MARIN COUNTY COMMISSION ON AGING BYLAWS

ARTICLE I. NAME, AUTHORITY & PURPOSE

1. **Name.**
   The official name of the body shall be Marin County Commission on Aging.

2. **Authority.**
   The Commission is federally mandated by the Older Americans Act and the Older Californians Act. The Older Californians Act mirrors and operationalizes the federal intent at the state level, providing the statutory framework and planning structure utilized by Marin County Aging and Adult Services. The Marin County Commission on Aging (MCCOA) was established by the Marin County Board of Supervisors on January 11, 1977, and was originally named the Advisory Council on Aging. The Board officially renamed it the Marin County Commission on Aging on May 9, 1978.

3. **Purpose.**
   a. The Commission strives to promote the dignity, independence, and quality of life of older adults, caregivers, and older adults with disabilities through education and advocacy as well as promoting change through the values of diversity, equity, inclusion, respect, and collaboration.

   b. To comment, recommend, and advise the Marin County Board of Supervisors on matters of importance to older adults, persons with disabilities, and family member caregivers.

   c. To advise the Marin County Office of Aging and Adult Services, which acts as the Area Agency on Aging (AAA), relative to:
      i. Developing and administering the Area Plan for Aging
      ii. Ensuring the plan is available to older individuals, family caregivers, service providers, and the public
      iii. Conducting public hearings
      iv. Representing the interests of older individuals and family caregivers
      v. Reviewing and commenting on community policies, programs and actions which affect older individuals and family caregivers with the intent of assuring maximum coordination and responsiveness to older individuals and family caregivers.

Commented [JC1]: This section is asking for what law, act, ordinance the body was created. So, we recommend starting with the remaining sentence and adding the following sentence after:

The Marin County Commission on Aging (MCCOA) is federally mandated by the Older Americans Act to advise the Marin County Office of Aging & Adult Services, which acts as the Area Agency on Aging, and its governing body, the Marin County Board of Supervisors.

Don't think it's necessary to get into the Older California's Act since that would take further explanation and the Clerk advises to keep this section brief.

Deleted: (Per the Older Americans Act and the Marin County Board and Commission Members Guide.)¶

Commented [CJ2]: Perhaps start c. with As Per the Older Americans act, so it doesn't need to be added to every point underneath.

Commented [JC3]: Recommend the following which is straight from the Older Americans Act. It accurately and fully reflects MCCOA's purpose and functions. The AAA's mission is set by that Act so the MCCOA can't really advise staff on the mission itself as only the Act could change or modify it. Instead the Commission can advise on these specific things the AAA is responsible for.

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ARTICLE II. MEMBERSHIP

1. **Composition.**
   a. The Commission shall include individuals and representatives of community organizations who will support the vision and mission of the Commission. The Commission has up to twenty-four (24) seats:
      i. Two representatives appointed from each of the five Marin County supervisorial districts (10 seats). These members are voting members and shall count toward quorum.
      ii. One representative appointed by each incorporated city and town in Marin County (11 seats). These members are voting members and shall count toward quorum.
      iii. Two California Senior Legislature members, one Senate and one Assembly seat (2 seats). These members are non-voting members and shall not count toward quorum.
      iv. A Marin County resident appointed by the Governor to the California Commission on Aging will serve as an ex-officio member of the Commission (1 seat). This member is a non-voting member and shall not count toward quorum unless as determined differently by the Governor upon appointment.

2. **Eligibility.**
   The Older American Act specifies the majority of the members will be person 60 years of age or older. Members will reflect as best as possible the diversity of the Marin County AAA's Planning and Service Area (PSA 5) as designated by the California Department of Aging.

3. **Appointment.**
      i. District members shall be selected and appointed by the Marin County Board of Supervisors through the standard recruitment process coordinated by the Marin County Clerk of the Board. The effective date of appointment and ability to vote on all matters of the Commission is the date approved by the Board of Supervisors.
      ii. City and Town members will be selected and appointed by their respective city or town council. The effective date of appointment and ability to vote on all matters of the Commission is the date approved by the respective city or town council.
      iii. California Senior Legislature (CSL) Marin County Senator and Assemblymember are elected by the full Commission. The effective date of appointment will be the date they are sworn in by the CSL in October. will not have voting rights on any matters of the Commission.

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Commented [JC4]: The MCCOA can determine CSL members' roles on the Commission, but we encourage further consideration. Will CSL members feel they're connected enough to the Commission if they're not official members and can't vote? CSL and the Commission have historically had a very strong collaborative connection, which is well known across the state. This change could dim that spirit.

If the goal to address the attendance record of one particular commissioner, we advise against writing any part of the bylaws with one commissioner in mind.

Commented [JC5]: Anything related to the Governor's action would be for the BOS/County Clerk/CEO's office to decide around quorum. To our knowledge, no Governor has ever appointed an individual to the Commission . If the intent is to reduce the number of seats that could be counted for quorum, we consider this a low concern/risk..

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Commented [JC6]: Suggest further consideration among all Commission members for this per comment above.

iv. The appointment from the California Commission on Aging shall be selected and appointed by the Governor of California. The appointment by the Governor of California will not have voting rights for any matters of the Commission.

4. **Terms of Office.**
   i. Term of office for Commissioners appointed by the Marin County Board of Supervisors and the City or Town Council municipalities are three years that will begin July 1 and end June 30.
   ii. Terms of interim appointees will correspond to the terms of the Commissioner being replaced. Interim terms of office for people elected to the CSL or appointed to the California Commission on Aging will coincide with the length of their respective tenures.
   iii. Terms of office for CSL members confirmed by the Commission are four years and will beginning October and end September 30. The appointment for CSL officials is the date each were sworn in by CSL.
   iv. Terms of office for the appointment from the California Commission on Aging by the Governor is three years.

5. **Term Limits.**
   i. Commissioners may serve three consecutive three-year terms, not including any time already served if appointed to fill part of a vacant term.
   ii. Commissioners may reapply after a break in service for one year if a vacancy is available but may not serve more than one additional three-year term or fulfill an open one term in their lifetime.

6. **Resignation/Vacancies.**
   i. A Commissioner may submit their resignation in writing to their appointing body with a copy sent to the Commission Chair and the Office of the Area Agency on Aging.

   ii. The appointing body will be responsible for noticing the vacancy to the public until the seat is filled.

7. **Removal.**
   i. Commission members can be recommended for removal from their position if they have three (3) or more unexcused absences from general meetings or three (3) or more unexcused absences from standing committee meetings in a twelve (12) month term.
   ii. A quarterly attendance report, prepared by the AAA staff, will be presented by the chair and discussed at the Executive Committee

Commented [JC7]: Voting rights would be determined by the BOS/ Clerk/ CEO's office if this were to happen.

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Commented [JC8]: It is not October 1. This year it will be October 22. Suggest just saying October through September.

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Commented [JC9]: Definition of excused and unexcused absences are needed to foster a shared understanding to maintain and ensure objectivity.

Commented [CJ10R9]: Suggest looking and aligning with the brown act language for teleconferencing.

Deleted: The AAA staff are responsible for presenting an attendance report quarterly to the

Commented [JC11]:

Commented [CJ12R11]: This should be changed to -A Quarterly attendance report will be discussed at the Executive Committee. Remove the language around the AAA staff being responsible.

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iii. Upon recommendation by the Commission Chair for removal based on excessive unexcused absences, the Commission shall vote on the recommendation for removal.

iv. If a majority of the Commission votes to remove a member, AAA staff and or Commission Chair will communicate the recommendation to the appointment authority for appropriate action.

8. Compensation.

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 current Administrative Rules and Regulations, for Reimbursement of Employees Expenses.

ARTICLE III. ATTENDANCE & PARTICIPATION

1. Attendance Requirement.

Regular attendance and active participation are essential to the effective functioning of the Commission. Commissioners are expected to attend Commission meetings and meetings of committees to which they are appointed.

a. A commissioner must notify (in writing, via email, or text, the Commission Chair or Committee Chair, and staff at least 48 hours in advance of their absence if possible, or their absence will be recorded as unexcused.

b. Excused absences and accepted teleconference attendance may include but are not limited to illness or medical needs, family or caregiving responsibilities, family medical emergencies, religious observances, circumstances affecting safe travel, employment or official responsibilities, emergencies, or other circumstances authorized by law or County Policy. Please refer to the Ralph M Brown Act for current guidelines.

c. If a regularly scheduled meeting time or date is changed and a Commissioner is unable to attend, the absence will be an excused absence.

2. Remote Participation.

Meeting may allow teleconferencing consistent with the Ralph M. Brown Act (Gov. Code §§ 54950 et seq.).

3. Conduct.

Members shall observe County standards of civility, decorum, and ethics in all meetings. Members shall follow Marin County's Code of Ethics applicable to all

Commented [JC13]: What about excessive excused absences?

Commented [GL14]: Rather than vote to recommend removal of a commissioner, the plan of action should be to meet with the appointing body to discuss next steps. The commission can vote if they want but they don't have authority to remove members. We experienced this first hand with the City of Larkspur. The director and Chair at the time sent a letter of removal to the city clerk which was subsequently denied.

Commented [GL15]: This should not be delegated to only AAA staff. The Chair should also be part of any request for action.

Commented [CJ16R15]: Agree

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public officials, including appointed board and commission members. Reference the Code of Ethics in the Marin County Board and Commission Member Guide: https://www.marincounty.gov/departments/board/boards-and-commissions/board-and-commission-member-guide

ARTICLE IV. OFFICERS

1. **Officers.**
   Chair, Vice-Chair, and Secretary.

2. **Election.**
   At the April general meeting, the Nominating Committee will submit a slate of nominations for each of the officer positions. Additional nominations may be made from the floor with the consent of the nominee. Elections will be held at the May general meeting. An individual receiving a plurality of the votes for any of the offices will be deemed to have been elected. Officers will be seated as of July 1. Voting will be by voice vote or by a show of hands. No proxy voting will be accepted. The Nominating Committee Chair or a designated Committee member will have responsibility for tallying and reporting the votes.
3. **Duties.**

   a. **Chair:**
      i. Preside at all General, Executive, and Special meetings.
      ii. Can call Special meetings of the Commission and Executive Committee as needed.
      iii. Prepares agendas with the help of the AAA and the Executive Committee for all General Commission, Executive Committee, and Special meetings.
      iv. Appoints Chair and members of the Committees.
      v. Serves ex officio as a non-voting member of all Committees except the Nominating Committee.
      vi. Represents the Commission at the Triple-A Council of California (TACC) or appoint a designee if needed.
      vii. Preside at meetings, represent the Commission, sign correspondence, perform other duties necessary and incidental to the office.

   b. **Vice-Chair:**
      i. Acts in absence of Chair.
      ii. Serve as the first alternate to represent the Commission at the Triple-A-Council of California (TACC) unless otherwise determined by the Chair.
      iii. Provide on-boarding orientation to newly appointed members of the Commission.

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iv. If possible, assign a mentor to facilitate the transition process for the new Commissioner's first year.

c. Secretary:

i. The Secretary will collaborate with the staff of the AAA to ensure the minutes of the General Commission, Executive Committee, Standing Committees and Special Meetings are taken, approved, and maintained in compliance with all applicable, Federal, State, and Marin laws.

ii. Maintain and distribute the annual Commission calendar.

d. Vacancies in Office.

The Vice-Chair will succeed to the office of Chair should that office become vacant. Vacancies in the office of Vice-Chair or Secretary will be filled by appointment of the Executive Committee for the balance of the unexpired term.

ARTICLE V. MEETINGS

1. **Regular Meetings.**
   The Commission will hold a minimum of four (4) meetings per year. Meetings will be held at a time and place established by the Commission.

2. **Special Meetings / Public Hearings/ Forums / Listening Sessions.**
   a. The Chair of the Commission or the majority of members of the Commission may call a special meeting to address a specific matter. Notice of such meetings must be made in accordance with the provisions of the Ralp M. Brown Act.
   b. The Commission will hold an annual public meeting to hear a presentation about the AAA Area Plan during the April General Meeting. The hearing will be publicized to provide area residents with the opportunity to comment and make recommendations.

3. **Brown Act Compliance.**
   All meetings shall be open and public in accordance with the Ralph M. Brown Act and agendas shall be posted at least 72 hours before regular meetings.

4. **Public Comment.**
   The opportunity for members of the public to address the Commission on items within its jurisdiction will be provided.

5. **Minutes.**

Commented [JC17]: Don't recall the Commission voting on reducing to four meetings. The full Commission would need to agree to this.

Commented [GL18R17]: Full membership should vote on this change.

Commented [GL19R17]: Additionally, the bylaws need to state what activities will take place during the other 8 months of the year. They may want to consider stating August as vacation time.

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Commented [GL20]: Trying to not use the same verb twice in the same sentence.

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a. The minutes must report any action taken and the vote or abstention of every member present during open meetings is recorded.
b. Any handouts or written materials distributed to the Commission prior to or during an open meeting are considered public records and will be included in the minutes.
c. The use of artificial intelligence, video of meetings, and closed captions can be used for ensuring accuracy of minutes but must comply with the County of Marin Guidelines for Responsible Use of Artificial Intelligence and other applicable guidelines, directives, or laws.

ARTICLE VI. QUORUM & VOTING

1. **Quorum.**
   A majority of the total of the filled authorized voting seats (as described in Article II part a) of the Commission shall constitute a quorum for the transaction of business. For example, based on eighteen (18) seats filled with members eligible to vote, quorum would be ten (10).

2. **Action.**
   Actions require the affirmative vote of a majority of members present.

3. **Alternates.**
   The Commission on Aging does not recognize alternate memberships.

4. **Parliamentary Authority.**
   Meetings shall be conducted in accordance with Robert's Rules of Order, except where they are inconsistent with law or these bylaws.

ARTICLE VII. SUBCOMMITTEES

1. **Standing Committees.**
   Established and sunset by vote of the Commission, subject to the Brown Act.

2. **Nominating Committee.**
   The Nominating Committee, composed of three Commission members other than the current officers, will be elected by the Commission within the first four (4) months of each fiscal year. This Committee will elect its own Chair. The Committee will serve throughout the year and will have the responsivity for nominating commissioners for election as officers of the Commission. Any vacancy occurring within the Committee will be filled with action by the Commission at its next general meeting following notice of the vacancy.

3. **Ad Hoc Committees.**

Commented [JC21]: The Brown Act doesn't require this. Instead, it requires that materials sent in the agenda packet for each meeting be posted to the Commission's website. Any materials that are passed out in the meeting that weren't included in the agenda packet may be presented only if 1) they relate to a discussion topic on the agenda, 2) hard copies are made available to members of the public attending in person and 3) are screened online for remote participants. If they don't meet all three of these things, they can't be presented because they weren't included in the materials sent out at least 72 hrs. ahead of the meeting. If such materials meet all three criteria, they can be posted on the Commission's website after the meeting. If the materials don't meet the presentation requirements, they won't be posted to the website after the meeting.

Additionally, materials included in the agenda packet or passed out at meetings don't have to be included in the minutes. They will be added to the website.

It isn't necessary to include such details in the bylaws. Indicating the Commission follows the Brown Act is sufficient.

Commented [JC22]: Per County Counsel, use of AI for Commission meeting notes lor minutes isn't allowed. Staff and the commission are to follow County policies on AI.

If and when policies might change and allow certain relevant use of AI, staff will update the Commission and will incorporate as staff would find it would help with efficiency and/or staff capacity.

Commented [JC23]: We think this is reasonable and hope Counsel will approve. It's a matter of the law so they'll need to treat board and commission the same.

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Commented [GL24]: This seems rather vague. Counsel should review.

Commented [GL25]: This change should be reviewed by the full commission. Why not July 1?

Commented [GL26]: If the timeframe is altered, it should say the remainder of the fiscal year.

The Executive Committee or full Commission is responsible for creating ad hoc committees for the purpose of studying or handling special matters or tasks within a limited time frame that have been referred to the Commission. It's term shall be time-limited and typically to six months. An ad hoc committee shall comprise of less than a quorum of the Commission. Public participation shall be encouraged when appropriate. Meetings shall be exempt from the Ralph M. Bown Act. The ad hoc committee should produce and present a final report upon conclusion of its work first to the Executive Committee and then to the full Commission. Each ad hoc committee shall be dissolved when the task is complete, or the time frame has elapsed.

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Commented [GL27]: "and typically" is verbiage that is vague.

Commented [GL28]: I would add public members do not have voting rights or decision making authority.

ARTICLE VIII. CONFLICTS, ETHICS & DISCLOSURE

1. **Conflict of Interest.**
   a. A review by County Counsel has determined that this Commission does not meet the criteria for requiring compliance with the Political Reform Act of 1974 (Government Code §81000 et seq.). Filing of Statements of Economic Interest (Form 700) is not required.
   b. Members are still expected to conduct themselves in a manner consistent with County standards of transparency, impartiality, and avoidance of conflicts of interest.

2. **Training Requirements.**
   a. Commissioners must complete Brown Act training within six (6) months of appointment.

   b. Thereafter, Commissioners shall complete Brown Act training annually to remain informed about open-meeting requirements.

   c. Ethics (AB 1234) training: is required only for Commissioners who either:

      Receive a stipend, reimbursement, or other form of compensation for service on the commission; or
      Serve on a commission that meets the criteria for compliance with the Political Reform Act of 1974 (Government Code *§ 81000 et seq.)*.

   d. Commissioners who meet either of the Ethics AB 1234 requirements must complete AB 1234 ethics training within six (6) months of appointment and at least once every two (2) ears thereafter, in accordance with Government Code §§ 53234–53235.2.

   e. Completion certificates shall be filed with the designated staff liaison and maintained as part of the Commission's administrative record.

Commented [GL29]: Source: https://www.bwslaw.com/insights/understanding-californias-ethics-training-requirements-for-local-officials-known-as-ab-1234/

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Commented [GL30]: The last sentence is valid but is already mentioned in section "c."

3. **Statements & Conduct.**
   a. Members serve as advisors to the Marin County Board of Supervisors and shall not represent the Commission, make public statements on its behalf, or communicate positions of the Commission without prior authorization from the Commission.

   b. When expressing personal views, members should clearly indicate that such opinions do not represent the official position of the Commission or the County of Marin.

ARTICLE IX. STAFF SUPPORT

Staff Liaison.

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1. The Area Agency on Aging provides staff support, including publishing agendas, minutes, and coordination with the Clerk of the Board and legal counsel.

2. County Counsel serves as legal advisor to the Commission on matters within the Commission's purview.

3. A Commission representative shall participate in any discussions, requests, or inquiries regarding matters pertaining to the Commission with the Clerk of the Board and/or legal Counsel.

Commented [JC31]: The County Clerk, County Counsel, HHS leadership and the AAA – not MCCOA -- determine how and when the AAA interfaces independently with their offices or anyone else. This suggestion would conflict with established County board and commission and staff liaison policies as well as HHS protocols and County personnel policies. As such it would introduce many HR and union questions and possible implications.

Commented [LN32R31]: To County Counsel - we are open to amending the language here to keep in accordance with policies, however the intent here is important and necessary

ARTICLE X. BYLAW AMENDMENTS

1. **Amendment Procedures**
   Amendments may be proposed by any Commissioner and shall require an affirmative vote of a majority of the total Commission.

2. **County Approval.**
   All amendments to the bylaws for the federally mandated Commission on Aging shall be reviewed by County Counsel and approved by the Board of Supervisors before becoming effective.

3. **Review Cycle.**
   These bylaws should be reviewed at least once every five (5) years or a directed by the Board of Supervisors.

ARTICLE XI. CERTIFICATION

1. Adopted by the Marin County Commission on Aging at a duly noticed meeting on (Insert Date).

_____	_____
Lauren Elkin, Chair	Kay Winer, Secretary

2. Reviewed by County Counsel on (insert date).

3. Approved by the Marin County Board of Supervisors on (insert date).