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TO: Commissioners of the Milwaukee County Commission on Aging

FROM: David N. Farwell, Assistant Corporation Counsel **DF**

DATE: January 17, 2020

RE: Memorandum re Revised Bylaws of the Milwaukee County Commission on Aging ("COA")

Pursuant to the request of the COA, the Milwaukee County Office of Corporation Counsel (the "OCC") has undertaken a project to prepare revised bylaws of the COA based on the recommendations of the OCC and the COA's bylaws working group, with such alterations and changes as voted on by the COA during a series of its regular meetings. The document enclosed with this memorandum is the OCC's proposed final version of the bylaws so amended. Also enclosed is a marked version so the COA members can see all changes made.

In preparing the enclosed bylaws, the OCC reviewed the comments of the COA bylaws working group and the minutes of the regular meetings of the COA held in February through November, 2019. All substantive changes voted upon and approved by the COA in those meetings have been made to the enclosed final version, with such modifications and revisions as to syntax, wording, punctuation and formatting as the OCC deemed advisable. Where the OCC's changes technically depart from specific votes of the COA as to the choice of words or punctuation, they retain the substance of the COA's intent expressed in its votes.

Of particular note is a change made to Art. IV, § 4.A(2) of the bylaws relating to the composition of Standing Committees. The COA had decided at one of its meetings to retain the language in that subsection as is, allowing the Chairperson of the COA to appoint ALL members of the COA's Standing Committees. However, a subsequent decision of the COA at its August 23, 2019 meeting contradicted that language and designated a process for the appointment of non-Commission members of Standing Committees. The bylaws have been revised to be consistent with this later decision and has modified Art. IV, § 4.A(2) to provide that the Chairperson of the COA may appoint all Commission members of the Standing Committees.

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Encl.

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# **MILWAUKEE COUNTY COMMISSION ON AGING**

## **BYLAWS**

**As Amended, Effective January 24, 2020**

### **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 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**      **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) 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;
- (4) Represent, or appoint a designee to represent, the Commission for any activities deemed relevant to the affairs of the Commission;
- (5) Prepare a written agenda of the Commission's regular and special meetings; and

- (6) 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.

##### 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 be three (3) of its members.
- C. A quorum of any Select 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, the Commission hereby establishes an 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 § 1321.57(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;
  - (2) Representatives of older persons;



- (3) Representatives of health care provider organizations, including providers of veterans' health care (if appropriate);
- (4) Representatives of supportive services providers organizations;
- (5) Persons with leadership experience in the private and voluntary sectors;
- (6) Local elected officials;
- (7) The general public; and
- (8) Family 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**

The Council's duties shall be those prescribed by the Older Americans Act of 1965, as amended, and others assigned by the Commission.

**Section 6**      **Terms of Office**

- A. Council member appointments shall be for a one (1) 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.

**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 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