

**MILWAUKEE COUNTY COMMISSION ON AGING
BYLAWS**

As Amended, Effective February 23, 2024

ARTICLE I

ORGANIZATION

Section 1 **Authority**

The Milwaukee County Commission on Aging (the “Commission”) shall operate with the duties and powers provided in Chapter 53 of the Milwaukee County General Ordinances (“MCGO”) and in conformity with the Older Americans Act of 1965, as amended, and the Wisconsin State Plan for Programs on Aging.

Section 2 **Jurisdiction**

The Commission shall exercise its responsibilities within Milwaukee County.

ARTICLE II

COMPOSITION OF THE COMMISSION

Section 1 **Residency**

All Commission members and members of the Commission’s Standing Committees, Select Committees, subcommittees, or Advisory Councils shall be domiciled in Milwaukee County. At least four (4) members shall reside in the suburbs of the county. At least four (4) members shall reside in the City of Milwaukee.

Section 2 **Appointments**

The Milwaukee County Executive shall appoint sixteen (16) members to the Commission in accordance with MCGO Chapter 53, Wis. Stat. § 46.82, and 42 USC § 3026.

Section 3 **Terms of Office, Succession and Vacancies**

The terms of office, succession, and filling of vacant positions of Commission members shall be in accordance with those set forth in MCGO Chapter 53, Wis. Stat. § 46.82, and 42 USC § 3026.

ARTICLE III

DUTIES OF THE COMMISSION

Section 1 **Duties of the Commission on Aging**

The Commission shall fulfill the duties prescribed in MCGO Chapter 53, Wis. Stat. § 46.82, and 42 USC § 3026.

ARTICLE IV

OFFICERS AND THEIR DUTIES

Section 1 **Officers**

The Commission's officers shall include a Chairperson, a Vice-Chairperson, a Secretary, and a Legislative Officer. Each officer shall be a duly appointed Commission member and shall be duly elected by the Commission.

Section 2 **Election of Officers**

- A. Elections shall be held annually during the last meeting of each calendar year.
- B. Terms of Commission officers shall be deemed extended until selection of new officers has been completed.
- C. Nominations for Commission officers shall be accepted from the floor at the annual election meeting.

Section 3 **Vacancies of Commission Officers**

In the event a vacancy occurs due to a death or resignation, the office shall be filled by the Commission in a timely fashion.

Section 4 **Officers' Duties**

A. Chairperson

The Chairperson of the Commission shall:

- (1) Preside at all duly constituted meetings of the Commission;
- (2) Appoint all Commission members of the "Standing Committees" (as described in Article V, § 1.A of these bylaws) and designate their chairpersons;
- (3) Designate a Commission member to serve as an ex officio member of the Advisory Council;
- (4) Have the power to appoint "Select Committees" (as described in Article V, § 2.A of these bylaws) as he or she deems necessary or desirable;
- (5) Represent, or appoint a designee to represent, the Commission for any activities deemed relevant to the affairs of the Commission;
- (6) Prepare a written agenda of the Commission's regular and special meetings; and

- (7) Exercise such powers as are incumbent to the office and perform such other duties as the Commission shall prescribe.

B. Vice-Chairperson

The Vice-Chairperson of the Commission shall:

- (1) In the absence of the Chairperson, act as the Chairperson of duly constituted meetings;
- (2) Upon the death, resignation, or official absence of the Chairperson, temporarily exercise all the powers and duties incumbent to the office of the Chairperson until the office has been duly filled; and
- (3) Exercise such powers as are incumbent to the office and perform such other duties as the Commission shall prescribe.

C. Secretary

The Secretary of the Commission shall exercise such powers as are incumbent to the office and perform such duties as the Commission shall prescribe.

D. Legislative Officer

The Legislative Officer of the Commission shall:

- (1) Review federal data and projections to inform the Commission such that it may perform its duty to help in the county planning process for services for the aging and indicate the need for particular legislation related thereto;
- (2) Gather and make available to the Commission information and research relating to the effects of proposed legislation;
- (3) Keep apprised of changes in federal, state and local laws that govern the Commission's client population;
- (4) Act as a liaison between the Commission, the Milwaukee County Board of Supervisors, and the state legislature with respect to such proposed legislation and/or federal, state and local laws; and
- (5) Exercise such powers as are incumbent to the office and perform such other duties as the Commission shall prescribe.

Section 5 **Duties of Commission Members**

Commission members shall:

- (1) Attend and participate in the monthly Commission meetings; and
- (2) Attend and participate in at least one (1) Standing Committee.

ARTICLE V

COMMISSION COMMITTEES

Section 1 **Standing Committees**

A. **Establishment of Standing Committees**

The Standing Committees shall be the Executive Committee, the Advocacy Committee, the Service Delivery Committee, the Wellness Committee, and others as named from time to time by the Commission and shall operate in accordance with the policies and procedures prescribed by the Commission.

B. **Composition**

- (1) All Standing Committees shall consist of at least two (2) Commission members.
- (2) Each Standing Committee may nominate non-Commission or auxiliary members to serve on the committee.
- (3) All Standing Committee members may vote.
- (4) Nominees for non-Commission members of Standing Committees shall be reviewed and approved by the chairperson and vice-chairperson of the Executive Committee. Nominees so approved shall be submitted to the full Commission for final approval. Names and biographical sketches of nominees approved by the chairperson and vice-chairperson of the Executive Committee shall be presented to the Commission one (1) month in advance of Commission action.
- (5) Each Standing Committee's chairperson shall be a Commission member and shall be appointed by the Chairperson of the Commission pursuant to Article IV, Section 4.A(2) of these bylaws.
- (6) Each Standing Committee shall elect a vice-chairperson.
- (7) A member of the Advisory Council may be appointed to any Standing Committee.
- (8) The Executive Committee shall be comprised of the Chair, Vice-Chair, Secretary, Legislative Officer, and one Commission member at large. The at large Commission member shall be elected to the Executive Committee by the Commission.

C. **Terms of Office for Standing Committee Members**

- (1) Terms of office for Standing Committee members shall be one (1) calendar year.
- (2) Each Standing Committee member shall retain his or her membership until a replacement is appointed.

Section 2 **Select Committees**

A. **Establishment of Select Committees**

Select Committees may be established from time to time by resolution of the Commission or by the Chairperson of the Commission with such powers and duties as the Commission or the Chairperson of the Commission, as applicable, shall designate.

B. Composition

- (1) Select Committees shall be constituted with membership as determined by the Commission in its resolution creating the Select Committee or by the Chairperson of the Commission with respect to Select Committees the Chairperson creates.
- (2) If the resolution of the Commission or the Chairperson of the Commission, as applicable, creating the Select Committee does not designate the member who is to act as chairperson of such Select Committee, the chairperson shall be elected by the members of such Select Committee.
- (3) All Select Committee members may vote.

C. Terms of Office for Select Committee Members.

Except as otherwise set forth in the resolution creating the Select Committee or as otherwise determined by the Chairperson of the Commission with respect to Select Committees the Chairperson creates:

- (1) Terms of office for Select Committee members shall be one (1) calendar year; and
- (2) Each Select Committee member shall retain his or her membership until a replacement is appointed.

ARTICLE VI

COMMISSION MEETINGS

Section 1 **Types of Meetings; Frequency**

A. Regular Meetings

The Commission shall hold regular meetings at least six (6) times each year.

B. Special Meetings

Special meetings of the Commission may be called by the Chairperson of the Commission or at the request of the majority of the Commission members.

C. Committee Meetings

Standing Committees shall hold regular meetings. Meetings of Select Committees shall be in accordance with the resolution of the Commission or as designated by the Chairperson of the Commission creating the Select Committee, as applicable, or, if no meeting schedule is so designated, then as determined by such Select Committee.

Section 2 **Notice of Meetings**

Notice of regular, special, and committee meetings shall be made pursuant to the Wisconsin Open Meetings Law (Wis. Stat. §§ 19.81-89). Notice shall be mailed or sent by electronic communication to all Commission members, or to all committee members in the case of committee meetings, as applicable, giving a minimum of four (4) business days' notice of time and place for such meetings and further stating the proposed agenda of that meeting.

Section 3 **Convening of Meetings**

- A. A quorum of the Commission shall consist of more than fifty percent (50%) of the voting membership.
- B. A quorum of any Standing Committee shall consist of more than fifty percent (50%) of the voting membership.
- C. A quorum of any Select Committee shall be more than fifty percent (50%) of its members.
- D. A quorum of the Advisory Council shall be more than fifty percent (50%) of its members.

Section 5 **Order of Business**

The announced order of the agenda shall be followed unless rules are suspended by a two-thirds (2/3) vote of consent.

Section 6 **Rules of Order**

The parliamentary rules to be followed shall be Roberts Rules of Order, Revised.

ARTICLE VII

THE ADVISORY COUNCIL TO THE COMMISSION

Section 1 **Authority**

In accordance with the Older Americans Act of 1965, as amended, the Commission hereby establishes an Aging Advisory Council (the "Council").

Section 2 **Jurisdiction**

The Council shall exercise its responsibilities within Milwaukee County.

Section 3 **Composition**

- A. In conformance with 45 CFR § 1321.61(b), the Council shall consist of the following:
 - (1) More than fifty percent (50%) older persons, including minority individuals who are participants or who are eligible to participate in programs under 45 CFR Part 1321, with efforts to include individuals identified in the current Area Aging Plan as in greatest economic need and individuals identified as in greatest social need in the agency's area plan;
 - (2) Representatives of older persons;

- (3) Representatives of health care provider organizations, including providers of veterans' health care (if appropriate);
- (4) Representatives of service providers, which may include legal assistance, nutrition, evidence-based disease prevention and health promotion, caregiver, long-term care ombudsman, **transportation**, and other service providers;
- (5) Persons with leadership experience in the private and voluntary sectors;
- (6) Local elected officials;
- (7) The general public;
- (8) Family caregivers of older persons, which may include older relative caregivers; and
- (9) As available:
 - (i) Representatives from Indian Tribes, Pueblos, or Tribal aging programs; and
 - (ii) Older relative caregivers, including kin and grandparent caregivers of children or adults age 18 to 59 with a disability.

B. ~~No members of the Commission on Aging may serve concurrently on the Aging Advisory Council.~~ **The Council shall not operate as a board of directors for the area agency. Individuals may not serve on both the advisory council and the board of directors for the same entity (45 CFR § 1321.663(d)).**

C. All members of the Council shall be domiciled in Milwaukee County.

Section 4 **Officers of the Council**

The officers of the Council shall consist of a chairperson and vice-chairperson, elected by the membership.

Section 5 **Duties and Responsibilities**

The Council's duties shall be those prescribed by the Older Americans Act of 1965, as amended and its implementing regulations at 45 CFR § 1321.63 et al, **which states:**

The Council shall carry out advisory functions which further the area agency's mission of developing and coordinating community-based systems of services for all older individuals and family and older relative caregivers. The Council shall advise the Commission relative to:

- (1) Developing and administering the area plan;**
- (2) Ensuring the plan is available to older individuals, family caregivers, service providers, and the general public;**
- (3) Conducting public hearings;**
- (4) Representing the interests of older individuals and family caregivers; and**
- (5) Reviewing and commenting on community policies, programs, and actions which affect older individuals and family caregivers with the intent of assuring maximum coordination and responsiveness to older individuals and family caregivers.**

The Council may also assume other duties consistent with its own bylaws.

Section 6 **Terms of Office**

A. Council member appointments shall be for a three (3) year term.

- B. Each Council member shall retain his or her membership until a replacement is appointed.

Section 7 **Appointments**

All Council members shall be appointed by the Chairperson of the Commission and shall be confirmed by the full Commission. The Chairperson of the Commission may designate a Commission member to serve as an ex officio member of the Council. This designee can participate in meetings but cannot vote and does not count for the purposes of establishing a quorum.

Section 8 **Meetings**

The Aging Advisory Council shall set its own meeting schedule but shall meet no less than quarterly.

Section 9 **Bylaws**

The Aging Advisory Council may adopt its own bylaws consistent with this section.

ARTICLE VIII

THE NUTRITION ADVISORY COUNCIL

Section 1 **Authority**

In accordance with Milwaukee County Ordinance 53.09(10), the Commission hereby incorporates the Nutrition Advisory Council (hereinafter "Nutrition Council") as a distinct advisory council within the Commission on Aging.

Section 2 **Jurisdiction**

The Nutrition Council shall exercise its responsibilities within Milwaukee County. The Nutrition Council shall assist in evaluating, promoting, planning, and advocating for Milwaukee County Area Agency on Aging senior nutrition programs and their participants.

Section 3 **Composition**

- A. The Nutrition Council shall consist of the following:
- 1) More than fifty percent (50%) older persons aged 60 or older, including minority individuals who are participants or who are eligible to participate in programs under 45 CFR Part 1321;
 - 2) More than fifty percent (50%) regular participants in a Milwaukee County senior nutrition program. The council will include at least one program participant representing each operating Milwaukee County senior dining site and at least two

participant representatives from the Home-Delivered Meal program;

- 3) Representatives of public and private agencies that are knowledgeable and interested in the senior dining and home-delivered meal program; except that current providers of nutrition services funded by the AAA shall not be eligible for formal membership;
- 4) Representatives of supportive services providers, healthcare agencies, universities, or University of Wisconsin – Extension with interest in senior nutrition or food services;
- 5) Interested older adult representatives and caregivers of older persons.

- B. All members of the Council shall be domiciled in Milwaukee County.

Section 4 Officers of the Council

The officers of the Council shall consist of a chairperson and vice-chairperson.

Section 5 Duties and Responsibilities

- A. The Nutrition Advisory Council will advise the Commission on Aging and the Senior Dining Program Director on all matters relating to nutrition and nutrition-supportive services within the program area. All recommendations and suggestions of the Council will be in accord with federal and state policies and will take into consideration the nutrition budget. Council members will:
 1. Represent and speak on behalf of the nutrition participants and program.
 2. Advocate on behalf of older adults with community members, governing agencies and policy makers as well as local, state and federal legislators and lawmakers.
 3. Assist in publicizing the nutrition program and outreach to potential new participants.
 4. Make recommendations to the nutrition director about the food preferences of participants.
 5. Make recommendations to the nutrition director and the aging unit about locations, days and hours of dining center operations.
 6. Make recommendations to the nutrition director about dining center accessibility and age-friendliness.
 7. Advise and make recommendations to the nutrition director and aging unit about supportive social services to be conducted at dining centers.
 8. Give support and assistance to the ongoing development of the nutrition program.
 9. Conduct yearly on-site reviews of dining centers in the program, if requested.
- B. The Nutrition Advisory Council is intended to be a partner in improving the nutrition program. Council members can assist in securing funding by volunteering their time to raise funds for the program, developing and maintaining community partnerships, and promoting activities including advertising and outreach to the community.

Section 6 **Terms of Office**

- A. Council members elected from the senior dining sites and Home Delivered Meal program shall serve a term in accordance with the Nutrition Council's bylaws regarding such elections. Elected council members may continue to serve until new elections are held, as long as they continue to be active participants in the Senior Dining Program.
- B. Council members appointed by the Chair and confirmed by the Commission on Aging shall serve a one term. Upon reappointment by the Chair, members do not require reconfirmation by the full Commission.

Section 7 **Membership Elections & Appointments**

- A. The Nutrition Council Chair shall be a Commissioner serving a term on the Milwaukee County Commission on Aging appointed by the Chairperson of the Commission.
- B. The Nutrition Council shall elect a Vice Chair from among its members at the first meeting of the council each year.
- C. Nutrition Council representatives from each senior dining site shall be elected by the meal site participants.
- D. Nutrition Council representatives of the home delivered meal program shall be elected by the meal site participants.
- E. Other members of the Nutrition Council shall be confirmed by the full Commission on Aging.

Section 8 **Meetings**

The Nutrition Council shall set its own meeting schedule but shall meet no less than quarterly.

Section 9 **Bylaws**

The Nutrition Council may adopt its own bylaws consistent with this section and Wisconsin DHS Office on Aging Nutrition programs policy.

ARTICLE IX

GENERAL

Section 1 **Organizational Year**

The organizational year of the Commission shall be the calendar year.

Section 2 **Open Meetings**

All meetings of the Commission and its committees shall be publicly held and open to all citizens at all times as required by the Wisconsin Open Meetings Law (Wis. Stat. §§ 19.81-89).

Section 3 **Amendment Procedure**

In accordance with Roberts Rules of Order, Revised, these bylaws and rules of procedure may be amended provided written notice be given to all members in accordance with provisions made under Article VI, § 2 of these bylaws. These bylaws may be amended by two-thirds (2/3) vote of the Commission.

Section 4 **Authority**

These bylaws supersede any authorized or implied provisions made since the organization of this Commission.

Section 5 **Definition of Business Days**

The term “business days” shall apply to a normal day for the transaction commerce.

These bylaws and rules of procedure were originally adopted on December 2, 1988.

Revised and amended: November 1998; October 11, 2017; January 24, 2020;

February 25, 2022; October 27, 2023; February 23, 2024.