

AGING AND DISABILITY ADVISORY COMMITTEE BYLAWS

ARTICLE I PURPOSE

The Aging and Disability Advisory Committee exists to provide information and recommendations to the H-GAC Board of Directors on services for older and disabled individuals in the 12-county Area Agency on Aging region. The Committee:

Sets the strategic direction for the Area Agency on Aging and its service;

Oversees the planning for and operation of the Area Agency on Aging and its related Aging and Disability Resource Center;
Makes recommendations to the H-GAC Board of Directors on the investment and use of federal funds available from the Older Americans Act and other federal and state funds available to H-GAC for service to older and disabled individuals.

ARTICLE II MEMBERSHIP AND VOTING

A. Composition

The Committee's membership shall be consistent with any requirements of state or federal enabling legislation and regulations. The H-GAC Board of Directors reserves the right to change the size and composition of the Committee consistent with these rules and other applicable law.

B. Size

The Committee shall have at least 19 members.

C. Representation

Committee members must include individuals aged sixty years of age and older and individuals with disabilities who reflect the population of the 12-county service area.

D. The Committee is also required to maintain the following members:

At least one member shall represent health care providers;

At least one member shall represent supportive services organizations;

At least one member shall be a veteran;

At least one member shall represent local behavioral health/intellectual and developmental disability authorities;

At least one member shall represent local Centers for Independent Living;

At least one member shall represent a local office of the Texas Health and Human Services Commission; and

At least one member shall represent the Area Agency on Aging.

At least one member will have an intellectual disability, developmental disability, physical, and/or chronic diseases or conditions.

At least one member will be a person with a child with disabilities.

D. Other Members.

The balance of the membership may include:

Members of the general public with an interest in services for older individuals

Members representing older individuals, individuals with disabilities, and family caregivers

Local elected officials

Local members of the Texas Silver Haired Legislature

E. Term

A member will serve a two-year term that begins January 1st. There are no limits on the number of terms a member may have.

F. Nomination and Appointment

Nominations. Each year in October, H-GAC will issue a request for nominations for membership on the Aging Programs Advisory Committee. H-GAC Board members, local elected officials, and interested organizations may nominate individuals to be members.

H-GAC shall request nominations for members whose terms are expiring and any vacancies.

Appointment. In December of each year, the H-GAC Board of Directors will appoint members from nominations received.

G. Absenteeism. The committee chair will review any advisory committee member who has been absent from three or more consecutive meetings to evaluate membership status. When appropriate, the chair will submit a recommendation to the membership subcommittee to review the membership status. The

membership subcommittee may consider terminating the member's term and will submit this recommendation to the advisory committee for approval.

H. Vacancies

Vacancies in unexpired terms shall be filled in the same manner as nominations and appointments are made.

Should vacancies arise throughout the year, H-GAC shall request nominations for vacant terms.

A vacancy in a required membership category must be filled with an individual who represents that category.

I. Voting

Members must be present in accordance with the Texas Open Meeting Act to vote. A member may not give proxy voting authority to any other member or to any other person.

ARTICLE III OFFICERS

Officers. The officers of the Committee will be a Chairperson, a First Vice-Chairperson, and Second Vice-Chairperson.

A. Election and Term.

Election procedures. The Chairperson will appoint a nominating committee to solicit nominations for officers from among its members. Members desiring to serve as officers will submit their names, resumes, and the offices which they wish to hold to the nominating committee.

Officers will be elected by majority vote of Committee members present at a regular meeting designated by the Committee for elections.

Each officer serves a one-year term.

B. Chairperson

The Chairperson presides at meetings, appoints committees, certifies the quorum, and takes other duties as the Committee may assign.

First Vice-Chairperson

The First Vice-Chairperson will assume the duties of the Chairperson in the event the Chairperson is absent or unable to serve.

Second Vice-Chairperson

The Second Vice-Chairperson will assume the duties of The First Vice-Chairperson in the event the First Vice-Chairperson is absent or unable to serve.

ARTICLE IV MEETINGS

A. Open Meeting.

The Committee and its subcommittees will conduct all business in meetings in compliance with requirements of the Texas open meetings law.

B. Schedule of Meetings.

Regular Meetings. The Committee will meet at least once every other month throughout the year. The Committee may meet more frequently, as it determines necessary.

Special Meetings. The Chairperson, the Vice Chairpersons, or twenty percent of the membership of the Committee, may call a special meeting with a minimum of ten calendar days written notice to all members. The special meeting may meet in person or by conference call.

Attendance of a member at a meeting shall constitute a waiver of notice of such meeting.

C. Presiding Officer.

The Committee Chairperson presides at all meetings. In absence of the Chairperson, the First Vice Chairperson presides. In absence of both Chairperson and First Vice Chairperson, the Second Vice Chairperson presides. In absence of the Chairperson and both Vice Chairpersons, a temporary Chair chose by Committee members present, presides.

D. Parliamentary Authority.

The rules contained in the current edition of Robert's Rules of Order (Newly Revised) will govern in all cases in all meeting when they are agreeable and when they are not inconsistent with these by-laws or any special rules of order the Committee may adopt.

E. Quorum.

A quorum will consist of fifty percent of the appointed members.

F. Conflicts of Interest

Prior to taking office and annually thereafter, Committee members must provide to the Chairperson and Senior Manager a written declaration of all Substantial Business Interests or relationships they, or their Immediate Family Members, have with all businesses or organizations that have received, currently receive, or are likely to receive contracts or funding from the Houston-Galveston Area Council. Such declarations shall be

updated within 30 days to reflect any changes in such business interests or relationships. The Board shall appoint an individual to timely review the disclosure information and advise the Chairperson and appropriate members of potential conflicts.

1. Prior to a discussion, vote, or decision on any matter before the Advisory Committee, if a Committee member, or an Immediate Family Member of such Committee member, has a Substantial Business Interest in or relationship to a business entity, organization, or property or a personal interest that would be pecuniarily affected by any official Committee action, that Committee member shall disclose the nature and extent of the interest or relationship and shall abstain from discussion, voting on, attempting to influence, or in any other way participating in the decision on the matter.
2. A Committee member who personally has or has Immediate Family Members who have Substantial Business Interests or Representational Interests in proposals, requests for funds or persons or entities making them, may not vote, attempt to influence, or initiate or participate in discussion on any proposals or requests for funds which compete with the proposals, requests for funds, or persons or entities making them in which the Committee member or Immediate Family Member has the interest.
3. A Committee member who violates the requirements of this section may be removed from the Advisory Committee, upon two-thirds vote of the Advisory Committee in accordance with the procedures for removal specified in Article V, Section E of these by-laws.
4. All declarations of conflict of interest and abstentions from voting will be recorded in the minutes of Advisory

Committee meetings and Provider Review Subcommittee meetings.

5. A “Substantial Business Interest” is defined as: (1) ownership of ten percent or

\$5,000 or more of the fair market value of the business; (2) receiving ten percent or more of gross income during the previous or current year from the business; or (3) ownership in real property of the business valued at \$2,500 or more.
6. An “Immediate Family Member” is defined as: (1) a great-grandfather, great-grandmother, grandfather, grandmother, father, mother, brother, sister, daughter, son, son-in-law, daughter-in-law, brother-in-law, sister-in-law, aunt, uncle, great-granddaughter, great-grandson, granddaughter, grandson, nephew or niece of the Board member, and/or (2) the present or former spouse of the Board member, and/or (3) a great-grandfather, great-grandmother, grandfather, grandmother, father, mother, brother, sister, daughter, son, son-in-law, daughter-in-law, brother-in-law, sister-in-law, aunt, uncle, great-granddaughter, great-grandson, granddaughter, grandson, nephew or niece of the Board member’s present or former spouse. Each of these terms includes step-relatives and adopted family members.
7. A “Representational Interest” is defined as: (1) employed by or under contract with the organization, and/or (2) a member of the board of directors, commission, council, or other direct governing body of the organization. A “Representational Interest” does not include members of advisory boards, commissions or councils which are not direct governing bodies of an organization and the member is not compensated for their service.

ARTICLE V SUBCOMMITTEES

A. Standing Committees.

There are two standing subcommittees: (a) the Provider Review subcommittee and (b) the Membership subcommittee.

1. Provider Review Subcommittee. The Provider Review subcommittee will, on an on-going, periodic basis, review the performance of providers and contracts approved by the Committee and H-GAC Board.
2. Membership. The Membership subcommittee will provide information to the community about Area Agency services and programs and actively solicit nominations for membership on the Committee.

B. Additional Subcommittees.

The creation of additional ad hoc committees and appointment of members to these subcommittees will be at the discretion of the Chairperson as the need arises and as the Committee may direct.

C. Subcommittee Membership, Size, Term, and other Duties.

Membership. Members may volunteer to serve on any subcommittee, and the Chairperson will appoint members to subcommittees as necessary.

Size. No subcommittee will seat less than five members. Members who are not formally appointed to a subcommittee may volunteer to join the subcommittee and meet with appointed members to carry out business.

Term. Standing committees each have a term of one year, coinciding with the term of the Committee's officers. Ad hoc

subcommittees will have a term of no more than six months from their creation.

Other duties. Subcommittees regularly report to the Committee on their activities and progress.

ARTICLE VI AMENDMENTS

These by-laws may be amended at a regular meeting by a two-thirds vote of the members present, provided previous notice has been sent to Committee members and the proposed amendment has been announced in the business agenda of the scheduled meeting. Notice of the proposed amendment must be provided to members at least twenty-one calendar days prior to the meeting at which the amendment will come before the Committee for vote.