

East Central Illinois Area Agency on Aging, Inc.
Advisory Council
Bylaws

Article I
Name

The name of this organization shall be the EAST CENTRAL ILLINOIS AREA AGENCY ON AGING ADVISORY COUNCIL, hereafter referred to as the Council.

Article II
Purpose

In accordance with the Older Americans Act as Amended in 2006 (Public Law 109-365), the purpose of the Advisory Council is to advise the ECIAAA Corporate Board continuously on all matters relating to the development of the area plan, the administration of the Area Plan, and operations conducted under the plan, in order to:

1. Secure and maintain maximum independence and dignity in the least restrictive setting for older adults capable of self care with appropriate supportive services;
2. Remove individual and social barriers to economic security and independence for older adults;
3. Empower older adults to consider their options and make informed decisions about independent living, and uphold their right to self-determination; and
4. Provide a continuum of home and community-based services and supports for older adults and family caregivers.

Article III
Responsibilities

In accordance with the Older Americans Act as amended in 2006 (Public Law 109-365) and the Older Americans Act Regulations of March 31, 1980, the Council shall advise the Agency:

- 1) to develop and administer an Area Plan by maximizing the local input of lay persons, especially older consumers of the programs;
- 2) to conduct public hearings to facilitate the general public's understanding of the work of the Agency;
- 3) by representing the interest of older persons; and,
- 4) in reviewing and commenting on all community policies, programs and actions which affect older persons.

Article IV – Membership

- Section 1. Composition: In accordance with the Older Americans Act as amended in 2006 (Public Act, 109-365), the Council shall comprise individuals and representatives of community organizations who will help to enhance the leadership role of the Agency in developing community-based systems of services, including:
- A. More than 50 percent older persons, including minority individuals who are participants or who are eligible to participate in programs;
 - B. Representatives of older persons;
 - C. Representatives of health care provider organizations;
 - D. Representatives of supportive services providers' organizations;
 - E. Persons with leadership experience in the private and voluntary sectors;
 - F. Local elected officials; and
 - G. The general public.
- Section 2. Number: The Council shall have a maximum of thirty-two 32 members. Recruitment of new members will follow a three-tiered approach:
1. First, efforts will be made to ensure that each county is represented by two persons, beginning on October 1 of each fiscal year;
 2. If after 90 days, efforts to recruit representatives from specific counties are not successful, attempts will be made to fill vacancies from the following regions:
 - Region I – Champaign, Douglas and Piatt Counties
 - Region II – Clark, Coles, Cumberland, and Edgar Counties
 - Region III – DeWitt, Livingston, and McLean Counties
 - Region IV – Macon, Moultrie and Shelby Counties
 - Region V – Ford, Iroquois, and Vermilion Counties
 3. If after 90 days, efforts to fill vacancies with regional representative are not successful, attempts will be made to fill vacancies with “at large” members. Any person living within Planning and Service Area (PSA 05) who meets one or more of the composition requirements may be considered an at large-member.
- Section 3. Recruitment of Members: The Council in filling vacancies, will recruit potential new members by utilizing the following alternatives:
- a. Request a suggested nominee from previous Advisory Council member (either him/herself or someone else) in that specific county.
 - b. Request a suggested nominee from the current Advisory Council member in that specific county.
 - c. Request a suggested nominee from a county senior citizen advisory council, if available in that specific county.
 - d. Request a suggested nominee from currently funded Agency projects or other organizations who are in contact with older adults in that county.
 - e. Request a suggested nominee from the Corporate Board member in that specific county.
 - f. Request a suggested nominee through the media in that specific county.
 - g. Members from minority populations will be sought during recruitment efforts in counties where there is a significant minority population.

- Section 4. Application for Membership: Potential members shall complete an application for membership. Applications are accepted as vacancies occur. Membership applications shall be reviewed and recommended by the Nominating Committee of the Corporate Board.
- Section 5. Approval of Members - Appointment of Council members shall be subject to approval by the Corporate Board.
- Section 6. Removal of members: Any member or officer may be removed from membership or from office by the affirmative vote of two-thirds of the members present and voting at any regular meeting or special meeting called for the purpose, for conduct detrimental to the interest of the Council, for lack of sympathy with its objectives, or refusal to render assistance in carrying out its purpose.
- Section 7. Proxy: Any member who will be unable to attend any Council meeting may appoint another representative from his or her county. Prior to a Council meeting, a member who is designating a proxy shall inform the Chairperson, Executive Director or Staff Liaison via written communication, e-mail or phone of the name of the person serving as their proxy. A proxy shall be only those who could be eligible for Council membership from that county, region, or PSA 05 at large.
- Section 8. Voting Rights: Each member shall be entitled to one vote on each matter submitted to a vote of the membership. The Chairperson shall vote only in case of a tie.
- Section 9. Non-attendance: Regular attendance at meetings is expected of members. The By-Laws provide for the issuance of proxies. If any member fails to attend two regular meetings in succession without notifying the Chairperson, Executive Director or Staff Liaison or sending a proxy, the Secretary should contact the member to determine his/her willingness and ability to fulfill responsibilities of membership. Three (3) successive absences without reason shall be reason for replacement of Council member.
- Section 10. Term of membership shall be for three (3) years. All shall be eligible for re-appointment.
- Section 11. Resignation: A member who wishes to resign shall inform the Executive Director or Staff Liaison. The preferred method of resignation is by written communication. However, resignation via e-mail or phone is acceptable. The Executive Director or Staff Liaison shall document the receipt of a resignation which shall be placed in the Advisory Council Correspondence file.
- Section 12. Dual Membership: No Advisory Council member shall serve on the Corporate Board of the Area Agency on Aging or the Board of Directors of a service provider receiving funds from the Area Agency.
- Section 13. Members shall abstain from voting on matters which may present possible conflicts of interest.
- Section 14. Corporate Board Liaison - Per the Agency's Corporate Board By-Laws Article IX, a member of the Agency's Board of Directors shall be appointed to serve as a liaison between the Corporate Board and the Advisory Council. The liaison shall be a non-voting member.

Article V Officers

- Section 1. Officers: The Officers of the Council shall be a Chairperson, Vice Chairperson, and Secretary.
- Section 2. Nomination: Officers of the Council shall be nominated by the Membership Committee. New terms of office shall begin at the Agency annual meeting.
- Section 3. Term of office: The Chairperson and Secretary shall be elected in even numbered years; the Vice Chairperson shall be elected in odd numbered years. Officers shall serve for a term of two (2) years.
- Section 4. Replacement of officers: Officers shall be replaced through nomination and election from the Council membership.

Article VI Duties of Officers

- Section 1. Chairperson: The Chairperson shall be the principal officer and shall, in general, supervise and control the business and affairs under adopted policies; preside at meetings; and perform all duties incident to the office and such other duties as may be prescribed by the members.
- Section 2. Vice Chairperson: The Vice Chairperson shall perform the duties of the Chairperson or Secretary in his or her absence and shall perform such other duties as may be assigned by the Chairperson or membership.
- Section 3. Secretary. The Secretary shall be responsible for calling roll at meetings; and perform such other duties as may be assigned by the Chairperson or membership.
- Section 4. The Nominating Committee shall prepare a slate of officers from the Advisory Council who have agreed to serve in the stated office if elected for a term of two years. This slate will be presented to the Advisory Council no later than the September meeting. Officers shall be elected no later than the September meeting.

Article VII Meetings

- Section 1. Regular Meetings: Regular meetings will be held four times during the fiscal year on the first Wednesday of the month in addition to the annual meeting in conjunction with the Corporate Board in September. Meetings may be conducted by teleconference during those times of the year when weather and driving conditions are likely to be hazardous.
- Section 2. Special Meetings: Special meetings may be called by the Chairperson, the Executive Director or the Executive Committee of the Advisory Council.
- Section 3. Quorum: A quorum shall be at least one more than half of the current members.

- Section 4. Staff Duties: All meetings shall be attended by the Executive Director or his or her designee.
- Section 5. Meeting Notices – The Agency shall release meeting notices to Council members at least two_ weeks prior to the scheduled meeting date.
- Section 6. Agenda - The agenda for any meeting shall be developed by the Executive Director in consultation with the Chairperson. The proposed agenda shall accompany the meeting notice. Any member of the Council may request an item to be placed on the agenda for a future meeting. The request must be received by the Agency at least three weeks prior to the scheduled meeting date.
- Section 7. Proceedings of the meeting shall be recorded, transcribed, documented and filed by the Agency.

Article VIII Committees

- Section 1. Nominating Committee – The Chairperson of the Advisory Council shall appoint a member to serve as Chairperson of the Nominating Committee and at least two other members. The function of the Nominating Committee is to prepare a slate of officers from the Advisory Council who have agreed to serve in the stated office if elected and to present the slate to the Advisory Council at the September meeting.
- Section 2. Committees may be appointed as needed by the Chairperson with the approval of the membership.

Article IX Parliamentary Authority

Meetings are to be conducted, and issues resolved, by consensus whenever possible; otherwise, Robert’s Rules of Order shall be applied.

Article X Amendments

Amendments to these By-Laws may be acted upon at any Regular meeting, after having been proposed and explained at the meeting prior to when action is to be taken or by the receipt of the proposed amendment(s) two (2) weeks prior to a regular meeting. Approval of any changes shall require a majority favorable vote.

Article XI Reimbursements

Members of the Council shall receive no compensation for their services on the Council but shall be reimbursed for any ordinary and necessary expense incurred in the performance of their duties. Such expenses shall be evidenced by receipt or other proper documentation.

**Article XII
Conflict of Interest**

The East Central Illinois Area Agency on Aging will make every reasonable effort to prevent any employee, officer, Advisory Council member, or any member of his /her family, significant other, business partner, or an organization which employs or is about to employ any of said parties will benefit financially in the procurement of grant and/or contract and the awarding of grant and/or contract funds. Additionally, the Area Agency on Aging will make every reasonable effort to prevent financial benefit relative to the Area Agency on Aging procurement of equipment, audits, and other items for said parties.

**Article XIII
Indemnification**

The members of the Advisory Council shall not be personally liable for the debts, liabilities or obligations of the Agency. To the extent permitted by law, the Agency shall indemnify any director, officers, employee or agent, or former directors, officers, employees or agent, in the event any of such persons shall be made, or threatened to be made, a party to any action, suit or proceeding whether criminal, civil, administrative or investigative.

Amendments to these Bylaws were approved by the ECIAAA Advisory Council on January 7, 2015