

BYLAWS OF THE ORANGE COUNTY OLDER ADULTS ADVISORY COMMISSION

ARTICLE I. Name of Organization

- A. The name of this organization shall be Orange County Older Adults Advisory Commission, hereinafter referred to as "Commission."
- B. The official location and mailing address of the Commission shall be:

1300 S Grand Ave.
Building B
Santa Ana, CA 92705

ARTICLE II. Establishment of Commission

The Commission, previously known as the Senior Citizens Advisory Council, was established by the Orange County ("County") Board of Supervisors ("Board") to serve as the local Older Adults Advisory Commission on August 14, 1973. The Board modernized and continued the Commission's operations under Resolution No. 80-2133 (dated December 23, 1980), Resolution No. 90-1153 (dated August 28, 1990), Resolution 99-180 (dated May 11, 1999) and subsequent amendments to the Bylaws. The members of the Commission are appointed by the Board as described herein.

ARTICLE III. Purpose and Functions

- A. The purpose of the Commission is to carry out advisory functions which further the County's mission of developing and coordinating community-based systems of services for all older persons in the planning and service area. The Commission shall:
 - 1. Advise the County on issues relevant to the County's actions on matters affecting the provision of older adult services and serve as a liaison between the County and Orange County older adults.
 - 2. Review local community policies, programs and actions which affect older persons with the intent of assuring maximum coordination and responsiveness to older persons.
 - 3. Promote effective outcomes consistent with local and statewide goals, objectives, and negotiated local performance measures.
 - 5. Advise the County on all matters relating to the development and administration of the Area Plans and Master Plan for Aging required by law and the operations conducted under such plans.
 - 6. Study, review, evaluate, and inventory services available to the older adults of Orange County from both governmental and nongovernmental sources; assess the nature and extent of the unmet needs of older adults of Orange County, and make recommendations to the County with regard to such matters.

- 7. Participate in the coordination of at least one annual meeting of advocates for older adults to discuss priorities for the ensuing recommendation reports to the County and California Senior Legislature (“CSL”) members in accordance with county policies and procedures.
 - 8. Assist with Procurement: Members of the Commission may be invited to participate on independent review panels for contract solicitation of County Aging programs and services. Commission participation is subject to all conflict-of-interest policies.
- B. The County of Orange Board of Supervisors is the entity responsible for setting policy, and for the direction and oversight of programs for older adults at the local level and provide funding thereto. In accordance with Board Resolution No. 80-2133 (dated December 23, 1980), Resolution No. 90-1153 (dated August 28, 1990), Resolution 99-180 (dated May 11, 1999) and these duly approved Bylaws, the Older Californians Act and regulations adopted pursuant thereto, and the Older Americans Act and regulations adopted thereto, the functions of the Commission are to ensure that older adults of Orange County have full opportunity to participate as active members of society for as long as possible; and to advise the County on matters related to areas of concern to older adults., including the following:
- 1. Ending homelessness for older adults.
 - 2. Protection from poverty, hunger, abuse, neglect and exploitation.
 - 3. Securing accessible transportation in all forms.
 - 4. Combating loneliness and social isolation.
 - 5. Inclusion and equity in aging.

In furtherance of these objectives, each individual member of the Commission may advocate on behalf of all older adults in Orange County, being careful, where necessary, to indicate that any position of advocacy taken is a personal matter and does not represent the Commission or the County of Orange.

Federal and State rules and regulations provide for program activities, and require the Board, as the Chief Elected Officials for the County of Orange Office on Aging Area, to appoint a local Older Adults Advisory Commission.

- C. The Commission shall submit to the County an annual report, no later than the end of February of each year, that includes recommendations to improve the lives of older persons within the scope of County services, a summary of its activities for the previous year, and identifies the Commission’s priorities for the upcoming year.

ARTICLE IV: Appointment and Membership

- A. Membership of the Commission is to be composed as follows:
 - 1. There shall be no more than 40 members that comprise the Commission.
 - a. Ten (10) to be selected by the Board.

Commission members shall be appointed by the Board with each Supervisor nominating two Commission members from inside or outside of their respective district. No person living outside of the Supervisor's District shall be nominated for appointment to the Commission without the written consent of the Supervisor representing the district where the nominee resides.

b. Ten (10) to be selected by the City Selection Committee, for two-year terms.

Commission members shall be appointed by cities in a process coordinated by the City Selection Committee and the County Clerk of the Board, with the objective of having two appointees from the cities in each of the five supervisorial districts. The City Selection Committee may waive any residency and voter requirements.

c. Up to twenty (20) to be selected for two-year terms by a quorum of the Commission's Executive Committee.

The Commission shall solicit and accept nominations as needed for Commission membership in accordance with membership composition requirements set forth in these bylaws. All nominations, other than those directly appointed by the Board, shall be reviewed by the County and Executive Committee to ensure nominees meet the membership criteria as set forth herein.

B. All nominees are required to complete and submit a "County Application for Membership" form to the County. Appointment to the Commission shall be by a quorum of the Executive Committee. Other than those Commission members appointed directly by the Board, any qualified community member may nominate him/herself for appointment to the Commission.

Qualifications for Commission Membership

1. The following criteria will be used for all membership appointments:

a. Residency and Voting Requirements: Except where the Board finds it is in the best interest of the County to waive voter and residency requirements, all members of the Commission shall be:

i. Registered voters in the County;

ii. Reside in the district of the nominating member of the Board of Supervisors, unless Supervisor representing the district where the nominee resides provides written consent for the nomination; and

iii. Residents of Orange County unless they are employed full-time and work with supportive services provider organizations servicing Orange County.

b. The majority (50% + 1) of the membership shall be over sixty (60) years of age and include ethnic minority representation.

- c. The Commission shall include representatives of supportive services provider organizations servicing Orange County.
- d. The Commission shall represent all older individuals in Orange County with a special emphasis on those in greatest economic and social need.
- e. The Commission shall include a representative(s) of unpaid family caregivers.
- f. The Commission shall be broadly representative of different racial, ethnic, religious, socio-economic, disability, age, gender, sexual orientation, or marital status groups in the County.

C. Length of Commission Membership

- 1. All regular Commission member Board appointments shall be for a term concurrent with the term of office of the nominating member of the Board of Supervisors. A member of the Commission whose term of office is expiring with that of the nominating Supervisor shall have the option of reapplying for membership for appointment.
- 2. Appointments made to fill a vacancy left by a member, before the expiration of the term of that member, shall be for the remaining term of that member.
- 3. Pursuant to Government Code section 1302, a member whose term has expired may continue serving as a member until reappointed, resigns, or replaced.
- 4. In the event of a vacancy, the Commission's Executive Director in partnership with Commission's Executive Committee is responsible for maintaining the required composition of the Commission for non-Board appointees. A vacancy may not necessarily be filled if the required composition of the Commission can be maintained without filling the vacancy.

ARTICLE V. Commission Officers

A. Commission officers shall consist of:

- 1. Chairperson, Vice Chairperson, Secretary, and Immediate past Chair.
- 2. The Chairperson shall preside over all meetings and special meetings, act as an ex-officio member on all committees, establish committees as needed and coordinate the appointment of Commission members thereto, represent the Commission at, or designate a representative to attend, public functions, provided such functions have been approved by the Commission and are consistent with County policy, and perform all other responsibilities allocated to the Chairperson under these bylaws.
- 3. The Vice Chairperson shall assume the duties of the Chairperson when the Chairperson is absent or unable to perform such duties.

4. The Secretary shall take roll of Commission members at each Commission meeting and advise the chairperson as to the existence of a quorum. As time and scheduling permits, the Secretary may send a notification to Commission Members who are at risk of vacating his/her position due to lack of attendance at general meetings, as outlined in these bylaws.
5. Terms of Office: Each officer of the Commission shall be elected to hold office for a one (1) year term, or until he/she resigns, is removed from office by action of the Commission, or his/her successor is elected. The term of office shall begin at the close of the meeting at which they were elected.
6. No person, except a member of the Board, may serve as Chairperson of the Commission for more than three consecutive terms.
7. No person, except a member of the Board, may serve simultaneously as Chairperson for two or more Boards, Commissions or Committees.
8. Resignation: Any elected officer may resign at any time by giving written notice to the Chair. The Chair shall inform the Commission of any resignations at the next regularly scheduled meeting. Should the Chair resign, written notice shall be provided to the Vice-Chair.
9. Vacancies: Any vacancy of an office mid-term shall be filled by the majority vote of the Commission. In the event of a vacancy in an office, other than that of the Chair, such vacancy may be filled temporarily by appointment made by the Chair until such time as the Commission shall fill the vacancy.

B. Elections

1. Election of officers shall be held annually during the last Commission meeting (November) of each calendar year by majority vote, a quorum being present.
2. For elections involving two candidates running for the same position, in the case of a tie, the tie shall be broken by a coin toss. If the meeting is conducted remotely, the coin toss shall be conducted on video and visible through the duration of the coin toss. The County shall conduct the coin toss.

For elections involving more than two candidates running for the same position, in the case of a tie involving the two candidates with the highest votes, a runoff election shall be held between the candidates with the two highest votes. If a tie remains, it shall be broken by coin toss, as described above. In the case of a three-way tie, a runoff election shall be held for all three candidates. If a tie remains, all three candidates shall have one representative coin toss, conducted by the County. The winning candidate is the candidate whose coin differentiates itself from the other two.

ARTICLE VI. Duties of Members

- A. Members shall attend monthly meetings of the Commission. The Executive Committee shall meet, at a minimum two times per year, to review member attendance at Commission meetings.
1. Members shall notify the Chairperson of the Commission of any expected absence for a meeting by 5:00 p.m. on the day before a scheduled Commission meeting.
 2. Any member of the Commission who fails to attend three consecutive regular meetings, or one-half of the regular meetings (five (5) regular meetings) in a calendar year shall automatically vacate the position of Commission Member.
 3. Attendance of less than one-half of a regular meeting shall be considered an absence and not subject to remuneration.
 4. It is the responsibility of each Commission member to keep track of his/her attendance at meetings. If time and scheduling permits, a notice may be set to members who have missed two consecutive meetings, notifying the person that absence from a third consecutive meeting, will result in an automatic vacate of that position.
 5. Although not mandatory, Commission members may track and report monthly volunteer hours to the Secretary.
- B. In the performance of its responsibilities, the Commission shall not engage in nor employ any unlawfully discriminatory practices in the provision of services or benefits, assignment of accommodations, treatment, employment of personnel or in any other respect on the basis of sex, race, color, ethnicity, national origin, ancestry, religion, age, marital status, medical condition, sexual orientation, physical or mental disability or any other protected group in accordance with the requirements of all applicable County, state, or federal laws.
- C. Members of the Commission shall comply with the County Equal Employment Opportunity and Antiharassment Policy and Procedures.
- D. All Commission members shall sign the Commission Code of Ethics, complete ethics training as required by County policy and Assembly Bill 1234 (Government Code sections 53234 through 53235.2) and comply with County Code of Ethics.
- E. Members of the Commission shall operate strictly within designated purposes and functions of the Commission, as described more fully in Article III.

ARTICLE VII. Committees and Subcommittees

- A. **Executive Committee:** There shall be an Executive Committee comprised of:
1. The Chairperson of the Commission.
 2. The Vice Chairperson of the Commission.

3. The Secretary of the Commission.
4. Immediate past Chairperson.
5. Three (3) members-at-large of the Commission.
 - i Members-at-large of the Commission's Executive Committee shall be elected by the full Commission during its annual meeting for the election of officers. No Commission Officer shall serve as an at-large member of the Executive Committee.

- B. The Executive Committee shall hold meetings at the request of the Chairperson at least two times per year, and shall conform to the Ralph M. Brown Act, California Government Code section 54950 et seq., as amended ("Brown Act") and the bylaws of the full Commission.
- C. Should the current Chairperson and Immediate Past Chairperson be one and the same, or if the Immediate Past Chairperson cannot serve as a member of the Executive Committee for any reason, a fourth Member-at-Large Commission member shall be elected by the Commission.
- D. Responsibilities of the Executive Committee shall be to deliberate, act, or make recommendations to the full Commission regarding such matters brought before it by the Chairperson or any member of the Executive Committee.
- E. The Executive Committee shall annually assess the need for standing committees in accordance with the Brown Act.
- F. The Chairperson, Vice Chairperson and the County Designee shall be ex-officio members of all committees, except as otherwise noted in these Bylaws.
- G. Ad Hoc Committees: The Chairperson may establish ad hoc committees of less than a quorum of the Commission's membership to accomplish time-limited tasks that support the goals of the Commission.

Terms of appointment for ad hoc committees shall be for the period of time required to fulfill the ad hoc committee's limited purpose.

The ad hoc committee chairperson shall be appointed by the Commission Chairperson. Commission members are expected to volunteer to serve on an ad hoc committee. In such case that membership is not met for each ad hoc committee, the Commission Chairperson will appoint members accordingly.

ARTICLE VIII. Meetings and Actions

- A. The Commission shall, at its last meeting of each calendar year (November), adopt a schedule including date, time and location of regular meetings and transmit that schedule in writing to members, the County, and the public at large. The Commission shall be dark in the months of July and December.

- B. All Commission meetings shall be open, public, noticed in conformance with the provisions of the Brown Act, as amended, and held at a location within Orange County, California identified by the County at no additional cost to the County, and that satisfies the access requirements of the Americans with Disabilities Act.
1. Written notice of regular Commission meetings will be emailed to Commission Members and publicly posted 72 hours prior to the meeting.
 2. Commission regular meetings shall be held during regular business hours.
- C. In the event of the absence of the Chairperson and Vice Chairperson, the Secretary shall preside at the meeting.
- D. Special meetings of the Commission may be called either by the Chairperson or at the request of a majority of Commission members. Notice of special meetings shall:
1. Be delivered to members personally, by mail or electronically, and must be received no later than 24 hours in advance of the meeting.
 2. State the business to be considered and whether alternative technological means may be used such as telephone or video conferencing, as technological resource availability permits and as permissible by the Brown Act.
- E. Quorum Requirements
1. Quorum requirements are as follows:
 - a. General Meetings: Quorum shall be no less than 50%+1 of the membership. However, if there are unfilled vacancies in the membership of the Commission, then the quorum requirement will be proportionately reduced.
 - b. Executive Committee: Quorum shall be no less than 50%+1 of the Committee membership. However, if there are unfilled vacancies in the membership of the Executive Committee, then the quorum requirement will be proportionately reduced.
- F. Voting Majority: Decisions and acts made by quorum vote of the members at any duly constituted meeting shall be regarded as acts of the Commission, except as otherwise provided by these Bylaws. Each Commission member shall have one vote. All Commission actions and recommendations shall be by motion, duly seconded, and carried by an affirmative vote of a majority of Commission members present.
1. Members choosing to abstain from voting on specific actions will not affect majority requirements. Abstentions are considered a “non-vote” – neither a vote in the affirmative nor in the negative. However, for an action to be passed, a majority of the quorum casting votes must vote in the affirmative.

For example: If, at a standing committee meeting, six (6) voting members of the committee are present to vote, and on a particular motion, three (3) votes in the

affirmative, two (2) votes in the negative, and one (1) member abstains, the motion passes.

- G. Voting by Proxy: Members of the Board and the County Executive Officer who serve as Commission members may designate a substitute to attend a Commission meeting on their behalf and vote on any action item by submitting the member's signed proxy to the Commission Chairperson at the start of the meeting.
- H. Minutes: The County will audiotape meetings, and tape will act as official meeting recording.

ARTICLE IX. Compensation and Reimbursement

- A. Compensation: Each member of the Commission shall be eligible to receive a sum of thirty dollars (\$30) pre-tax withholdings for attendance at a Commission meeting, subject to a maximum reimbursement for one such meeting per month. Attendance of less than one-half of a regular meeting shall be considered an absence and not subject to remuneration.
- B. Reimbursement: Commission members may be reimbursed for actual expenses incurred while performing within the scope of their duties to the extent permitted by applicable County policy and with prior approval of the County. All requests for reimbursement shall be submitted in accordance with the policies and procedures adopted by the County on a form approved by the County Auditor-Controller.

ARTICLE X. Removal and Resignation of Members

- A. Removal:
 - 1. The Board may, at any time with or without cause, remove any Commission member from office prior to the expiration of his/her term of office by majority vote of the Board.
 - 2. Any officer may be removed from office by a two-thirds (2/3) vote of the total Commission membership. Any such officer shall be removed should that officer cease to be qualified for the office as provided in these Bylaws or cease to be a member of the Commission for any reason. Any officer may resign at any time by giving written notice to the Commission. Any such resignation shall become effective on the date identified in the letter of resignation unless otherwise specified; the acceptance of such resignation shall not be required to make it effective.
- B. Resignation:
 - 1. Resignation of Commission members shall be effected by a written letter of resignation submitted to the Chairperson of the Commission and to the County. A member shall be deemed to have automatically resigned Commission membership if the Commission member is absent from three consecutive regular meetings or half (1/2) of the annual meetings.

2. Vacancies:
 - a. In the event of a vacancy or removal from membership of a Board or City Selection Committee appointee, the Commission may request through the County, the appointment of a replacement by the appropriate appointing body to serve the unexpired term of the former incumbent of the seat.
 - b. A vacancy on the Executive Committee in any office, caused by any reason, shall be filled by election by the members of the Commission for the unexpired portion of the term of said officer.
 - c. A vacancy on the Commission shall exist on the occurrence of noncompliance with applicable Federal and State regulations or change in employment status from active employment in the classification that served as the basis for the appointment or other change in membership category, change in residency outside of Orange County, failure to complete ethics training, or failure to attend three consecutive or one-half of the regular meeting schedule.
 - d. Vacancies will not necessarily be filled by individuals from a like organization; industry, employer, or association so long as the required membership composition is maintained, which will be officially determined by the County.
3. The Chairperson shall notify the County and the Clerk of the Board in writing of any vacancies within five (5) calendar days of learning the existence of any such vacancy.

ARTICLE XI. Authority

- A. Parliamentary Authority: The Chairperson shall preside and manage Commission meetings using parliamentary procedure consistent with these bylaws, any special rules of order the Commission may adopt, and any applicable County, state, and federal law.
- B. When circumstances demand that action be taken before the next scheduled Commission meeting the Commission may authorize and grant its full authority to the Executive or any standing committee to act on its behalf to make specific, limited, independent recommendations to the County, a quorum of the Commission being present.
 1. Such actions taken on behalf of the Commission by a committee will be presented as an information item at the next regular Commission meeting.
 2. Such actions will not require further action by the Commission.
- C. Executive Committee – When unforeseen circumstances demand that action be taken before the next scheduled Commission meeting, the Executive Committee is authorized to take action on behalf of the Commission.
 1. Commission members shall be notified by email within 72 hours of any such Executive Committee action.

2. Such action is subject to review and ratification by the general membership of the Commission at its next meeting.

D. Ad Hoc Committees

1. Ad hoc committees shall have no independent authority and shall be limited to exercising only those specific functions granted to them by the Commission Chair or the authority under which the ad hoc committee was formed.
2. No ad hoc committee shall have independent authority to commit the Commission to any policy or action without the prior approval of the general membership of the Commission.

ARTICLE XII. Conflict of Interest

1. Members of the Commission and any of its committees or subcommittees shall abstain from voting on any issue in which they may be personally interested to avoid a conflict of interest in accordance with County, state, and federal laws and shall refrain from engaging in any behavior that conflicts with the best interest of the County.
2. Members of the Commission shall not vote nor attempt to influence any other Commission member on a matter under consideration by the Commission.
 - a. Regarding the provision of services by such member or by an entity that such member represents; or
 - b. That would provide direct financial benefit to such member or the immediate family of such member; or
 - c. Engage in any other activity constituting a conflict of interest under County, state, or federal law.
3. If a question arises as to whether a conflict exists that may prevent a member from voting, the Chairperson or designee may consult with designated County staff to assist them in making that determination.
4. Neither the Commission nor any of its members shall promote, directly or indirectly, a political party, political candidate, or political activity using the name, emblem, Commission title/position, or any other identifier of the Commission.
5. No assets or assistance provided by County to the Commission shall be used for sectarian worship, instruction, or proselytization, except as otherwise permitted by law.

ARTICLE XIII. Adoption and Amendment of Bylaws

A. Adoption:

1. The County, or any member of the Commission may propose amendments to these Bylaws.
2. Proposed amendments shall be submitted in writing and made available to each member of the Commission in compliance with the Brown Act.
3. For Commission proposed amendments, an affirmative vote of at least 50%+1 of those voting, a quorum being present, shall be required to recommend Bylaws amendments prior to submittal to the Board for approval. Any amendments to the Bylaws become effective upon approval of by the Board.
4. For County proposed amendments, the Commission will vote, but majority is not required.

ARTICLE XIV. Advocacy

1. The Commission website shall be hosted on the County's OCCR domain and managed by the County.
2. The County must approve all Commission correspondence, statements, press releases, and reports prior to release. A 50%+ 1 majority of the Commission membership, a quorum being present, must approve all such correspondence, statements, press releases, and reports prior to the Commission's submittal of any such items to the County.
3. All Commission communications shall be preapproved by the County and be on Commission letterhead.
4. The Commission's recommendations on legislation must be approved by the majority vote of a quorum of the Commission and submitted to the County Executive Office legislative planning committee for recommendation to the County through OCCR. The Commission shall not take positions on legislation without the approval of the County.
5. All use of the County and Commission emblem/seal requires pre-approval of the County through OCCR.
6. Neither the Commission nor any of its Commission members shall promote, directly or indirectly, any political party, political candidate or political activity using the name, emblem, Commission title/position, or any other identifier of the Commission or County of Orange logo.

ARTICLE XV. Severability

Should any part term, portion or provision of these Bylaws be determined to conflict with any law or otherwise unenforceable or ineffectual, the remaining parts, terms, portions or provisions shall be deemed severable, and their validity shall not be affected thereby, provided such remaining portions or provisions can be construed in substance to constitute the provisions that the members intended to enact in the first instance.

ARTICLE XVI. Staffing Support

Staff support from the County shall be provided to support the Commission in conjunction with the work of the Commission and may include, but not be limited, to the following:

A. Attendance at Meetings:

1. A representative designated by the County, shall attend each meeting, and maintain a record of all proceedings and directives of the Commission. OCCR Support will call agenda items or groups of items.

B. Preparation and Distribution of Agenda:

1. The County will prepare, publicly post and distribute all agendas of the Commission meetings. The agenda shall consist of a brief general description of each item to be considered by the Commission, pursuant to the Brown Act.
2. The County will prepare, publicly post, and distribute all supplemental agendas when there has been an item added, continued, deleted, and/or modified since the distribution of the initial agenda.
3. The regular Commission meeting agenda will be distributed and made available to the public at least 72 hours prior to the meeting, pursuant to the Brown Act.
4. The County staff will audiotape meetings, and tape will act as official meeting record.

Last revised and approved by the Board of Supervisors on 01.23.24.