

**CITY OF NORTHAMPTON
COUNCIL ON AGING
BY-LAWS**

ARTICLE 1: ESTABLISHMENT

The name of the organization shall be the Northampton Council on Aging, hereinafter referred to as the NCOA, as established by Ordinance of the City Council of the City of Northampton on October 18, 1960, pursuant to G.L. Chapter 40, section 8B, and pursuant to City of Northampton Administrative Code: 9.0 Council on Aging.

ARTICLE 2: PURPOSE

As an advisory body of the City the Statement of Purpose of the NCOA is based on this premise: the community shares a collective responsibility for those who are seniors; seniors have a right to participate in determining matters which vitally affect them; and there is an important community resource in the wisdom, experience, skills, and abilities which the senior population has to share.

The Northampton Senior Center provides programs, services and activities to Northampton residents 60 years of age and older, with some programs offered to those 55+.

NCOA Members are to adhere to the Senior Center Code of Ethics and Standards of Conduct as they must model behaviors and standards expected as ‘ambassadors’ and advocates for the culture and ethics the Senior Center wishes to exhibit.

In accordance with this philosophy, the NCOA is committed to fulfilling the following function:

1. Identify programs and services to meet the needs as appropriate of the senior population of the community; to educate and enlist support and participation to meet these needs; and to advocate for services and/or coordinate existing services to accomplish same.
2. Advocate for programs and services that supports personal dignity, opportunities for sharing, creative expression, learning, and a general encouragement of initiative and self-fulfillment.
3. Advocate for meaningful educational, social, recreational, cultural, and volunteer opportunities to encourage independence, participation and community involvement.
4. Advocate for healthy lifestyles through health promotion, health education, physical activities, and other wellness programs.

5. Be responsive and accessible to the changing needs of seniors, in cooperation with community organizations, agencies and individuals. Advocate for assistance in coping with the challenges of aging by providing information, referrals, and counseling.

6. Partner with the Senior Services Department to advocate for local, state and federal legislation and programs regarding seniors.

ARTICLE 3: LOCATION

The location of the Senior Center and the offices of the City Senior Services Department is located at 67 Conz Street, Northampton, MA 01060.

ARTICLE 4: COUNCIL MEMBERS

The duties of the NCOA Members shall be to represent and advocate for the senior population of the city and support the Senior Services Department and its Director to implement the Statement of Purpose. The terms “Member” and “membership” refer to voting NCOA Members.

The NCOA shall consist of not less than eleven (11), nor more than fifteen (15) voting Members, inclusive of the Chair. All shall be residents of the City of Northampton who have the skills and knowledge to assist in meeting the goals of the Center and shall serve without compensation.

Council membership should reflect the demographics of the community to the extent feasible and be composed of not less than fifty (50) percent seniors (persons aged 55 and over).

The membership term for the NCOA shall be for a period of three (3) years, appointed by the Mayor and confirmed by the City Council. Members may be appointed for additional three (3) year terms renewable by Mayoral appointment and subject to City Council confirmation. After two terms, the member is expected to take at least 1 year off. After the year off, the former member shall be eligible to serve on the NCOA for another cycle.

All Members of the NCOA shall be sworn in at the beginning of their term by the City Clerk’s office.

Attendance, Resignations and Vacancies

Regular attendance is expected of all NCOA Members. In the event of the unexcused absence of any Member for three (3) consecutive regularly scheduled meetings, except for reasons of health or extenuating circumstances as duly reported to the Chair or Senior Services Director in advance of NCOA meetings, the NCOA may request resignation of that Member. Six (6) absences during any calendar year may cause the NCOA to request resignation of that Member.

If a requested resignation is not forthcoming from the Member, the NCOA will ask the Mayor to request termination of this Member.

If a Member wishes to resign from the NCOA, s/he shall notify the Mayor, the Senior Services Director and the NCOA in writing including a resignation date certain, or if the date is not specified, upon receipt thereof.

Unexpired terms resulting from death, resignations, or moving from the City of Northampton may be filled at the time of vacancy, for the unexpired duration of that term, through the regular appointment process.

Removal

The NCOA may seek removal of a Member if s/he violated the rules and policies of the Council, carried out activities without Council authorization that have legal or financial consequences for the Center or the City, or for other due and sufficient reasons. The Executive Committee and the Senior Services Director will make such recommendation to the Mayor for removal of the Member in accordance with city procedures.

ARTICLE 5: VOTING RIGHTS OF MEMBERS

All voting rights shall be vested in the NCOA Members, and each Member shall be entitled to one vote with respect to any question or matter which may come before a meeting of the Members of the NCOA.

Except as otherwise provided in these Bylaws, the vote of a simple majority of the Members at which a quorum is present shall be necessary and sufficient to decide such a question or matter.

Quorum

At all meetings of the Members of the NCOA, a quorum shall consist of fifty percent (50%) plus one (1) of the Members of the Council for the transaction of any business. A Council of 15 members requires that 8 members be present.

Subcommittee meetings shall also have attendance of one more than half of their Members to transact business.

ARTICLE 6: MEETINGS and MINUTES

All meetings shall be conducted according to standard parliamentary procedure. The Council shall seek to make decisions through consensus. If consensus cannot be reached in a reasonable period of time, the Chair may table the decision until the next meeting or ask that a decision be made by the affirmative majority vote of those present and eligible to vote.

All meetings of the Council shall be open to the public except upon motion properly passed to conduct an executive session. Executive sessions may exclude anyone not designated in the motion for executive session but shall be only for those matters that qualify for such session. The Council will at all times comply with the Open Meeting Law.

Regular Meetings

Monthly meetings are to be scheduled at the Center's facilities unless otherwise specified by the Chair.

Special Meetings

Special meetings of the NCOA Members may be called at any time by the Chair, or based on a request by the majority of the Members, with five (5) working days' notice sent to each Member of the NCOA and posted in accordance with the Open Meeting Law. Meetings shall be held at the Senior Center.

Annual Meeting

The annual meeting shall be held in July for the purpose of electing officers. The nominating committee shall present the election slate of candidates to the Council in June. Written notice shall be mailed by the Chair to each voting Member at least ten (10) days prior to the meeting. The meeting shall be held at the Senior Center.

Subcommittee Meetings

Subcommittee meetings may be called at any time by the Senior Services Director or the Chair, with five (5) working days' notice sent to each committee Member and posted in accordance with the Open Meeting Law. Meetings shall be held at the Senior Center.

Minutes

Meeting minutes will include:

- Time, date, place of meeting
- Members attending
- The Chair must ask, before beginning each meeting, if anyone will be recording the meeting and must announce that it is being recorded (including The Council's own recording if any). A record of who is recording the meeting will be included in the minutes.
- Summary of discussion of each subject
- Additional documents discussed at the meeting and kept with the meeting minutes or identified within the minutes where the documents may be found.

- Decision made on each subject and record of votes taken, if any.
- The Chair must periodically review the executive session minutes to determine if the purpose for executive meeting has ended, and if so, transfer to public records at next meeting.

ARTICLE 7: OFFICERS

Number, Qualifications, Elections, Vacancies and Terms of Office

The officers of the NCOA shall consist of a Chair and a Vice-Chair.

Officers of the NCOA shall be elected annually and shall be selected from the Members of the Council for a one-year term by simple majority vote at the annual meeting and shall take office upon adjournment of that meeting. Each Officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

Election of officers to fill vacancies may occur at any regular or special meeting and shall be for the remainder of the unexpired term. The office of the Chair, if vacated, shall be filled by the Vice-Chair for the unexpired term of the Chair's unexpired term.

Chair:

The Chair shall preside at all meetings of the Council. This person shall appoint standing committees and such special committees as may be needed. S/he shall be an ex-officio member of all committees except the Nominating Committee.

Vice-Chair:

The Vice Chair shall, in the absence of the Chair possess all the powers and perform all the duties of that office. In the event the Vice-Chair is incapacitated for any reason, the Nominating Committee shall nominate a Member to assume this office until the duties can be resumed by the Chair or the Vice-Chair, or until a special election can be held due to resignation, disability or death of the Chair or Vice-Chair.

ARTICLE 8: REPRESENTATION

No Members of the NCOA shall make oral or written representations for the NCOA, unless authorized by the NCOA by vote or policy.

ARTICLE 9: COMMITTEES

The Chair may establish and empower such standing Committees as s/he deems necessary and may solicit and approve participation by Members of the public. Each Committee is self-governing; meeting as often as is needed to conduct the business of the Committee. A member of each Committee shall report all progress and work of the Committee to the full Council at the next regular scheduled meeting.

Each NCOA Member is encouraged to serve on a minimum of one committee and a Member may serve on more than one committee.

Standing or Ad Hoc committees of the Council include:

- 1. Executive Committee**
- 2. Nominating Committee**
- 3. Legislative Committee**
- 4. Membership Committee**

Additional committees may be established as deemed necessary by the NCOA through its Chair and Executive Committee.

1. Executive Committee

The committee is comprised of the officers and one (1) Member at large as appointed by the Chair. The committee conducts the business of the NCOA between regular meetings. The Committee may meet as requested with the Senior Services Director to review long-range planning, financial records, to review the annual budget, or any other relevant business that may come before the NCOA. The Chair shall call meetings of the Executive Committee whenever in his/her judgment the business of the NCOA so requires. The committee shall report to the NCOA on all their committee meetings at the next regularly scheduled NCOA meeting.

The powers of the Committee shall be limited to rendering advice except in emergency situations which requires decision-making. In the event of an emergency and where it is impractical to call a meeting of the full Council, the Executive Committee is empowered to act on behalf of the Council to resolve the emergency. Any actions taken by the Executive Committee shall be reported to the Board and ratified by the Board at the next regular meeting.

2. Nominating Committee

The committee shall nominate a slate of officers annually and present the slate to the NCOA at the June meeting. The committee shall report to the NCOA on all their meetings at the next regularly scheduled NCOA meeting.

3. Legislative Committee

The committee shall work with the Senior Services Director to contact legislators and other officials to advocate for seniors on behalf of the NCOA. The committee shall report to the NCOA on all their committee meetings at the next regularly scheduled NCOA meeting.

4. Membership Committee

The committee orients newly appointed Members of the NCOA to familiarize them with the duties, responsibilities, or other requirements of being a member of the NCOA.

ARTICLE 10: RULES OF ORDER

The rules contained in Robert's Rules of Order, revised shall govern the NCOA in all cases in which they are applicable and in which they are consistent with these Bylaws.

ARTICLE 11: AMENDMENTS

These Bylaws or any section thereof may be amended or repealed by a two-thirds (2/3) vote of the NCOA Members attending any scheduled regular or special meeting. Written notices of such proposed changes shall be presented to each voting Member of the NCOA at least 14 calendar days prior to the meeting at which such proposed changes shall be submitted for a vote. Accompanying the notice shall be a summary of the change(s) proposed, the full text of the proposed amendment(s), and a statement of the purpose for the proposed change(s).

ARTICLE 12: EFFECTIVE DATE

The effective date of these Bylaws shall be the date of the meeting at which the Bylaws shall have been approved as herein before set out by an affirmative vote of not less than two-thirds of the NCOA in attendance at the meeting in which they were adopted.

The NCOA shall make copies of these Bylaws available to each Member of the NCOA, the Mayor's office and the City Clerk's office.

Amended and accepted: November, 1991

Chair: Frances Shebak

Director: Cynthia Langley

Revised: September, 1992

Chair: Frieda Ployer

Director: Cynthia Langley

Revised and accepted: December, 2018

Chair: Geriann Butler

Director: Marie Westburg

Revised and accepted: October 8, 2020

Chair: Geriann Butler

Director: Marie Westburg