

Town of Sherborn
Rules of Management of the Council on Aging
May 1996

Article I – Establishment

The name of the organization shall be the Sherborn Council on Aging, hereinafter referred to as the Council, which was created by the addition of Chapter 7A of the General By-Laws of Massachusetts and by the vote of the Town Meeting on March 13, 1972, pursuant to Chapter 40, Section 8B, of the Massachusetts General Laws. The mission of the Council is to provide advocacy and support systems for senior citizens of Sherborn by working with them toward the ultimate goal of maintenance of independence and improvement of their quality of life.

Article II – Purpose

The basic purposes of the Council are:

- a. to identify the needs of those Sherborn citizens age 60 and over;
- b. to educate the community and to enlist the support and participation of all citizens concerning those needs;
- c. to coordinate existing services and to design, advocate and implement services and programs to fill these needs;
- d. to cooperate with the Massachusetts Executive Office of Elder Affairs (EOEA) and the Area Agency on Aging (Bay Path Home and Community Services, Inc.);
- e. to work with existing human services agencies in the area.

Duties of the Council

The Council shall:

1. develop policies and procedures with and for the guidance of the Director;
2. recruit and nominate new Board members as needed;
3. employ any staff that it may require to discharge its duties with Town authorization and subject to the rules of the Personnel Board of the Town;
4. establish a non-profit organization to be called The Friends of the Sherborn Council on Aging to raise funds on behalf of the Council;
5. apply for and receive grants;
6. receive gifts;
7. publish and send to Senior Citizens a monthly newsletter.

The Council may not:

1. solicit funds for a political party or candidate;
2. conduct fund raising activities.

Annual Report

In accordance with the Town By-Laws, Chapter 7a, section 5, the Council shall prepare and submit to the Town an Annual Report of its activities and shall send to the Executive Office of Elder Affairs, or to any possible successor to it, the required report at the required time.

Article III – Offices

The principal office of the Council shall be located at Town Offices, Sherborn, MA 01770. The mailing address shall be P.O. Box 186, Sherborn MA 01770

Article IV – Membership

Council Members

Town By-Law Chapter 7A, Section 2, states:

1. The Council shall consist of not less than seven and not more than nine members.
2. The Council shall recommend candidates of its choosing for membership to the Selectmen for their appointment.
3. The terms of appointment, commencing on June 15, are for three years so that one-third of members are appointed or reappointed each year. Unexpired portions of terms shall be filled by new appointees.
4. All member shall be sworn in by the Town Clerk within seven days of their appointment.
5. In accordance with MGL, Chapter 41, Section 109, there is no residency requirement to be a member.
6. In accordance with MGL, Chapter 41, Section 109: “no resignation of a town or district officer shall be deemed effective unless and until such resignation is filed in writing with the Town Clerk who shall notify the remaining members and the Executive Officers of the Town.”
7. The members are representing the taxpayers of the Town and, thus shall manage the Council, making all decisions on policy involving programs, personnel and relations with other municipal bodies and the public.

Associate and Honorary Members

- a. The Council shall appoint directly Associate Members and may appoint Honorary Members.
- b. Associate Members shall attend meetings with voice but without vote. They shall serve on at least one committee.

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 the Town Hall, and shall be held once each month, unless otherwise voted on by the Council, on the date designated by the Council. “A notice of every meeting shall be fixed with the Town Clerk at least 48 hours, including Saturdays, but not Sundays and legal holidays prior to the meeting. The notice shall include the date, time and place of such meeting.”

The 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 comments, questions and concerns.

Section 2 – Special Meetings

Special meetings of the Council may be called any time by the Chair, or at the request of a majority of the Council, provided that due notice be given to each member of the Council at least three days prior to the scheduled meeting.

Section 3 – Annual Meeting

The annual meeting of the Council shall be the first meeting after the appointment of the new members for the purpose of electing officers.

Section 4 – Quorum

At all meetings of the members of the Council, the presence of a simple majority of the 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, with the exception of the Chair, who shall vote only in cases where the vote is necessary to break a tie vote or to make a quorum.

Section 5 – Conduct of Meetings

All meetings shall be conducted in accordance with Roberts Rules of Order and with the 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.

Section 6 – Attendance

Regular attendance is expected of all members. In the event of absence of any member for 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 the calendar year, the Council may request removal of that member through the Select Board.

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.
- b. Officers of the Council shall be elected at the annual meeting of the Council and shall take office immediately after the election.
- 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 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.

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 Council in its general operations. He/She shall prepare an agenda in conjunction with the Director, preside at all meetings of the members, appoint all committees and be an ex-officio member of all committees.

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 restrictions of the Chair.

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 rules, and as may be required by state statute or local by-law;
- c. keep the files of the Council in order, filing all pertinent material and discarding outdated material. A copy of every out-going communication should appear in the file;
- d. keep a record of attendance at meetings, advise the Chair of the presence of a quorum and advise the Nominating and Membership Committee of excessive and repeated absences.

Section 5 – Treasurer

The Treasurer shall:

- a. have supervision over and responsibility for funds, receipts and disbursements of the Council;
- b. keep, or cause to be kept, all the books of accounts of all the business and financial transactions of the Council;
- c. render to the Chair and to members a monthly statement of the financial condition of the Council, including its grants, and of all his/her transactions as Treasurer;
- d. prepare the biweekly Accounts Payable forms supported by receipts of expenditures and hours worked by the staff to be submitted to the Town Accountant with copies to the Town Treasurer;
- e. be a member of the Fiscal and Budget Committee;
- f. cause all gifts and grants to be identified for the Town Accountant.

Section 6 – Representation

No member of the Council or its staff, other than the Chair or his/her designee, shall make written or oral presentations for the Council, unless authorized by the Council, or in pursuance of job requirements.

Article VIII – Acceptance and Amendment

Section 1 – Initial Acceptance of these Rules of Management

Copies of the Rules of Management shall be distributed to all Members and Associate Members thirty (30) days prior to the regular monthly meeting with a notice that a vote will be taken in acceptance. Acceptance shall require a vote of two-thirds of those members present.

If the Council accepts the Rules of Management as presented or as amended, copies of the final version will be distributed to the Town Clerk and to the Town Administrator.

Section 2 – Amendment of the Rules of Management

Amendment of these rules may be considered at a regular meeting of the Council called for such purpose. Notification of the meeting and its purpose shall be given at least thirty (30) days prior to the meeting. Accompanying this notification shall be a summary of the proposed action, the full text of the proposed amendment, and a statement of these rules shall be approved by a majority of the current membership of the Council.

Article IX – Board Committees

All Council Members and Associate Members shall serve on at least one or more Committees, including, but not necessarily limited to, the following.

Minutes of all Committee meetings shall be kept and submitted to the Secretary.

Executive Committee

- a. shall consist of the Chair, Vice Chair, Secretary and Treasurer.
The Director shall be a member who shall have a voice but without vote.
- b. The Committee shall meet as required.

Nominating and Membership Committee

This committee nominates officers and members of the Council. The Committee shall consist of a minimum of three members.

Activities of the Committee are to:

- a. nominate candidates with the Council's approval for appointment to the Council by the Select Board;
- b. nominate Council Officers to be elected at the Annual Meeting;
- c. assist the Chair and individual Committee chairs in making committee assignments;
- d. 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 of potential new members to this Committee; in addition, recommendations may be submitted by the Director;
- e. oversee nominations and appointments for Associate Members and Honorary Members as provided in Article IV.

Personnel Committee

The Personnel Committee shall see that staff is recruited, selected and supported according to legal requirements, and in such a way as to allow them to do their best work. The Personnel Committee shall consist of a minimum of two members.

Activities of the Committee are to:

- a. be cognizant of Personnel Policies of the Town of Sherborn;
- b. develop, for Council review and approval, job descriptions for all staff and volunteer positions;
- c. participate in recruiting and hiring a Director and other members of the staff;
- d. meet with the Director and report to the Council on any personnel matters which might arise.

Fiscal and Budget Committee

- a. the Chair shall be the Treasurer;
- b. the Committee shall prepare the annual budget with the Council Chair, the Director, and the Treasurer for approval by the Council prior to submission to the Select Board.

Health Committee

Activities of the Committee are to:

- a. arrange for the annual flu clinic;
- b. arrange for programs on health issues at Drop-in with the Drop-in Director;
- c. arrange for exercise programs suitable for elders;
- d. maintain a medical equipment closet for loan to Seniors and record the names of borrowers with dates in and out.

Publicity Committee

The Publicity Committee shall provide regular news releases to all area newspapers, Church Bulletins, radio, cable/regular tv stations.

Article X – Others

Bay Path Home and Community Services, Inc.

- a. One Council member or Associate Member shall be recommended as the Council's Representative Director and, if possible, a second shall be recommended to be the Alternate. If at all possible, these shall be 60 years of age or older. The tenure of the Director and Alternate shall be limited to two three-year consecutive terms but excluding partial terms to fill unexpired terms of predecessors. The candidate shall be confirmed by the Board of Directors of Bay Path.
- b. One Council member or Associate Member shall be recommended to be a member of the Advisory Council following the above procedure.

Friends of the Sherborn Council on Aging

- a. The Chair of the Council shall attend all meetings of the Friends.
- b. The President of the Friends or his/her designee shall be encouraged to attend the regular monthly meetings of the Council.

Other Lawful Provisions

The Council is a Town board bound by the Laws of the Commonwealth of Massachusetts and the By-Laws of the Town of Sherborn, which may be referred to as needed:

- a. Massachusetts Open Meeting Law, Chapter 39, Section 23A-23C39, Chapter 66, Section 17C;
- b. Public Record Law – MGL Chapter 4, Section 7;
- c. Conflict of Interest Law – MGL 268A, Section 23;
- d. Resignation Notice, Residence Requirement – MGL Chapter 41, Section 109;
- e. Council on Aging – MGL Chapter 40, Section 8B;
- f. Fair Information Practice Act (Confidentiality) – MGL Chapter 66A, Section 2;
- g. Chapter 7A of the By-Laws of the Town of Sherborn.