

**AMENDED AND RESTATED BYLAWS OF THE
JEFFERSON AREA BOARD FOR AGING
ADVISORY COUNCIL
(Ratified as amended and restated January 27, 2014)**

**ARTICLE I
Name**

Section I. The name of this organization is the JEFFERSON AREA BOARD FOR AGING ADVISORY COUNCIL ON AGING, hereafter referred to as the Council.

**ARTICLE II
Authority**

Section I. The Council is the Advisory Council to the Jefferson Area Board for Aging and to the Jefferson Area Board for Aging, Inc. (JABA), as provided in Title III of the Older Americans Act of 1965, as amended; as provided in the Joint Exercise of Powers Agreement, as amended, among the jurisdictions and JABA, and respective rules and regulations adopted thereunder; and pursuant to the Virginia department for Aging guidelines and requirements for advisory councils of Virginia Area Agencies on Aging.

**ARTICLE III
Functions**

The council shall carry out advisory functions, as provided in the Older Americans Act, of developing and coordinating community-based systems of services for all older persons in the planning and service area. The council shall advise the Board of Directors of JABA, on all matters relating to the development of the area plan, the administration of the plan and operations conducted under the plan. Council members shall advocate with the participating jurisdictions for the activities by:

- (1) Assisting and advising on the developing and administering of the area plan as provided by the Older Americans Act, as amended;
- (2) Conducting and/or participating in public hearings and by other methods of communication regarding the activities governed by JABA;
- (3) Representing the interests of older persons;
- (4) Reviewing and commenting on all community policies, programs and actions governed by the JABA Board which affect older persons with the intent of assuring maximum coordination and responsiveness to older persons;
- (5) Having the opportunity to review and comment on the entire and complete area plan and amendments before it is submitted to the Virginia Department for Aging for approval;

- (6) Advocating for the activities governed by JABA and the clientele it serves;
- (7) Acting as liaison from JABA to participating jurisdictions regarding the activities governed by JABA;
- (8) Providing strategic support leadership and expertise to further the goals of JABA.

ARTICLE IV Membership

Section I. Membership of the Council shall be comprised of three types of members: JURISDICTIONAL & AT-LARGE VOTING MEMBERS with full rights and responsibilities (hereafter referred to as members) and ASSOCIATE MEMBERS with limited rights and responsibilities. The Council shall have a minimum of twelve (12) members, not counting Associate and At-Large members. Each participating jurisdiction of JABA pursuant to the Joint Exercise of Powers Agreement shall be represented by:

A. Two Appointees who reside in the appointing jurisdiction and who will represent

1. at least 50% older individuals (including minority individuals and older individuals residing in rural areas) who are or who are eligible to participate in programs assisted under the Older Americans Act,
2. family caregivers of such individuals,
3. representatives of older individuals,
4. service providers,
5. representatives of the business community,
6. local elected officials,
7. providers of veterans' health care (if appropriate), and
8. the general public.

B. Section 1. JABA shall appoint and the Council shall elect At-Large members and Associate members. Associate members are not voting members but are responsible for assisting JABA and the Council in fulfilling the Council's functions and responsibilities. Associate members also include members who have been unable to meet attendance requirements due to illness or other reasons as provided in the Bylaws. At the Chair's and/or Council's request, Associate members will be asked to attend Council meetings.

Section 2. All appointments and elections of the Council shall be for a term of two years and terms may be successive. Members may be removed for cause by a two-thirds vote of the Council. A Council member whose removal is sought is entitled to the opportunity to address the Council both in writing and in person and to address the JABA Board in writing or in person.

Section 3. To ensure that all council members are fully prepared to perform their duties, all council

members shall have access to copies of the following materials at the time the member begins to serve and as the documents are revised, updated, amended or otherwise changed:

1. Advisory Council bylaws;
2. The mission statement of JABA;
3. An organizational chart showing the Older Americans Act and related federal agencies; the Virginia Department for Aging; local jurisdictions that appoint members to the Board of Directors and to the Advisory Council; the Advisory Council; and the activities, programs and services required by both the Older Americans Act and the local jurisdictions.
4. JABA's most recent annual report to its Board;
5. JABA's policies;
6. Expectations for meeting attendance as contained in Advisory Council bylaws;
7. A list of current council and board members with complete contact information and committee designations;
8. A copy of sections of the Older Americans Act statute and regulations related to Area Agency Advisory Councils;
9. A copy of the sections of the Virginia Department for the Aging's requirements and guidelines for advisory councils of the Virginia Agencies on Aging;
10. A copy of JABA's area plan as specified in the Older Americans Act, Section 306(a), and related regulations, as amended from time to time, to be available in the JABA Board Room for inspection during meetings and an individual copy of any and all segments or portions of the entire and complete document, including any portion not included in the public notebook, shall be provided by any manner of communication provided in this document to any Advisory Council member at the request of that Council member.

Section 4. JABA shall indemnify Advisory Council members and officers who are made a party to any proceeding by reason of their office for acts or omissions performed in their official capacity to the same extent of the indemnification provided to JABA Directors as provided in the JABA bylaws, as they may be amended or restated from time to time.

ARTICLE V

Meetings

Section 1. Regular meetings of the Council shall be held in September, November, January, March, May and June of each fiscal year. JABA's fiscal year runs from October 1 of one calendar year through to September 30 of the following calendar year. The annual meeting shall be held at the regular September meeting.

Section 2. Special meetings of the Council shall be held at the call of the Chairperson or upon request in any form hereinafter set out for communication of one-third of the members, not associate members, stating the purpose of such special meeting at least seven (7) days prior to such meetings.

Section 3. A simple majority of the total members, not including associate members, of the Council shall constitute a quorum for the transaction of business.

Section 4. Meetings of the council, except as specified herein, shall be conducted in accordance with the procedures set forth in Robert's Rules of Order, as amended.

Section 5. Each member of the Council shall be entitled to one vote. Associate members are not entitled to vote. All actions taken by the Council, except as hereinafter stated, require only a majority vote of those members present and voting at any meeting.

Section 6. One or more Council members may participate in a meeting of the Council, or a committee thereof, by means of conference telephone, interactive computer network, or similar equipment by which all persons participating in the meeting can hear or communicate with each other. Participation in a meeting pursuant to this by-law provision shall constitute presence in person at such meeting.

Section 7. Any Council member who fails to attend three consecutive meetings without reasonable justification shall be notified by the Council Chair, or his/her designate, that failure to attend a fourth consecutive meeting without reasonable justification will render the Council member ineligible to continue as a Council member. In the event a government-appointed Council member becomes ineligible to continue as a Council member under this attendance policy, the jurisdiction that appointed the individual shall appoint a replacement Council member who resides in that jurisdiction. In the event an at-large Council member becomes ineligible to continue as a Council member under this attendance policy, the Council members may elect an individual to fill the remainder of the ineligible Council member's term.

A Council member may take a leave of absence for up to six months with approval from the Council members. The Council member must submit a request in writing (including email) with a justification for the leave when the member is able to do so. Examples of acceptable reasons for leave include, but are not limited to, maternity/paternity, care for family members, personal health, and professional obligations.

Meeting minutes shall note attendances and absences.

Section 8. Any action required by law to be taken at a meeting of Council, or any action that may be taken at a meeting of Council, may be taken without a meeting if a consent in writing, setting for the action so taken, shall be signed by all of the Council members. Pursuant to Virginia law, such consent may be solicited and delivered by acceptable means of electronic communication, unless otherwise prohibited by the law.

Section 9. Administrative support to the Council shall be provided during meetings by JABA staff and at other times by JABA staff wherever and whenever possible. The Chair and/or members shall be reimbursed for any and all out-of-pocket expenses including but not limited to such expenses as copies, materials and typing assistance when a JABA staff member is unable to assist them in preparing materials for Council members upon presentation of documentation.

ARTICLE VI

Officers

Section 1. The officers of the Council shall be elected by and from its membership, except as hereinafter stated, and shall consist of a Chairperson and Vice Chairperson. Election of officers shall occur at the annual September meeting of the Council. An associate member may not be an officer. The term of office shall be for a two year period. There may be successive terms.

Section 2. The chairperson of the Council shall preside at meetings of the Council. If the Chairperson is not a member of the Board of Directors of JABA, the Chairperson, or his/her designate, shall be an ex-officio member of the Board. The Chairperson or his/her designate, shall report actions of the Board to the Council and shall report to the Board pursuant to its statutory advisory function. The Chairperson shall have such powers and duties as from time to time may be assigned to him/her by the Council and shall represent, as necessary, the Council as a whole.

Section 3. In the absence of the Chairperson, or in the event of his/her inability to act or if that office is temporarily vacant, the Vice Chairperson shall exercise all the powers and perform all the duties of the Chairperson of the Council. The Vice Chairperson will complete the unexpired term of the Chairperson if he/she cannot complete his/her term. If the Vice Chairperson is unable to complete his/her term, the Council will elect a replacement for the unexpired term at their next meeting.

ARTICLE VII Committees

Section 1. The Chairperson shall appoint a three-member nomination committee in July to prepare a slate of officers for the annual meeting in September. An associate member may not serve on the nominating committee.

Section 2. The Chairperson of the Council, upon recommendation of the Council membership, shall establish such committees as are considered necessary to carrying out the organizational, planning and advisory responsibilities of the Council. The Chair of any committee shall be a voting member of Council and other committee members may be appointed from the public at-large where participation ensures needed technical and advisory competence or orientation to the problem to be studied. The functions of such committee shall be to:

- A. Serve as advisory body to the Council and staff on matters pertaining to services, facilities, manpower, and consumer concerns in the field of aging; and
- B. act as a review body of technical studies on specialized subjects involving problem analysis and planning recommendations.

ARTICLE VIII Waiver of Notice

Whenever any notice is required to be given under any provision of law or bylaws of Council, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Written waivers of notice shall be filed with meeting minutes.

ARTICLE IX Informal Action

Any action required to be taken at a meeting or any other action that may be taken at a meeting of a committee may be taken without a meeting if consent in writing, setting forth the action so taken, is signed by all members of the committee entitled to vote with respect to the subject matter thereof. Such consent shall have the same force and effect as a unanimous vote of the members of such committee. Pursuant to Virginia law, such consent may be solicited and delivered by acceptable means of electronic communication, unless otherwise prohibited by the law.

ARTICLE X Closing a Meeting

As required by the Virginia Department for the Aging, any meeting may be closed to the public pursuant to the provisions of the Virginia Freedom Act, as amended.

ARTICLE XI Amendments

Section 1. These By-laws may be altered, amended or repealed at any meeting of the Council by an affirmative vote of two-third of those members present provided notice of all proposed amendments shall have been communicated by any means provided herein to the members of the Council at least fifteen (15) days prior to such meetings and are not inconsistent with the By-Laws of JABA with final ratification by the Boards of Directors of JABA.

Amended and Restated By-Laws above were adopted at a meeting of the Jefferson Area Board of Directors and Jefferson Area Board of Directors, Inc. by a vote of at least a majority of the Directors present on January 27, 2014.