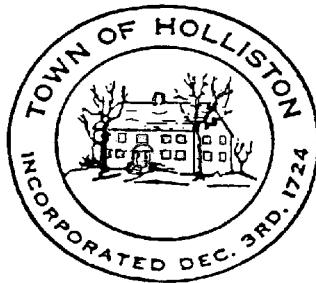


Bylaws

Of the

Holliston Council on Aging



Revised September 10, 2014

**TOWN OF HOLLISTON
HOLLISTON, MASSACHUSETTS**

**BYLAWS
of the
HOLLISTON COUNCIL ON AGING**

ARTICLE I - ESTABLISHMENT

The name of the organization shall be the Holliston Council on Aging, hereinafter referred to as the Council, as established by town meeting vote of Holliston, Massachusetts, on July 1, 1971, pursuant to Chapter 40, section 8B, of the Massachusetts General Laws.

ARTICLE II - PURPOSE

The basic purposes of the Council are:

- a. to identify and describe the needs of Holliston's senior population (citizens age 55 or over); (Amended 4/15/2009)
- b. to formulate programs and provide services to best meet those needs with available resources and in a cost-effective manner; (Amended 4/15/2009)
- c. to educate the community as to those needs and enlist the support of all citizens concerning our efforts to meet those needs; (Amended 4/15/2009)
- d. to assist the Senior Center Director in coordinating existing services and planning and implementing new services and programs to meet identified needs; (Amended 4/15/2009)
- e. to assist the Senior Center Director in coordinating and advocating with the Massachusetts Executive Office of Elder Affairs, officials and departments of the Town of Holliston, and the Area Agencies on Aging; (Amended 4/15/2009)
- f. to be cognizant of relevant federal and state laws and regulations, local bylaws, and relevant state, federal, regional and local programs. (Amended 4/15/2009)

ARTICLE III - OFFICES

The principal office of the Council. shall be located at the Holliston Senior Center 150 Goulding St., in the Town of Holliston, Massachusetts. All mail shall be delivered to this address unless another shall be specified by the Senior Center Director or Chair of the Council. (Amended 4/15/2009)

ARTICLE IV - MEMBERSHIP

The Council shall consist of seven members unless otherwise provided by state law, local by-law or the Selectmen of the Town of Holliston.
(Amended 9/10/2014)

Prospective Council members shall be nominated by the Membership Committee and approved by a majority of the existing members of the Council, and no person so nominated for Council membership is to serve on the Council until appointed by the Board of Selectmen and sworn by the Town Clerk. Only one immediate family member may serve as an officer on the Council at the same time. (Amended 4/15/2009)

Council members shall be appointed on a rotating basis, so that the three year terms of not less than two members, nor more than three, shall expire in any one year. (Amended 9/10/2014)

Council membership shall reflect to the extent possible the age and gender makeup of the community-at-large and shall be composed of at least fifty-one percent (51%) persons age fifty-five and over.
(Amended 4/15/2009)

All newly appointed members shall appear before the Town Clerk to be sworn in before taking part in a COA meeting. (Amended 4/15/2009)

ARTICLE V - VOTING RIGHTS OF MEMBERS

All voting rights shall be vested in the members and each individual member shall be entitled to one vote with respect to any question or matter that may come before a meeting of the members of the Council.

ARTICLE VI - MEETINGS OF MEMBERS

SECTION 1 - REGULAR MEETINGS

Regular meetings of the members of the Council shall be posted in town hall and at the Senior Center at least 48 hours prior to the meeting, in compliance with open meeting laws, and shall be held once each month on the second Wednesday. The meeting scheduled for that day shall be held within the following week when: (Amended 4/15/2009)

- a. Wednesday falls on a legal holiday;
- b. The appearance of an invited municipal official or Council guest conflicts with the scheduled meeting;
- c. The scheduled meeting conflicts with a town meeting or town election (Amended 1-4-95)
- d. There is a lack of a quorum, or a member' whose presence is critical for the conduct of current business, cannot attend. (Amended 4/15/2009)

The Senior Center Director will attend all regular, special, and annual meetings of the Council, unless excused, and will have no voting authority but will be present for reports, requests, comments, questions, and concerns. (Amended 1-4-95)

SECTION 2 - SPECIAL MEETINGS

Special meetings of the Council may be called at any time by the Chair, or at the request of a majority of the Council, provided that due notice be posted and be given to each member of the Council, and the Director at least three days prior to the scheduled meeting time. (Amended 4/15/2009)

SECTION 3 - ANNUAL MEETING

The annual meeting of the Council shall be held on the second Wednesday in June for the purpose of electing officers. (Amended 9/10/2014)

SECTION 4 - ANNUAL MEETING NOTICE

Notice of the annual meeting of the Council, stating the purpose for which the meeting is being called and the time and place where it is to be held, shall be sent by mail by the Secretary to each Council member, and the director not less than fourteen (14) days before the meeting. Notices informing the community of the annual meeting shall be posted at the Holliston Town Hall and such other places as determined by the Council. (Amended 4/15/2009)

SECTION 5 - QUORUM

At all meetings of the members of the Council, the presence of a simple majority of the total voting membership shall be necessary and sufficient to constitute a quorum for the transaction of any business. Votes shall be cast only by members in attendance (Amended 4-5-00)

SECTION 6 - CONDUCT OF MEETINGS

All meetings shall be conducted in accordance with Roberts Rules of Order and with Massachusetts General Laws Chapter 39, Section 23B (Open Meeting Law). In any case where the provisions of Roberts Rules of Order conflict with the Open Meeting Law, the Open Meeting Law shall prevail. All committees are required to post notice of any meeting through the Town Clerk's office, at least 48 hours prior to the meeting. Minutes of all meetings will be recorded and maintained in perpetuity, and Copies of the minutes will be forwarded to the Town Clerk after they have been approved by the Council. (Amended 4/15/2009)

SECTION 7 - RESIGNATION

In the event that a member wishes to resign from the Council, he/she shall notify the Board of Selectmen, Town Clerk, and the Council, in writing.

SECTION 8 - ATTENDANCE

Regular attendance is expected of all members and associate members. In the event of absence of any member from three (3) consecutive monthly meetings except for reasons of health or extenuating circumstances as duly reported to the Chair in advance of Council meetings, or from six (6) meetings during any calendar year, the Council may request removal of that member through the Board of Selectmen. (Amended 4/15/2009)

ARTICLE VII - OFFICERS

SECTION 1 - BACKGROUND

- a. The officers of the Council shall consist of a Chair, a Vice Chair, a Secretary, and a Treasurer. Assistant officers may be elected. (N.B., for purposes of clarity, "Chair" shall refer to Chairman, Chairwoman, Chairperson, or President,.) (Amended 4-4-91)

- b. Officers of the Council shall be elected at the annual meeting of the Council and shall take office on the first day of the new fiscal year. (Amended 4-5-00)
- c. Election of officers to fill vacancies created by death, resignation, or other cause, may take place at any regular or special meeting and shall be for the unexpired term of the previous incumbent; however, the office of Chair, if vacated, shall be filled by the Vice Chair for the unexpired term of the Chair's normal term of office. The position of the Vice Chair will then be filled by election as soon as possible. (Amended 4-5-00)

SECTION 2 - CHAIR

The Chair shall be the chief executive officer of the Council, and subject to the direction of members of the Council, shall have charge of the business, affairs, and property of the Council in its general operations. He/she shall prepare an agenda in conjunction with the Senior Center Director, preside at all meetings of the Council, appoint all the committees and be an ex-officio member of all committees. He/she shall prepare the Annual Report as required by statute. (Amended 4/15/2009)

SECTION 3 - VICE CHAIR

During the absence or disability of the Chair, the Vice Chair shall exercise all the functions of the chair, and, when so acting, shall have all the powers and be subject to all the restrictions of the Chair. (Amended 4-4-91)

SECTION 4 - SECRETARY

The Secretary shall:

- a. Record all the proceedings of the meetings of members;
- b. Cause all notices to be given in accordance with these Bylaws, and as may be required by state statute or local Bylaw;
- c. Forward the Annual Report of the Council to the Board of Selectmen and to the Executive Office of Elder Affairs;
- d. The Council may appoint a Recording Secretary, to assist with, or at the direction of the Secretary to conduct duties related to correspondence in this section. (Amended 4/15/2009)

SECTION 5 - TREASURER

The Treasurer shall:

- a. Have supervision over and responsibility for the proper accounting, and receipt and disbursement of the funds administered by the Council; (Amended 4/15/2009)
- b. Keep, or cause to be kept, all the books of account of all the business and financial transactions of the Council;
- c. Render to the Chair and to Council members a monthly statement of the financial condition of the Council, including its grants, and of all financial transactions and resources; (Amended 4/15/2009)
- d. At the second regular meeting following the completed fiscal year reports of the Town Accountant, render a full financial report based on the books and accounts, assisted by the Senior Center Director and audited by the municipal accountant.
(Amended 4/15/2009)
- e. In concert with the Chair and Senior Center Director, prepare an annual budget for submission to the Council for approval;
(Amended 4/15/2009)
- f. Serve as the primary spokesperson in representing the Council on financial matters at meetings of municipal officials and at town meetings.
(Amended 4-4-91)

SECTION 6 - REPRESENTATION

Article VII, Section 5-f notwithstanding, no member of the Council or its staff, other than the Chair or his/her designee, shall make written or oral representations for the Council, unless authorized by Council vote, or in pursuance of stipulated job requirements. (Amended 4/15/2009)

ARTICLE VIII - AMENDMENTS

Amendments of these Bylaws may be considered at either a regular or special meeting of the Council called for such purpose. In either case, notification of the meeting and its purpose shall be given at least fourteen (14) days prior to meeting. Accompanying this notification shall be a summary of the proposed action, the full text of the proposed amendment, and a statement of the purpose of the proposed change(s). The proposed amendment of these bylaws must be approved by a majority of the current membership of the Council. Bylaws and amendments are subject to review and approval by the Selectmen.

ARTICLE IX - STAFF

- a. The Senior Center Director shall be hired, with Council recommendations, by the Town Administrator. The Senior Center Director shall be responsible for managing the day to day activities of the Holliston Senior Center in accordance with the Council's policies and procedures. (Amended 4/15/2009)
- b. The Council may make requests concerning the staff only through the Senior Center Director or designee. (Amended 4/15/2009)
- c. Working within the Holliston Town personnel policies as detailed by the Town Personnel Board, the Senior Center Director shall have authority to fill all vacant and new positions at the Senior Center in full conformance with these practices and procedures. The Council on Aging shall be entitled to make recommendations attendant to such staffing. (Amended 4/15/2009)

ARTICLE X - BOARD COMMITTEES

Council members shall serve on one or more committees, including, but not necessarily limited to, the following:

1. THE MEMBERSHIP COMMITTEE - Nominates officers and members of the Council. The Membership Committee shall consist of a minimum of three voting members. Activities of the Committee are:
(Amended 4-5-00)
 - a. To bring forward nominations to the Council as necessary, and to oversee the appointment of Council members as directed in the Committee's charge ; (Amended 4/15/2009)
 - b. To nominate Council officers;
 - c. To assist the Chair and individual committee Chairs in making committee assignments;
 - d. To arrange for and provide orientation to new Council members;
 - e. To maintain a file of possible new members whose skills and talents will meet the current and future needs of the Council on Aging. All Council members are responsible to submit the names, to the Membership Committee, of potential new members; in addition, recommendations may be submitted by the Director.
 - f. To oversee nominations and appointments for Associate Members and Honorary Members as provided for in Articles XI and XII.
(Amended 5-11-94)

2. THE PERSONNEL COMMITTEE - The Personnel Committee shall consist of a minimum of three voting members. Activities of the Committee are:
- a. Develop guidelines and oversee procedures for recruitment, training, development, and evaluation of all staff, within the framework of the Town of Holliston personnel policies and procedures; (Amended 4/15/2009)
 - b. Develop the job description for the Senior Center Director, with the recommendation of the Council and the approval Town Administrator; (Amended 4/15/2009)
 - c. Develop, with the Senior Center Director, for Council review and approval, job descriptions for all staff and volunteer positions;
 - d. Participate in the recruitment and hiring of a Senior Center Director;
 - e. Develop and document the procedures for, and participate in, an annual review of the Senior Center Director's performance, per the Open Meeting Law.
 - f. Work with the Senior Center Director to provide for staff development and continuing education;
 - g. With the Senior Center Director, review comparable agency staff salary schedules and fringe benefits as part of the budget process, and help prepare reclassification documents if required;
 - h. Meet regularly with the Senior Center Director, and report to the Council on any personnel matters which might arise.
- (Amended 4-5-00)

The Membership Committee and the Personnel Committee may be combined for a defined period of time by a vote of the Council.
(Amended 4/15/2009)

OTHER COMMITTEES

In addition to the Membership and Personnel Committees, the Council may have the following standing or ad hoc committees or projects as needed: Transportation, Building, Bylaw, Policy and Procedures, Ways and Means, or others. Upon formation each shall have a written charge stating purpose, duties, and functions. (Amended 4/15/2009)

ARTICLE XI - ASSOCIATE MEMBERS

Associate Members shall be nominated by the Membership Committee and shall serve in an ongoing resource and advisory capacity. They shall be non-voting members appointed by the Council for a three year term and may be reappointed at the discretion of the Council. Associate membership is not a prerequisite for, nor guarantee of appointment as voting members the Council. (Amended 1-4-95) (Amended 4-5-00)

ARTICLE XII - HONORARY MEMBERS

Honorary membership on the council will be lifetime appointments. These non-voting appointments will be designated to recognize individuals who have provided long-standing service to Holliston seniors.

Nomination as Honorary Member may be made by any Council member. After discussion and written notice, there shall be a thirty (30) day waiting period before the Council votes on the nomination. Appointments shall become effective upon the majority vote of Council members. (Amended 5-11-94)

ARTICLE XIII - EFFECTIVE DATE

The effective date of these Bylaws shall be the date the Bylaws have been approved by a majority of the Board of Selectmen.
(Article number changed as amended 9-7-94 and 1-4-95)

Approved by vote of the Council On Aging on September 10, 2014

Kevin Robert Malone, Chair
Mark Ahronian, Vice Chair
Carmen Chiango, Treasurer
Lois Hosmer, Secretary
Millie Bedard
Muriel Berman
Frank Caron

Signed: Kevin Robert Malone, Chair: (Signature on file)

Date: Sept. 10, 2014

HOLLISTON BOARD OF SELECTMEN

John D. Leary, Jr. (Signature on file)

Joseph P. Marsden, Esq. (Signature on file)

Kevin P. Conley (Signature on file)

Date Approved: October 15, 2014

Acknowledgement is made to the following people who originated the first Bylaws which were adopted by vote of the Council On Aging on August 2, 1989. (Amended 1-4-95)

Herbert Brockert
Vasco Brovelli
Mary Camlin
Josephine Dolan
Lillian Fairbanks
Kippy Hughes
Lorraine Krauss

Claire Lowrey
Sadie Mayo
Mary McCann
Reece McGilvray
Patrick Shea
Nathalie Wood