

Massachusetts Association of Councils on Aging and Senior Center Directors, Inc.

Governing Bylaws

Revisions Recommended by the Board of Directors January 16, 2019

ARTICLE I NAME, LOCATION AND FISCAL YEAR

Section 1.1 Name. The name by which the corporation shall be known is: the Massachusetts Association of Councils on Aging and Senior Center Directors, Inc., also doing business as the Massachusetts Councils on Aging and referred to as MCOA.

Section 1.2 Location. The mailing address for MCOA shall be on file with the Commonwealth of Massachusetts.

Section 1.3 Fiscal Year. The fiscal year shall be from July 1 to June 30.

ARTICLE II PURPOSE

The purposes for which MCOA is formed is too provide a professional association for Senior Center Directors and Directors of Councils on Aging by:

Section 2.1 Develop a membership driven legislative agenda that enhances/increases programs and services for Massachusetts' older adults.

Section 2.2 Provide educational opportunities for Council on Aging and Senior Center staff to enhance their ability to provide cost-effective services and effective programs to Massachusetts older adults.

Section 2.3 Promote the development of leadership and management skills among MCOA members.

Section 2.4 To position Councils on Aging as the community focal points for the delivery of services and programs to Massachusetts older adults.

Section 2.5 To position MCOA as an older adult advocate voice within the Commonwealth and around the country.

Section 2.6 Ensure that MCOA's board and agency operates in an effective and efficient manner that meets the needs of its members.

ARTICLE III MEMBERSHIP

Section 3.1 Municipal Council on Aging Membership

Qualifications: Must have followed MGL Chapter 40 Section 8b and established a **municipally based Council on Aging**

Membership privileges:

1. Qualified Member COAs in good standing have paid their annual dues, established by a membership vote.
2. Qualified Member COAs in good standing are able to vote on matters before the Membership. Each COA will receive one vote.
3. Qualified Member COAs in good standing are able to attend any event held by the organization at the established membership rate.
4. Qualified Member COAs in good standing will receive all communications sent electronically to email addresses provided and to the formal street address as necessary.
5. The COA Director of Qualified Member COAs is eligible to serve on the Board of Directors, the Advisory Council, and/or as a Regional Representative.

COA Directors, other staff and Board members of Qualified Member COAs can serve on Working Groups and Task Forces established by MCOA.

Section 3.2 Associate Member

Qualifications: Any 501c3 nonprofit organization that is willing to partner with MCOA to improve the quality of life of Massachusetts Older Adults

Membership privileges:

1. Associate Members in good standing have paid their annual dues, established by a membership vote.
2. Associate Members in good standing are not able to vote on matters before the Membership, but may be recognized during any discussion.
3. Associate Members in good standing may attend any event held by the organization at the established membership rate.
4. Associate Members in good standing will receive all communications sent electronically to email addresses provided and to the formal street address as necessary.
5. Staff of Associate Member Agencies may serve on Working Groups and Task Forces established by MCOA.

6. Associate members may purchase, at MCOA annual fall conference , a nonprofit vendor table to share their message with conference attendees.

Section 3.3 Corporate For Profit Membership

Qualifications: Any for profit organization that is willing to partner with MCOA to improve the quality of life of Massachusetts Older Adults

Membership privileges:

1. Corporate For Profit Members in good standing have paid their annual dues established by a membership vote; or purchased a for profit vendor table at our annual fall conference or have sponsored an MCOA event.
2. Corporate For Profit Members are not able to vote on matters before the Membership.
3. Corporate For Profit Members in good standing may attend by invitation any event held by the organization at the established membership rate.
4. Corporate For Profit Members in good standing will receive all communications sent electronically to email addresses provided and to the formal street address as necessary.
5. Staff of Corporate For Profit Member Agencies may serve by invitation on Working Groups and Task Forces established by MCOA.

Section 3.4 Individual Membership

Qualifications: Any individual who agrees with the mission of MCOA. We seek Individuals with expertise or history in the field of elder services, who are willing to volunteer their time to achieve MCOA's goals. We welcome Individuals attending institution of higher learning as a student at half the Individual member rate.

Membership privileges:

1. Individual Members in good standing have paid their annual dues established by a membership vote.
2. Individual Members are not able to vote on matters before the Membership.
3. Individual Members in good standing are able to attend any event held by the organization at the established membership rate.
4. Individual Members in good standing will receive all communications sent electronically to email addresses provided and to the formal street address as necessary.
5. Individual Members may serve on Working Groups and Task Forces established by MCOA.

ARTICLE IV RULES OF PROCEDURE

Section 4.1 All meetings of the membership of MCOA shall be conducted according to ROBERT'S RULES OF ORDER, unless by-laws indicate otherwise.

ARTICLE V MEETINGS

Section 5.1 MCOA Board will schedule annually the following meetings.

1. Membership Meetings shall be held at least four times a year.
2. An Annual Meeting shall be held during the spring of every year to elect members of the Board, including new officers and Regional Representatives, to begin their tenure at the start of the fiscal year, July 1st.
3. Fall Conference.

Section 5.2 Notice of meetings listed in Section 5.1 shall be posted on MCOA's website at least one month prior to the scheduled meeting date. A quorum for each of these meetings listed in Section 5.1 shall be designated as 25 members for the purpose of conducting MCOA business authorized by the Board and Staff.

Section 5.3 A Special Meeting may be called by the President when in his/her opinion the interest of MCOA would best be served. Special meetings may also be called upon written petition to the President by ten members of MCOA.

1. Notice of Special Meetings. Notice shall be given to each member in person, by email or by telephone to his/her business or home address at least forty-eight hours before such meeting.
2. Special meetings shall be held at a central location in the Commonwealth of Massachusetts so as to be convenient to a majority of members upon short notice
3. Scope of Special Meeting. The scope of such meetings shall be limited to the specific item(s) identified in the meeting notice.
4. A quorum for a Special Meeting shall be designated as 25 members for the purpose of conducting MCOA business authorized by the Board and Staff.

ARTICLE VI OFFICERS

Section 6.1 Elected officers of MCOA shall be President, Vice President, Past President, Secretary, Assistant Secretary, Treasurer, and Assistant Treasurer. Officers shall be nominated by the Nominations sub-committee of the Executive Committee and elected by the full membership at the annual meeting. These seven officers shall constitute the Executive Board and act on the full Board's behalf for decisions that are needed in a timely manner. All Executive Board decisions must be communicated to the full Board and to the full Membership within 48 hours of said vote. The full Board and the Membership have recourse to reconsider any action of the Executive Board.

Section 6.2 Term of Office: Officers shall be elected for a term of one year and may be re-elected.

Section 6.3 Duties:

1. The **President** shall preside at all Membership meetings and all meetings of the MCOA Board. The President shall be the spokesperson of MCOA unless she/he or the Board should designate another. The President shall have the power to appoint eligible individuals to standing committees, working groups, task forces, and as liaisons to designated organizations. The President shall also designate Chair(s) of standing committees, working groups and task forces as needed. The President shall serve as an ex-officio member of all standing committees, working groups and task forces except the Nominating committee. The President, in consultation with the Executive Director, will develop the agenda and chair the Board of Directors, Advisory Council and Membership meetings.
2. The **Vice President** shall assume the responsibilities of the office of president in the event of the temporary absence or other vacancy in that office and assume duties as assigned by the President.
3. The **Secretary** shall keep all minutes and maintain all records of meetings and business of MCOA. The Secretary will Chair the Governance sub-committee of the Executive Committee to maintain and update as needed the agency's bylaws.
4. The **Assistant Secretary** will assist with the duties of the Secretary and shall assume all the responsibilities of Secretary in the event of the temporary absence or other vacancy in that office and will fill the unexpired term.
5. The **Treasurer** shall serve as Chairperson of the Finance Committee and shall sign, along with the President and/or the Executive Director, all contracts and other instruments when so authorized by the Membership or Board of Directors. The Treasurer shall oversee the duties of MCOA's Fiscal Manager including the collection of monies due to MCOA, and accounts payable in accordance with acceptable accounting procedures. A financial report shall be presented regularly to the Board and the full Membership MCOA, and an Annual Report at its Annual Meeting. The books of MCOA shall be reviewed annually by a Certified Public Accountant appointed by the Board of Directors. MCOA's fiscal records are open to review by Qualified Member COAs. The agency's latest audit and Federal 990 form shall be reviewed by the Board and posted on the website for Members to review.

6. **Assistant Treasurer** shall assist the Treasurer in the fiscal operations of MCOA, be a member of the Board of Directors and perform other duties as designated by the President and/or Treasurer.
7. The **Past President** shall also serve on the Board of Directors to offer continuity and history. The position will serve the President in any capacity as requested.

ARTICLE VII STAFF

Section 7.1 An Executive Director will be hired by the Board of Directors and will be directly supervised by the Board President. The Executive Director performance will be reviewed annually by the Board President and designated committee. His/Her duties will include but not be limited to:

1. Keeping the Board, the Advisory Council and the full membership informed of all activities of the association;
2. recommending and assisting the board in formulating policies for effective operations and is responsible for their implementation;
3. developing and recommending to the board specific long and short range plans for the development of the organization;
4. hiring and supervision of any paid staff;
5. acting as a spokesperson for the association; and
6. the Executive Director will have direct responsibility for all fiscal operations of the agency including check signing, following established accounting procedures, complying with all state and federal fiscal requirements and keeping the Board of Directors and the membership informed about the fiscal health of the Association.

Section 7.2 Additional Staff: Subject to position approval by the Board of Directors, the Executive Director has the hiring and supervision responsibility for any paid staff. Job descriptions of all staff will be on file in the MCOA office.

Section 7.3 Additional Hiring Practices:

1. Should an active member[s] of the Board of Directors or Advisory Council apply for a staff position with the Agency, they must resign from such board at the time of their application. Any Director who fails to voluntarily resign at the time of application shall be deemed to have resigned by the act of application.
2. A former member of the Board of Directors or Advisory Council who has applied for a position with the Agency but was not hired shall be subject to a two year break in service period during which the designee/applicant may not be reappointed to the Board or Advisory Council.
3. Additionally, MCOA staff members who have left employment with the Agency and are hired at a member agency shall be ineligible for participation as a member of the Board of Directors or Advisory Council for a period of two years following the end of their employment tenure with MCOA.
4. All staff are required annually to complete the agency's Conflict of Interest form and abide by the agency's Employee Personnel Guidelines.

ARTICLE VIII STRUCTURE OF THE AGENCY

Section 8.1 Board of Directors: The Board of Directors is established to carry out the business of MCOA on behalf of the full membership

1. The membership of the Board shall consist of the President, Vice President, Treasurer, Assistant Treasurer, Secretary, Assistant Secretary, a duly elected past president, the Legislative Standing Committee Chair, the Major Events Standing Committee Chair, the Credentials Standing Committee Chair and seven members to be elected at large. At large members will be nominated with the primary goal to assure diversity on the board. Diversity shall refer to but not be limited to areas of race, ethnicity, sex, geography, age, or sexual orientation. The full membership may as necessary add or delete to the Board of Directors.
2. Duties of the Board of Directors is empowered to act on behalf of the full membership in matters pertaining to the business of MCOA.
It will act as the employer and supervisor of the Executive Director, approve budgets and expenditures, issue public pronouncements, and in general assume the responsibility for oversight of the corporation. Each Board Member will carry a portfolio and act as an intermediary to the various standing committees, working groups, task forces, and liaisons. The Board of Directors will report all actions to the full membership at the quarterly meeting immediately following such action.
3. Election.. Directors shall be nominated by the Nominations Sub Committee of the Governance Committee for two-year terms, and elected by full Membership at the Annual Meeting.
4. Rules of The Board of Directors shall meet at least quarterly and more often as necessary to conduct the business of the Corporation. Meetings will be conducted according to Roberts Rules of Order.
5. Quorum. A simple majority of the full Board of Directors shall constitute a quorum.
6. Vacancies. Any vacancy on the Board of Director shall be referred to the Nominations Sub Committee of the Governance Committee for a recommendation and vote at the next scheduled membership meeting. The Vice President, the Assistant Secretary and the Assistant Treasurer shall immediately assume the duties of the President, Secretary and Treasurer, respectively, upon a vacancy of said position.
7. Since the Massachusetts General Laws (MGL) allows for Board Meetings to be conducted by electronic means, MCOA will make every effort to provide said services to conduct business of the Board.

Section 8.2 The Advisory Council is established for the purpose to bring together the various elements of MCOA in order to provide open discussion on essential issues, coordinate efforts, mobilize the general membership, enhance internal communication and review as necessary actions

undertaken by the Board of Directors. Upon review of a decision of the Board of Directors, the Advisory Council may request a Board reconsideration. Membership will include but not be limited to the Chairs of the various standing and ad hoc committees, working groups, task forces, regional representatives, and community liaisons. Regional Representatives will be nominated by the Nominations Sub Committee of the Governance Committee and will be elected by the full membership at the annual meeting. Additional members may be appointed by the President as needed. A quorum of the Advisory Council shall be twenty five (25).

Section 8.3 Standing Committees.

1. Membership to the Standing Committees will be open to all members of MCOA who are eligible to serve except where noted. Standing Committees will have a minimum membership of five members.
2. Three members or one more than half the membership of said committee, which ever is greater, will constitute a quorum.
3. Procedures: All actions by a Standing Committee will be ratified by the Board of Directors and /or the Membership.

To assist the work of the Board of Directors, Advisory Council, and the general membership, the following Standing Committees are established and their missions delineated:

Board Limited Standing Committee (except where noted):

Executive Committee (formerly known as the Governance Committee): comprised and limited to the duly elected officers: President, Past President, Vice President, Treasurer, Assistant Treasurer, Secretary, and Assistant Secretary. This Committee is charged with overseeing the administrative functions of MCOA: it will oversee all contracts of the Corporation; and it will review and when necessary offer amendments to bylaws. It is empowered to conduct business between Board meetings when decisions are needed with a quick turnaround. A sub-committee consisting of the Executive Committee will be the Personnel Committee, charged with supervision and annual evaluation of the Executive Director and to annually review and maintain the Personnel Policies. In addition there shall be establish a Nominations sub-committee led by Board members that may include duly elected Regional Representatives to annually nominate members of the Board of Directors and Regional Representatives.

Board Led Standing Committees: Board members lead the following Standing Committees but it is strongly suggested that additional participants from the membership are recruited and encouraged to join. This inclusion will foster more diverse participation in MCOA activities, provide for organizational continuity and develop a mechanism to groom future leaders.

Finance Committee. The Committee will provide fiscal oversight for the Corporation. It will, in conjunction with the Executive Director and the Fiscal Manager, develop and submit an annual budget; it will recommend banking policies; and set accounting practices. The Treasurer and Assistant Treasurer will be members of this committee along with the President, Past President and Vice President. The Finance Committee is empowered to establish when needed two sub-committees: A Resource Development sub-committee tasked with diversifying MCOA's income streams, conducting fund raising drives as needed; and it will pursue grant and other financial opportunities; and an Audit Review sub-committee to address any findings identified in the agency's annual audit.

Education and Membership Committee. The Education Committee shall oversee all programming and scheduling of MCOA sponsored training events. The committee is also charged with the responsibility of involving members to actively participate with design the content of these trainings by surveying the membership and coordinating with Standing Committees Working Groups, and Task Forces. The Education and Membership Committee shall coordinate events with the Major Events Committee.

Major Events Committee: Fall Conference, Spring Conference and Annual Meeting Committee. The Conference Committee plans our annual fall conference, the annual spring conference targeting small and rural COAs, and the annual meeting. The duties include all workshop planning, conference registration, local arrangements and any other function necessary to complete this task. A designated Board member will be Major Events Chair.

Credentialing Committee. The Credentialing Committee is charged with conducting the applicant review for the three levels of staff certification: Administrator, Director and Program Manager. The Committee is comprised of previously certified members appointed by the President but additional vacancies from the membership may be necessary. In addition the Credentialing Committee will work with the National Institute for Senior Centers to promote and coordinate their National Accreditation process. A designated Board member will be Credentialing Chair.

Legislative Committee. The Committee will recommend to the Board of Directors and the general membership positions on issues relevant to the work of MCOA; lobby federal, state, and local bodies politic on behalf of positions taken by MCOA; keep the membership apprised of the impact of governmental, quasi- governmental, and private sector actions and decisions impacting on the lives of elders. A designated Board member will be Legislative Chair.

Public Relations. This Committee shall coordinate efforts to publicize the work and positions of MCOA; develop and maintain a media listing; work to raise the visibility of the corporation; and assist local COAs to ensure their message and their work are recognized in the Community.

Small and Rural COA Committee. The Small and Rural COA Committee is responsible for developing programming and services targeted for small and rural Councils and Aging.

New Director Orientation. The New Director Orientation Committee is charged with conducting regional trainings as needed for newly hired COA directors, including developing a new director workshop curriculum and compiling and updating a training manual. Membership can vary according to regional needs.

Section 8.4 Working Groups have been established to conduct related business of the association, comprised of staff members of membership organizations with a quorum of three needed to meet. The President shall designate a Chair(s) for each Working Group whose responsibilities include organizing business meeting(s) to accomplish their stated mission, notifying the committee members of meetings and then notifying the membership of the outcomes of those meetings. The main purpose of each of these working groups is to provide support, training and information sharing. Any formal recommendations would need MCOA endorsement and thereby a vote by the membership. Current working groups include but are not limited to Supportive Day; Outreach; Wellness; Program and Activities; Volunteer Coordination; and Board Development.

Section 8.5 Task Forces: The President may appoint, upon authorization of Board of Directors, such special task forces as are deemed advisable to carry on the work of MCOA. All task forces act in an advisory capacity and all task force recommendations shall be referred to the Board of Directors. Task forces are established to work on specified time limited projects but may evolve to a working group or standing committee status with a vote of the full membership. Membership of task forces may include non MCOA members.

Section 8.6 Community Liaisons: Appointed by the President and reporting to the Community Liaison Chair and the Board of Directors, the position of Community Liaison is established to maintain lines of communication with elder care associations, statewide task forces and other relevant organizations. Focus is on sharing legislative agendas and implementing cross training opportunities where possible. Directors of member COAs and senior centers are eligible and appointments last for a two year cycle. Reappointments are possible. MCOA recognizes the specific importance of maintaining a close partnership with these two organizations via a specified Liaison role:

- a. The National Institute of Senior Centers (NISC) of NCOA
- b. Massachusetts Municipal Association Human Service Council (MMAHSC)

Section 8:7 MCOA shall recognize regional affiliations of Councils on Aging as being an integral part of our organization. These affiliations (known as MCOA Regional Affiliates- R.A. for short) must be approved by a vote of the Board of Directors and will have standing within MCOA's infrastructure in the following manner: R.A.s will be allowed to establish their own officers and leadership; R.A.s will be allowed to pursue their own regionalized agenda that is approved by MCOA's Board; and R.A.s will be allowed to raise funds and keep a separate account within MCOA's financial system according to the parameters established by MCOA's Board of Directors.. A member of the Regional Affiliate's

Leadership team will be asked to sit on MCOA's Advisory Council to report on activities of the R.A and may be asked to address the Board of Directors or Membership.

Section 8.8 All the members of MCOA Board of Directors and Staff shall sign a Conflict of Interest Declaration annually.

ARTICLE IX AMENDMENTS AND DISSOLUTION

Section 9.1 These by-laws may be altered, amended or repealed provided that notice of a meeting at which a by-law change is to be considered shall be mailed one month prior to the meeting, and shall include the text of the proposed change and shall designate the place, time and date of the meeting.

Section 9.2 Any amendment, alteration, or repeal of these by-laws shall be effective upon adoption of a two-thirds vote of the members present at any regular or special meeting provided the notification procedure of Section 9.1 is followed.

Section 9.3 An amendment proposed without notice can be accepted only by a unanimous vote.

Section 9.4 Copies of the by-laws. The Secretary shall make available copies of these by-laws as they may be modified and/or amended to be made so as to ensure that all members have at least one up-to-date copy.

Section 9.5 MCOA may be dissolved and the plan of distribution adopted by a two-thirds vote. Upon such dissolution the assets of MCOA, subject to applicable statutory and any regulations of any grant authority, shall be applied and distributed as follows:

1. All liabilities and obligations of MCOA shall be paid, satisfied and discharged or adequate provision shall be made therefore.
2. Assets held by MCOA upon conditions requiring return, transfer or conveyance, which conditions occur by reason of dissolution, shall be returned, transferred, or conveyed in accordance with such requirements.
3. All other assets shall be transferred to corporations, persons, groups, or other organizations engaged in activities which substantially carry out the purpose of MCOA as stated in its Articles of Organization and these by-laws.

This version of MCOA's bylaws incorporates revisions voted upon by the full Membership on October 16, 1992; June 10, 1994; September 16, 1994; September 15, 1995; September 20, 1996; December 3, 1999, October 5, 2000 and September 21, 2001, February 21, 2003, June 20, 2003, June 18, 2004; June 20, 2008; September 17, 2010; February 1, 2013; April 17, 2015; and xxxxxxxxxx. See Governance Committee (Bylaw) File for complete history.

Note: Any additions, corrections or clarifications should be immediately brought to the attention of the Governance Sub-Committee of the Executive Committee.

This Revised Edition is effective XXXXXXXXXXXX

DRAFT

DRAFT