or consensus. Approval of the minutes will be completed by the quorum.

Section 3. Voting

Each member of the ASAC has a single vote. The Chair shall cast a vote only in case of a tie.

Section 4. Actions

The preference is for all actions of the ASAC to be passed by consensus, in the event consensus cannot be reached the action must be moved, seconded and, after discussion, approved or rejected by a majority of the members present and voting. When appropriate for clarification purposes or requested by a member, the Chair shall restate each motion immediately following its introduction. In situations where extensive discussion or debate occurs following the introduction of a motion, or when an amendment(s) is (are) made to a motion, the Chair, or their designee shall restate in each motion immediately prior to calling for the vote. Following the vote, the Chair shall announce whether the motion carried or was defeated.

~~Actions being recommended by a Subcommittee shall be brought to the ASAC with a motion and a second and be subject to discussion.~~

Section 5. Regular Meetings

Regular Business meetings of the ASAC shall be held monthly, unless changed by action of ADVSD, and or ASAC. A regular Business meeting may be canceled by ADVSD, the Chair, with the concurrence of the Vice Chair. The ASAC's annual cycle of meetings will begin with the July

meeting and conclude with the June meeting the year following. ASAC will determine on a yearly basis a month to not meet during the summer season.

Section 6. Special Meetings

Special meetings of the ASAC may be called at any time by ADVSD, the Chair, or by a majority of the ASAC members. Written notice shall be required for all Special meetings, with such notices sent to members at least 72 hours before when possible, published on the public council website, and the time set for the special meeting.

Section 7. Subcommittee, Ad Hoc, or Special Meetings

If an ASAC quorum (50% RSVP or higher) for a Subcommittee, Ad Hoc, or Special meeting appears possible, ADVSD staff will publicly advertise the meeting.

Section 8. Adjournment

The ASAC may adjourn any meeting to a time and place specified in the motion of adjournment, but not beyond the next regular meeting.

Section 9. Conflict of Interest

Prior to 6 months of service, or in the case of existing members who have not received the training, within 6 months of the adoption of these bylaws, ASAC members shall be required to complete the Conflict of Interest training. Additionally, members will be required to complete an annual Conflict of Interest Certification. In the case where a new issue before the ASAC presents a potential conflict members shall declare such actual or potential conflicts of interest before the issue is discussed. Member conduct shall be consistent with ORS Chapter 244 and the Oregon Government Ethics Commission rules. In the case of actual conflict, the member shall withdraw from all discussion and voting. In the case of potential conflict, the ADVSD director will ~~approve~~ decide if a member may participate in discussion and voting following disclosure of the potential conflict.

Article IV – Agendas, Minutes, and Recommendations to the Board of Commissioners

Section 1. Agendas

ADVSD staff shall develop a draft agenda with the Chair and Vice Chair for each regular meeting at least 14 days prior to the meeting date. The Chair then shall approve the final agenda and the order of items thereon.

ADVSD staff shall distribute the final agenda and prepare or compile the associated agenda materials for each meeting. To the extent possible, ADVSD staff will distribute the agenda and supporting materials to all ASAC members so that they may be received no later than 7 days prior to the regular meeting.

Section 2. Minutes

Minutes of each ASAC meeting shall be prepared by ADVSD staff and distributed with the agenda for the next meeting. ADVSD staff shall retain copies of minutes in the ASAC records.

Section 3. Recommendations to the Board of Commissioners

The Chair or their designee may present the ASAC's recommendations to the Multnomah County Commission in person or in writing. These recommendations shall include necessary supporting documents and the related motion(s) adopted by the ASAC.

Article V – Subcommittees

Section 1. Nominating Subcommittee

A Nominating Subcommittee may be established as a standing Subcommittee. The designation of Nominating Subcommittee members and its Chair is the responsibility of the ASAC Chair. The Nominating Subcommittee shall be responsible for reviewing and nominating candidates for election as ASAC member, Chair, and Vice Chair. Members of the Nominating Subcommittee may not nominate themselves for Chair, or Vice Chair.

Section 2. Ad Hoc Subcommittees

The Chair, with Majority consent of the ASAC and the approval of the ADVSD Director, may establish temporary *ad hoc* Subcommittees for the purpose of addressing or exploring a particular issue or concern and

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reporting back to the ASAC. The ASAC Chair shall designate the Chair of each *ad hoc* Subcommittee.

The Chair may appoint persons to advise on an *ad hoc* Subcommittee who are not members of the ASAC, if their knowledge and experience would assist the *ad hoc* Subcommittee in its work. At any time, the Chair may determine when an *ad hoc* Subcommittee has fulfilled its purpose and dissolve it.

Article VI – Amendments

Proposed amendments will be reviewed, approved and adopted by the ASAC prior to submission to the ADVSD Director for action. In order to be in effect, any proposed amendments must be approved by the ADVSD Director and County Commissioners.

The effective date of these Bylaws is _____.