

CLACKAMAS COUNTY  
AGING SERVICES  
ADVISORY COUNCIL

BYLAWS

**10/21/2024**

ARTICLE I: NAME

This Council shall be known as the Clackamas County Aging Services Advisory Council.

The Aging Services Advisory Council (“ASAC”) is the Clackamas County Board of Commissioners (“BCC”) appointed advisory council that advises the Clackamas County Area Agency on Aging (“AAA”).

Note on terms used

Throughout this document the term seniors is used to represent people aged 60 and over. The Council understand that other terms, including older adult and elder, may also be used to describe this population.

ARTICLE II: PURPOSE

The ASAC shall:

- A. Serve as an advisory body to the Director of the Clackamas County (“County”) Area Agency on Aging.
- B. Advise the Clackamas County Area Agency on Aging on all matters relating to the development and administration of the Clackamas County Area Plan (“Plan”) and advise the AAA on operations conducted under the Plan and provide input on other areas of importance to the senior population.

- C. Review all requests for Clackamas County Area Agency on Aging Older American's Act funding and make the findings of the ASAC known to the applicant, the County and the State.
- D. Evaluate the effectiveness of programs funded under the Clackamas County Area Plan and seek the advice of the service recipients, general public and service providers on services needed and how to improve existing services.
- E. Advocate for maintenance and improvement of existing services and for the creation of additional needed services for Clackamas County senior residents.

### ARTICLE III: MEMBERSHIP

The Clackamas County Aging Services Advisory Council is committed to ensuring that Council membership reflects the diversity of Clackamas County residents. The Council actively seeks members from all regions of the county, all races, ethnicities, sexual orientations and cultures. The lived experience of council members is valued, including but not limited to experience living with a low income, being housing insecure, transit dependent, socially isolated, living with a disability, and being a caregiver. Members are encouraged to bring their lived experience to the Council discussions while considering the best way forward for all Clackamas County seniors.

#### SECTION 1: Members

Members must:

- A. Reside within the boundaries of Clackamas County or work in programs that serve seniors in Clackamas County.
- B. Any member who is an employee of, or has a financial interest in, any agency receiving or seeking funding from the AAA must declare their potential conflict of interest and not participate in any discussion or votes relating to their conflict.
- C. In order to best represent the diversity of seniors in the county,
  - 1. At least 51% of the membership is aged 60 and over;
  - 2. The make-up of the ASAC membership will include individuals who will help to enhance the leadership role of the Clackamas County AAA in developing community-based systems of services.

3. The make-up of the ASAC membership may include individuals who are participants or who are eligible to participate in programs under the Older Americans Act;
4. The make-up of the ASAC membership may include representatives of community organizations including health care providers and veterans health care.
5. The make-up of the ASAC membership may include individuals from underserved populations due to location, culture, ethnicity, race, sexual orientation and language barriers. Each member shall represent all seniors in the entire County rather than his or her local area, culture or program interest.

## SECTION 2: Appointment and Tenure

- A. Members of the ASAC are appointed by the Clackamas County Board of County Commissioners.
- D. The Council shall consist of not more than 21 voting members.
- C. After consideration of the recommendations from the Nominating and Screening Sub-committee, the ASAC shall recommend to the Board of County Commissioners (BCC) a qualified candidate for appointment to each vacant position.
- D. Each Member shall serve for a period of three (3) years. An ASAC member may be reappointed to additional terms.
- E. A member who served for many years may be made an emeritus member upon nomination by the Nominating and Screening Sub-committee and continue to receive information pertaining to the Council and attend meetings in a non-voting status. Emeritus membership does not constitute one of the 21 members of the ASAC.
- G. To be excused from a Council meeting, a member must notify the designated Social Services staff prior to the meeting.
- H. Three unexcused consecutive absences from regularly scheduled meetings of the ASAC shall constitute automatic resignation by that absent member. Four absences in any eight (8) month period, excused or unexcused, by a member will require a Nominating and Screening Sub-committee review to determine probable future attendance. If termination is recommended by the Nominating and Screening Sub-committee, a two-thirds vote of members at an ASAC meeting, with a quorum present, shall constitute automatic termination by that

member. Approved leave of absence may be granted by the Executive Sub-committee and shall not be counted in the above formula.

- I. Each Council member will serve on at least one ASAC sub-committee, or on another committee or community organization serving the interests of seniors.

SECTION 3: Voting Privileges

Each Member of the ASAC present at a meeting shall be entitled to one vote on all issues presented at regular and special meetings.

ARTICLE IV: Meetings

SECTION 1: Schedule

- A. The ASAC shall meet at least nine times a year at a preannounced location. Special meetings may be called by the Executive Sub-committee or any seven (7) members of the ASAC.
- B. Meetings shall be conducted in accordance with Oregon Public Meeting Laws.
- C. Unless otherwise covered by these bylaws, all ASAC and sub-committee meetings shall be conducted in accordance with Robert's Rules of Order.
- D. A majority of regular members shall constitute a quorum. When a quorum is in attendance, actions may be approved upon a majority vote of ASAC members present, unless otherwise provided in the bylaws.
- E. No officer, ASAC member, or Sub-committee member shall approve any action on behalf of the AAA or the ASAC without the consent of the AAA and ASAC.
- F. No member shall be authorized to speak on behalf of the ASAC until the ASAC takes a position by formal action.
- G. In the event an ASAC member engages in business with the County that could present an actual or potential conflict of interest with matters within the ASAC's purpose, such member will declare the actual or potential conflict and announce its nature. In the event of a conflict, the member may not participate and may not vote on that matter following the declaration.

## ARTICLE V: OFFICERS AND DUTIES

### SECTION 1: Officers

The officers of the ASAC shall be a Chairperson, a First Vice-Chairperson, Second Vice-Chairperson and a Secretary elected from the Members.

### SECTION 2: Election

An election shall be held every two years during the regularly scheduled ASAC meeting in June. The Nominating and Screening Sub-committee shall present a slate of officers during the regularly scheduled ASAC meeting in May. Additional nominations may be made during the regularly scheduled ASAC meeting in June.

### SECTION 3: Term of Office

Each officer shall hold office during the two-year fiscal year July 1 - June 30, unless relieved of the position by a two-thirds vote of the Members. After serving two two-year terms, an officer may serve in another elected position.

### SECTION 4: Duties

- A. The Chairperson shall preside at all meetings that he or she attends, and shall be responsible for the expeditious conduct of the business.
- B. The First Vice-Chairperson shall perform all the duties of the Chairperson during the Chairperson's absence.
- C. The Second Vice-Chairperson shall perform all the duties of the Chairperson during the absence of the Chairperson and the First Vice-Chairperson. The Second Vice-Chairperson shall also serve as the Chairperson of the Nominating and Screening Sub-committee.
- D. The Secretary is responsible for reviewing ASAC meeting attendance records and for advising the Chairperson regarding any Council member with absences requiring action in accordance with Article III, Section 2, item "H". The Secretary is also responsible for ASAC correspondence.

### SECTION 5: Recall and Vacancies

- A. If a vacancy occurs in any office of the ASAC or Executive Committee during the officer's term, the Nominating and Screening Sub-committee shall meet and recommend nominee(s). An election shall be held during a regularly scheduled ASAC meeting. If the remainder of the term filled by the newly appointed officer is less than 12 months, the officer will be eligible to serve two additional full terms.
  
- B. A motion to recall an officer must be approved by a 2/3 vote of the total current active ASAC membership at any regular or special meeting called for this purpose.
  
- C. A member may be recalled by the BCC with or without cause. If an individual acts in a manner inconsistent with the agency mission and values they may be recalled.

## ARTICLE VI: SUB-COMMITTEES

### SECTION 1: Executive Sub-committee

The Executive Sub-committee shall consist of the Chairperson, First Vice-Chairperson, Second Vice-Chairperson, Secretary, past Chairperson and the Chairs of standing sub-committees. Should an immediate past Chairperson not be available, the Chairperson shall appoint a replacing member-at-large from the ASAC to serve for the remainder of the fiscal year. The Executive Sub-committee shall determine the agenda of regular and special ASAC meetings and make recommendations to the ASAC. A quorum shall consist of a majority of the members of the Executive Sub-committee.

The Executive Sub-committee shall also act as the Council's Nominating and Screening Committee.

The Sub-committee shall:

- A. Select and nominate officers for the ASAC.
- B. Interview candidates for appointment, or reappointment, to the ASAC.
- C. Present recommendations to the full ASAC for action.

SECTION 3: Other Sub-committees

Standing and special sub-committees may be established as deemed necessary by the ASAC. The ASAC Chairperson will appoint each Sub-committee Chairperson.

SECTION 4: Sub-committee Membership

Sub-committee membership shall be determined by the respective Sub-committee Chairperson. A majority of the members of any sub-committee must be members of the ASAC. Additional members may consist of individuals chosen for their expertise, knowledge, and concern about a specific issue or a field of endeavor. The Chair of each sub-committee must be a member, in good standing, of the ASAC.

ARTICLE VII: REPORTING PROCEDURES

The ASAC shall make its reports and findings and recommendations to the Clackamas County Area Agency on Aging through its officers and designated spokesperson.

ARTICLE VIII: AMENDMENTS TO BYLAWS

Amendments or repeal can occur only by a two-thirds (2/3) vote of the total current active ASAC membership at a regular or special meeting. Members must be notified of any proposed change at least two weeks prior to the meeting at which the vote is to be held.