

**Town of Sherborn
Operating Rules of the Council on Aging
June 28, 2022**

Article I – Establishment

The name of the organization shall be the Sherborn Council on Aging, hereinafter referred to as the Council, which was created by the addition of Chapter 7A of the General By-Laws of Massachusetts and by the vote of the Town Meeting on March 13, 1972, pursuant to Chapter 40, Section 8B, of the Massachusetts General Laws. The mission of the Council is to provide advocacy and support systems for senior citizens of Sherborn by working with them toward the ultimate goal of maintenance of independence and improvement of their quality of life.

Article II – Purpose

The basic purposes of the Council are:

- a. to identify the needs of those Sherborn citizens age 60 and over;
- b. to educate the community and to enlist the support and participation of all citizens concerning those needs;
- c. to coordinate services and to design, advocate and implement services and programs to fill these needs;
- d. to cooperate with the Massachusetts Executive Office of Elder Affairs (EOEA), Springwell, MCOA and other agencies as needed;
- e. to work with human services agencies in the area.

Duties of the Council

The Council Board shall:

- a. develop policies and procedures with and for the guidance of the Director;
- b. recommend new Council Board members to the Select Board, if needed (see Article IV);
- c. recommend to the Town Administrator the appointment of the Director of the Council on Aging, who shall be supervised by, and shall report directly to the Town Administrator. The Director shall hire all other staff positions for the Council on Aging.
- d. be involved with the Director in planning and reviewing annual and long-term goals, identifying required resources to achieve these goals, and monitoring progress throughout the year.
- e. support a non-profit organization called The Friends of the Sherborn Council on Aging with their efforts to raise funds on behalf of the Council;
- f. through the Director, apply for and receive grants;
- g. receive gifts;
- h. communicate with all town residents regarding important information for older adults as well as an update on COA activities, events, and services on a regular basis.

The Council may not:

- a. solicit funds for a political party or candidate; or
- b. conduct fund raising activities.

Annual Report

In accordance with the Town By-Laws, Chapter 7a, section 5, the Council Board shall approve the Annual Report of its activities prepared by the Director and Chairperson before submitting to the Town and prior to sending the required report to the Executive Office of Elder Affairs, or to any possible successor to it, at the required time.

Article III – Offices

The principal office of the Council shall be located at Town Offices, 19 Washington Street, Sherborn, MA 01770.

Article IV – Membership

Council Board Members

Town By-Law Chapter 7A, Section 2, states:

- a. The Council Board shall consist of not less than seven and not more than nine members.
- b. New or renewing Council Board members will be appointed by the Select Board in accordance with the Select Board's Operating Procedures.
- c. The terms of appointment, commencing on June 15, following Select Board approval, are for three years so that approximately one-third of members are appointed or reappointed each year. Unexpired portions of terms shall be filled by new appointees.
- d. All new members shall be sworn in by the Town Clerk within seven days of their appointment.
- e. In accordance with MGL, Chapter 41, Section 109, there is no residency requirement to be a member.
- f. In accordance with MGL, Chapter 41, Section 109: "no resignation of a town or district officer shall be deemed effective unless and until such resignation is filed in writing with the Town Clerk who shall notify the remaining members and the Executive Officers of the Town."
- g. The board members are representing the taxpayers of the Town and, thus shall manage the Council, making decisions on policy, programs, and relations with other municipal bodies and the public.

Associate Members

- a. The Council Board shall directly appoint Associate Members.
- b. Associate Members shall attend meetings with voice but without vote. They may serve on committees as needed.
- c. Regular attendance of Associates is expected at all meetings to allow Associates to gain an understanding of the responsibilities and workings of the Council to be prepared for future Board membership.

Article V – Voting Rights of Members

All voting rights shall be vested in the Board members, and each individual Board member shall be entitled to one vote with respect to any question or matter that may come before a meeting of the members of the Council.

Article VI – Meetings of Members

Section 1 – Regular Meetings

Regular meetings of the members of the Council shall be posted on the Town website, and shall be held once each month, unless otherwise voted on by the Council Board, on the date designated by the Council. “A notice of every meeting shall be fixed with the Town Clerk at least 48 hours, including Saturdays, but not Sundays and legal holidays, prior to the meeting. The notice shall include the date, time and place of such meeting.”

The Director will attend all regular, special and annual meetings of the Council, unless excused, and will have no voting authority but will be present for comments, questions and concerns.

Section 2 – Special Meetings

Special meetings of the Council may be called any time by the Chair, or at the request of a majority of the Council, provided that due notice be given to each member of the Council at least three days prior to the scheduled meeting.

Section 3 – Annual Meeting

The annual meeting of the Council to elect officers shall be the first meeting after the Select Board’s appointment of the new board members.

Section 4 – Quorum

At all Council Board Meetings, the presence of a simple majority of the membership shall be necessary and sufficient to constitute a quorum for the transaction of any business. Votes shall be cast only by Council Board members in attendance, except for the Chair, who shall vote only in cases where the vote is necessary to break a tie vote or to make a quorum.

Section 5 – Conduct of Meetings

All meetings shall be conducted in accordance with Roberts Rules of Order and with the Massachusetts General Laws, Chapter 39, Section 23B (Open Meeting Law). In any case where the provisions of Roberts Rules of Order conflict with the Open Meeting Law, the Open Meeting Law shall prevail.

Section 6 – Attendance

Regular attendance is expected of all members. In the event of absence of any member for three (3) consecutive monthly meetings except for reasons of health or extenuating circumstances as duly reported to the Chair in advance of Council meetings, or from six (6) meetings during the calendar year, the Council may request removal of that member through the Select Board.

Article VII – Officers

Section 1 – Background

- a. The officers of the Council shall consist of a Chair, a Vice Chair, a Secretary, and a Treasurer. Assistant officers may be elected to encourage continuity of the Secretary and Treasurer positions.
- b. Officers of the Council shall be elected at the annual meeting of the Council and shall take office immediately after the election.
- c. Election of officers to fill vacancies created by death, resignation, or other cause may take place at any regular or special meeting and shall be for the unexpired term of the incumbent. However, the office of Chair, if vacated, shall be filled by the Vice Chair for the unexpired term of the Chair's normal term of office. The position of the Vice Chair will then be filled by election.

Section 2 – Chair

The Chair shall be the chief executive officer of the Council and, subject to the direction of members of the Council, shall oversee the Council in its general operations. The Chair shall prepare an agenda in conjunction with the Director, preside at all meetings, appoint all committees and be an ex-officio member of all committees.

Section 3 – Vice Chair

During the absence or disability of the Chair, the Vice Chair shall exercise all the functions of the Chair, and, when so acting, shall have all the powers and be subject to all restrictions of the Chair. The Vice Chair may approve a warrant submission that includes the Director's expenses, in place of or in absence of the Chair.

Section 4 – Secretary

The Secretary shall:

- a. record all the proceedings of the meetings of members;
- b. email a draft of minutes to board members within 10 days of board meeting;
- c. keep a record of attendance at meetings, advise the Chair of the presence of a quorum and advise the Chair of excessive and repeated absences.

In conjunction with the Director and COA staff, the Secretary shall:

- d. ensure the minutes of the Council are in order. After approval of minutes by Council Board, the Director will submit the approved minutes to the Town Clerk.

Section 5 – Treasurer

The Treasurer shall:

- a. Oversee fiscal management of funds, receipts and disbursements of the Council to ensure revenues are sufficient to support programs and services;
- b. keep accounts of all the financial transactions of the Council;
- c. present to Council members a monthly statement of the financial condition of the COA Municipal Budget, as well as Revolving Accounts and grants;
- d. assist staff with preparation of revenue/expenditure reports for various programs and special events of the Council;

- e. assist staff with preparation of an annual budget for submission to the Council for approval before submitting to Town Advisory and Select Board;
- f. when able, attend meetings with Advisory and/or Select Board for budget presentation.

Section 6 – Representation

No member of the Council or its staff, other than the Chair or his/her designee, shall make written or oral presentations for the Council, unless authorized by the Council, or in pursuance of job requirements.

Article VIII –Amendment of Operating Rules

Section 1 – Amendment of the Operating Rules:

Amendment of these rules may be considered at a regular meeting of the Council Board. Upon acceptance by a majority vote, copies of the final version will be distributed to the Town Clerk and to the Town Administrator.

Article IX – Council Committees

Committees will be established on an as needed basis. Committees will be limited to no more than three members. Both Board and Associate Members are eligible to serve on committees.

Committee meetings must follow Open Meeting Law and minutes of all Committee meetings shall be kept and submitted to the Secretary for town records.

Article X – Others

Springwell, Inc.

- a. Council Board will appoint a member to serve on the Springwell board on an as needed basis.

Friends of the Sherborn Council on Aging

- a. A Council-appointed Liaison shall attend all meetings of the Friends with the COA Director and update the Council at its next regularly scheduled monthly meeting.
- b. The President of the Friends or his/her designee shall be invited to attend the regular monthly meetings of the Council.

Other Lawful Provisions

The Council is a Town board bound by the Laws of the Commonwealth of Massachusetts and the By-Laws of the Town of Sherborn, which may be referred to as needed:

- a. Massachusetts Open Meeting Law, Chapter 39, Section 23A-23C39, Chapter 66, Section 17C;
- b. Public Record Law – MGL Chapter 4, Section 7;
- c. Conflict of Interest Law – MGL 268A, Section 23;
- d. Resignation Notice, Residence Requirement – MGL Chapter 41, Section 109;
- e. Council on Aging – MGL Chapter 40, Section 8B;
- f. Fair Information Practice Act (Confidentiality) – MGL Chapter 66A, Section 2;
- g. Chapter 7A of the By-Laws of the Town of Sherborn.

