

AGING AND DISABILITY ADVISORY COMMITTEE BYLAWS

ARTICLE I PURPOSE

The Aging and Disability Advisory Committee exists to provide information and recommendations to the H-GAC Board of Directors on services for older and disabled individuals in the 12-county Area Agency on Aging region. The Committee:

- Sets the strategic direction for the Area Agency on Aging and its service;
- Oversees the planning for and operation of the Area Agency on Aging and its related Aging and Disability Resource Center;
- Makes recommendations to the H-GAC Board of Directors on the investment and use of federal funds available from the Older Americans Act and other federal and state funds available to H-GAC for service to older and disabled individuals.

ARTICLE II MEMBERSHIP AND VOTING

A. Composition

The Committee's membership shall be consistent with any requirements of state or federal enabling legislation and regulations. The H-GAC Board of Directors reserves the right to change the size and composition of the Committee consistent with these rules and other applicable law.

B. Size

The Committee shall have 25 members.

C. Representation

1. Older individuals. At least 51% of the Committee members will be individuals who are 60 years of age or older.
2. Minority individuals. The Committee's members will reflect the population of the 12-county service area.
3. Required members.
 - a. At least one member shall represent health care providers;
 - b. At least one member shall represent supportive services organizations;
 - c. At least one member shall be a veteran;
 - d. At least one member shall represent local behavioral health/intellectual and developmental disability authorities;
 - e. At least one member shall represent local Centers for Independent Living;
 - f. At least one member shall represent a local office of the Texas Health and Human Services Commission; and
 - g. At least one member shall represent the Area Agency on Aging.
4. Other members. The balance of the membership may include:
 - a. Members of the general public with an interest in services for older individuals
 - b. Members representing older individuals, individuals with disabilities, and family caregivers
 - c. Local elected officials
 - d. Local members of the Texas Silver Haired Legislature

D. Term

A member will serve a two-year term. There are no limits on the number of terms a member may have.

E. Nomination and Appointment

1. Nominations. Each year in October, H-GAC will issue a request for nominations for membership on the Aging Programs Advisory Committee. H-GAC Board members, local elected

- officials, and interested organizations may nominate individuals to be members.
2. H-GAC shall request nominations for members whose terms are expiring and any vacancies.
 3. Appointment. In December of each year, the H-GAC Board of Directors will appoint members from nominations received.

F. Vacancies

1. Vacancies in unexpired terms shall be filled in the same manner as nominations and appointments are made.
2. A vacancy in a required membership category must be filled with an individual who represents that category.

G. Voting

Members must be present to vote. A member may not give proxy voting authority to any other member or to any other person.

ARTICLE III OFFICERS

- A. Officers. The officers of the Committee will be a Chairperson, a First Vice-Chairperson, and Second Vice-Chairperson.
- B. Election and Term.
 1. Election procedures. The Chairperson will appoint a nominating committee to solicit nominations for officers from among its members. Members desiring to serve as officers will submit their names, resumes, and the offices which they wish to hold to the nominating committee.
 2. Officers will be elected by majority vote of Committee members present at a regular meeting designated by the Committee for elections.
 3. Each officer serves a one-year term.

C. Chairperson

The Chairperson presides at meetings, appoints committees, certifies the quorum, and takes other duties as the Committee may assign.

D. First Vice-Chairperson

The First Vice-Chairperson will assume the duties of the Chairperson in the event the Chairperson is absent or unable to serve.

E. Second Vice-Chairperson

The Second Vice-Chairperson will assume the duties of The First Vice-Chairperson in the event the First Vice-Chairperson is absent or unable to serve.

ARTICLE IV MEETINGS

A. Open meeting.

The Committee and its subcommittees will conduct all business in meetings in compliance with requirements of the Texas open meetings law.

B. Schedule of meetings.

Regular Meetings. The Committee will meet at least once every other month throughout the year. The Committee may meet more frequently, as it determines necessary.

Special Meetings. The Chairperson, the Vice Chairpersons, or twenty percent of the membership of the Committee, may call a special meeting with a

minimum of ten calendar days written notice to all members. The special meeting may meet in person or by conference call.

Attendance of a member at a meeting shall constitute a waiver of notice of such meeting.

C. Presiding officer.

The Committee Chairperson presides at all meetings. In absence of the Chairperson, the First Vice Chairperson presides. In absence of both Chairperson and First Vice Chairperson, the Second Vice Chairperson presides. In absence of the Chairperson and both Vice Chairpersons, a temporary Chair chose by Committee members present, presides.

D. Parliamentary authority.

The rules contained in the current edition of Robert's Rules of Order (Newly Revised) will govern in all cases in all meeting when they are agreeable and when they are not inconsistent with these by-laws or any special rules of order the Committee may adopt.

E. Quorum.

A quorum will consist of fifty percent of the appointed members.

F. Conflicts of Interest

Prior to taking office as a member of the Committee, a member must declare in writing all substantial business interests or representational interests the member has to a known past, current, or potential recipient of funds from H-GAC. The written declaration must be updated periodically to reflect any changes. The written declaration must include substantial business interests or representational interests of the Committee member's immediate family members.

1. Where a Committee member and/or an immediate family member has an interest as described in paragraph H-1 in any proposal or request for funds which comes before the Committee, the member must, prior to discussion, vote, or decision by the Committee, provide clear notice to the Committee of the nature of the interest in the matter under consideration. The member must also abstain from initiating discussion and voting on the matter but may respond to questions from other Committee members.
2. A Committee member with substantial business interests or representational interests in proposals or requests for funds may not vote or initiate discussion on any proposals or requests for funds which compete with the proposals or requests in which the member has the interest but may respond to questions from other Committee members.
3. A Committee member who violates the requirements of this section may be removed from the Committee, upon two-thirds vote of the Committee.
4. All declarations of conflict of interest and abstentions from voting will be recorded in the minutes of Committee meetings.
5. A “substantial business interest” is defined as: (1) ownership of ten percent or \$5,000 or more of the fair market value of the business; (2) receiving ten percent or more of gross income during the previous or current year from the business; or (3) ownership in real property of the business valued at \$2,500 or more.
6. An “immediate family member” is defined as: (1) a father, mother, brother, sister, daughter, or son of the members, and/or (2) the spouse of the member, and/or (3) a father, mother, brother, sister, daughter, or son of the member’s spouse.

7. A “representational interest” is defined as: (1) employed by or under contract with the organization, and/or (2) a member of the board of directors, commission, council, or other direct governing body of the organization.

ARTICLE V SUBCOMMITTEES

A. Standing committees.

There are three standing subcommittees: (a) the Provider Review subcommittee, (b) the Membership subcommittee, and (c) the Aging and Disability Advisory subcommittee.

1. *Provider Review Subcommittee.* The Provider Review subcommittee will, on an on-going, periodic basis, review the performance of providers and contracts approved by the Committee and H-GAC Board.

2. *Membership.* The Membership subcommittee will provide information to the community about Area Agency services and programs and actively solicit nominations for membership on the Committee.

3. *Aging and Disability Advisory Subcommittee.* The subcommittee will represent the aging and disability communities to ensure the Aging Disability and Resource Center provides services that align with those communities’ needs. The subcommittee will set the strategic direction for the Center, review Center performance, and make recommendations for new initiatives. The subcommittee’s membership will reflect the requirements for the Aging and Disability Resource Center advisory body.

B. Additional subcommittees.

The creation of additional ad hoc committees and appointment of members to these subcommittees will be at the discretion of the Chairperson as the need arises and as the Committee may direct.

C. Subcommittee membership, size, term, and other duties.

1. *Membership.* Members may volunteer to serve on any subcommittee, and the Chairperson will appoint members to subcommittees as necessary.
2. *Size.* No subcommittee will seat less than five members. Members who are not formally appointed to a subcommittee may volunteer to join the subcommittee and meet with appointed members to carry out business.
3. *Term.* Standing committees each have a term of one year, coincident with the term of the Committee's officers. Ad hoc subcommittees will have a term of no more than six months from their creation.
4. *Other duties.* Subcommittees regularly report to the Committee on their activities and progress.

ARTICLE VI AMENDMENTS

These by-laws may be amended at a regular meeting by a two-thirds vote of the members present, provided previous notice has been sent to Committee members and the proposed amendment has been announced in the business agenda of the scheduled meeting. Notice of the proposed amendment must be provided to members at least twenty-one calendar days prior to the meeting at which the amendment will come before the Committee for vote.