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TO: Members of the Milwaukee County Commission on Aging

FROM: David N. Farwell, Assistant Corporation Counsel

DATE: May 15, 2019

RE: Decision Guide for the Milwaukee County Commission on Aging ("COA") – Proposed Changes to Article V of the COA Bylaws

In connection with recent efforts by the Milwaukee County Office of Corporation Counsel ("OCC") to provide advice relating to the COA's revision of its bylaws, the OCC presents this decision guide to assist the COA in confirming its policy with respect to Article V of such bylaws. In providing this guide, the OCC has used the working draft of revisions that has been the subject of the COA's recent meetings, a copy of which is attached to this guide as Attachment A.

With respect to Article V, the COA must decide as a body whether (1) to proceed with the bylaws as revised by the COA's bylaws workgroup (the "Workgroup"), or (2) to proceed in some alternative manner. To aid in that decision, the COA should answer the questions below.

The OCC recommends that the COA chair entertain a motion and vote with respect to EACH individual question outlined below to guide the OCC's drafting of the final version of Article V.

Article V, Section 1

- Question #1 – Does the COA wish to keep Article V, Section 1 as is? **YES** or **NO**? (NOTE: The Workgroup recommends **YES**.)

Article V, Section 2.A

- Question #2 – Should the COA standing committees be **required** to include COA members? **YES** or **NO**? (NOTE: The Workgroup recommends **YES**.)
 - If **NO**, then move on to Question #3.

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- Question #2a – If YES, how many COA members be appointed to each standing committee? (NOTE: The Workgroup recommends ONE.)
- Question #2b – If YES, must the standing committee chair be a COA member? YES or NO? (NOTE: The Workgroup recommends NO.)

Article V, Section 2.B*

- Question #3 – Does the COA want to require that at least fifty percent (50%) of the members of each standing committee be COA members? YES or NO? (NOTE: The Workgroup recommends NO.)

* The first sentence of Section 2.B should remain unchanged because it is required by applicable law.

Article V, Section 2.C

- Question #4 – Does the COA wish to keep Article V, Section 2.C as is? YES or NO? (NOTE: The Workgroup recommends YES.)

Article V, Section 2.D

- Question #5 – Does the COA want to require that the nominees for non-COA standing committee members be reviewed and approved by the FULL COA or by the CHAIR and VICE-CHAIR of the standing committee? (NOTE: The Workgroup recommends CHAIR and VICE-CHAIR.)
- Question #6 – Does the COA want to delete the requirement that the names and biological sketches of standing committee nominees be presented to the full COA? YES or NO? (NOTE: The Workgroup recommends YES.)

Article V, Section 2.E

- Question #7 – Does the COA want to permit the members of each standing committee to elect the chair of the standing committee? YES or NO? (NOTE: The Workgroup recommends YES.)

HOWEVER, recall that at the April 26, 2019, meeting the COA voted to align the bylaws with the practices of the Milwaukee County Board with respect to standing and select committees, which runs counter to the Workgroup's suggestion.

A vote of YES on Question #7 would REVERSE the COA's April 26 vote.

A vote of NO on Question #7 would UPHOLD the COA's April 26 vote.

Article V, Section 2.F

- Question #8 – Does the COA wish to keep Article V, Section 2.F as is? **YES** or **NO**?
(NOTE: The Workgroup recommends **YES**.)

Article V, Section 2.G

- Question #9 – Does the COA wish to **require** or **allow** a member of the Advisors Group (appears to mean Advisory Council) to be appointed to each standing committee?
(NOTE: The Workgroup recommends **ALLOW**.)

*** THERE IS NO ARTICLE V, SECTION 3 IN THE CURRENT BYLAWS ***

Article V, Section 4.A

- Question #10 – Does the COA wish to keep Article V, Section 4.A as is? **YES** or **NO**?
(NOTE: The Workgroup recommends **YES**.)

Article V, Section 4.B

- Question #11 – Does the COA wish to keep Article V, Section 4.B as is? **YES** or **NO**?
(NOTE: The Workgroup recommends **YES**.)

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ATTACHMENT A

Working Draft of COA Bylaws

See Attached

MILWAUKEE COUNTY COMMISSION ON AGING**BY-LAWS****As Amended – November, 1998****ARTICLE I****ORGANIZATION****Section 1.** **Authority**

The Milwaukee County Commission on Aging, (hereinafter referred to as the “Commission”), shall operate with the duties and powers provided in Chapter 53 of the Milwaukee County General Ordinances 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, Special Committees, Subcommittees, or Advisory Councils shall be domiciled in Milwaukee County. **At least 4 members shall reside in the suburbs of the county.**
At least 4 members shall reside in the City of Milwaukee.

Section 2. **Appointments**

The Milwaukee County Executive shall appoint sixteen members to the Commission on Aging in accordance with Chapter 53 of the General County Ordinances, **§ 46.82 Wis. Stats., and 42 USCA § 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 Chapter 53 of the General County Ordinances.

ARTICLE III**DUTIES OF THE COMMISSION****Section 1 Duties of the Commission on Aging**

The Commission shall fulfill the duties prescribed in Chapter 53 of the General County Ordinances.

ARTICLE IV**OFFICERS AND THEIR DUTIES****Section 1 Officers**

The Commission's officers shall include a Chairperson, a Vice-Chairperson, a Legislative Officer, and a Secretary. 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 first month 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. Officer's Duties**A. Chairperson**

The Chairperson of the Commission on Aging shall:

- 1) Preside at all duly constituted meetings of the Commission.
- 2) May Appoint all members of the Commission's "Standing Committees" and may designate their Chairpersons.
- 3) The Chairperson may appoint ad-hoc committees as necessary.

- 4) Represent, or appoint a designee to represent, the Commission for any activities deemed relevant to the affairs of the Commission.
- 5) Exercise such powers as are incumbent to the office, or such other duties as the Commission shall prescribe.
- 6) Prepare a written agenda of the Commission's regular or special meetings.

B. Vice-Chairperson

The Vice-Chairperson of the Commission on Aging shall:

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

C. Secretary

Exercise such powers as are incumbent to the office or such others as may be prescribed by the Commission.

D. Legislative Officer

*** Needs duties. Ch 53 § 06 does not define the duties of the legislative officer. Note, one of the duties of the commission under §53.09(5), that could be used to guide the duties of the legislative officer, is that the commission "shall review federal data and projections to help in the county planning process, indicate the need for particular legislation, and shall make available to the county board the information and research relating to the effects of proposed legislation."

Section 5. Duties of the Commissioners:

The Commissioners of the Commission on Aging shall:

- 1) Attend and participate in the monthly Commission on Aging meetings.
- 2) Attend and participate in at least one (1) Commission's Standing Committee.

ARTICLE V

COMMISSION COMMITTEES

Section 1. Standing Committees

The Standing Committees shall be those named by the Commission and shall operate in accordance to the policies and procedures prescribed by the Commission.

Section 2. Composition of Standing Committees

- A. All standing committees shall consist of at least ~~three~~ one Commission members, ~~including the Committee Chairperson.~~

- B. Each standing committee may nominate non-Commission or auxiliary members to serve on their committee. ~~At least fifty percent (50%) of the members of the standing committees must be Commission members (commissioners).~~
- C. All Committee members may vote.
- D. Nominees for non-Commission committee members shall be reviewed and approved by the ~~full Commission Chair and Vice-Chair of the standing committee. Names and biological sketches of nominees shall be presented to the Commission one month in advance of Commission action.~~
- E. Every standing committee shall have a Chairperson who shall be appointed pursuant to Article IV, Section 4, A-2 of these By-Laws or elected by members of the standing committee.
- F. Each standing committee shall elect a Vice-Chairperson
- G. A member or the Advisors Group ~~shall~~ may be appointed to each committee

Section 4. Terms of Office for Standing Committee Members

- A. Terms of office for standing committee members shall be one calendar year.
- B. Standing committee members shall retain their membership until a new member shall be appointed

ARTICLE VI

COMMISSION MEETINGS

Section 1. Regular Meetings of the Commission

- A. The Commission shall hold meetings at least six times each year.
- B. Notice of regular meetings shall be in pursuant to the Wisconsin Open Meetings Law (Wis. Stat. §§ 19.81-89). Notice of regular meetings shall be mailed or emailed to all Commission members, 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 2. Special Meetings of the Commission

Special Commission meetings may be called by the Chairperson of the Commission or at the request of the majority of the Commissioners. The Chairperson shall fix the time and date of such meeting and shall notify Commission members in advance of the meeting by phone, email or mail (four (4) business days' notice) and state the purpose of the meeting.

Section 3. Commission Committee Meetings

- A. The Commission's standing committees shall hold regular meetings.
- B. Written notice of regular standing committee meetings shall be mailed or emailed to all Commission members, 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 4. 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 be three of its members.
- C. A quorum of any special committee 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, Milwaukee County Commission on Aging shall establish an Advisory Council (hereinafter referred to as the “Council”, consisting of representatives of the elderly population, family caregivers of the older individuals who are eligible to participate in programs, representatives of the business community, and the general public.

Section 2. Jurisdiction

The Council shall exercise responsibilities within Milwaukee County.

Section 3. Composition

- A. In conformance with the federal regulations, the Council shall consist of program participants and the general public.
- 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 Co-chairperson~~.

Section 5. Duties and Responsibilities

The Council’s duties shall be those prescribed by the Older Americans Act and others assigned by the Commission.

Section 6. Terms of Office

All Council appointments shall for a one year term.

Advisory Council members shall retain their membership until a new member shall be appointed.

Section 7. Appointments

All Council members shall be appointed by the Chairperson of the Commission and shall be confirmed by the full Commission.

ARTICLE VIII**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 **Wisconsin Statutes §§19.81-19.89.**

Section 3. Amendment Procedure

In accordance with Roberts Rules of Order, these by-laws and rules of procedure may be amended provided written notice be given to all members in accordance with provisions made under Article VI, Section 3 of these by-laws. By-laws may be amended by two-thirds vote of the Commission.

Section 4. Authority

These by-laws supercede 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 by-laws and rules of procedure were adopted on December 2, 1988

Revised and amended May 8, 2017

Key to notes:

Items in orange are changes that need to be made to conform to requirements.

Highlighted items are items that conform to requirements in federal, state, or local regulations.

Items that are not highlighted or do not have orange changes are not proscribed by regulations.