

Chapter XVII

Southampton Council On Aging Bylaws

Section 1, Official Name:

The name of the organization shall be “The Council On Aging (COA),” hereinafter referred to as the “Board” of the Town of Southampton.

Section 2, Purposes Enumerated:

The basic purposes of the Board are to:

- A. Identify the total needs of the 60 years of age and over population of the community.
- B. Educate the community and enlist the support and participation of all citizens as well as community services such as police and fire departments about these needs.
- C. To work in partnership with the Director for the best interests of the town’s senior population.
- D. It shall be the duty of the Board in conjunction with the COA Director to plan and promote programs/grants. These programs shall be designed to meet the guidelines established by the Executive Office of Elder Affairs, pursuant to Chapter 40, Section 8B of the Massachusetts General Laws.

Section 3, Principal Office:

The principal office of the Board shall be located at the Southampton Town Hall, 210 College Highway, Suite 3, Southampton, Massachusetts, 01073 to which address the Chairperson (Chair) of the Board shall receive mail.

Section 4, Number of Members:

The number of members of the Board shall be seven (7) appointed by the Select Board.

Section 5. Nominations and Appointment:

Members shall be recommended by a majority vote of the existing members of the Board and no member so recommended for board membership will serve until appointment by the Southampton Select Board.

Section 6, Terms:

The term of membership for members of the Board shall be for three years. Board members are eligible to serve two consecutive terms. Upon completion of the second term (and at such time that the opening is filled by a new member), Board members will be required to leave the Board for a minimum of one year before they are eligible to reapply for membership. If a member is filling a vacancy for a previous member, their term will not begin until the vacancy period has ended.

Members should be on the COA Board for one year prior to being eligible for an office on the Board. If an individual returns to the Board after completing the required one year of absence, this condition would not apply.

Section 7, Continued Absence, Filling of Vacancies:

Members are expected to notify the Chair when they are unable to attend a Board meeting. After three unexcused absences, the member shall be deemed to have resigned the membership on the Board and the vacancy thereby created shall be filled in the manner outlined in Section 5. This clause, however, shall not be applicable in the case of a member who has applied to the Board and has been granted a leave of absence for a definite period.

Section 8. Alternate Members:

Alternate members shall be appointed by the Select Board and must be sworn in by municipality and have NO vote unless a quorum is not achieved without them. Alternate members have legal standing and voting power when a quorum is not available due to unavailability of regular appointed board members. Terms of membership for Alternate Members shall not exceed three years. Alternate Board members are eligible to serve two consecutive terms.

Section 9, Voting Rights:

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

Section 10, Regular Meetings:

Regular meeting of the members of the Board shall be held once a month on a regularly scheduled date as determined by a majority of the members. The Board may vote to take a one month recess during the summer months.

Section 11, Special Meetings:

Special meetings of the members of the Board may be called at any time by the Chair

and shall be called by the Chair or Secretary at the written request of the majority to the members.

Section 12, Annual Meeting:

The annual meeting of the members of the Board shall be held within the first quarter of the fiscal year for the purpose of nominating members and the election of officers and for the transaction of such other business as may properly come before the meeting.

Section 13, Quorum:

At all meetings of the members of the Board, the presence of 51% of the appointed members (or alternates) shall be necessary and sufficient to constitute a quorum for the transaction of any business.

Section 14, Voting:

A. Except as may otherwise be provided in this chapter, the vote of at least a majority of the members present at a meeting with respect to a question or matter brought before such meeting shall be necessary and sufficient to decide such question or matter.

B. Members who are recorded as “in attendance” shall be entitled to vote whether participating in person or remotely.

Section 15, Rules of Order:

Meetings shall be conducted with Robert’s Rules of Order.

Section 16, Number; Qualifications; Filling Vacancies:

- A. The officers of the Board shall consist of a Chairperson, Vice Chairperson, Secretary and a Treasurer and may include such number of assistants as the Board may from time to time deem advisable.
- B. Officers of the Board shall be elected at the Annual Meeting of the Board by majority vote of the members present and shall take office upon election, except that any previous non-member of the Board and, elected as an officer at the same meeting, shall not take office until he/she has been appointed to the Board by the Select Board.
- 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 period of the unexpired term of the previous incumbent, except that the office of Chair, if vacated, shall be filled by the Vice Chair for the unexpired portion of the Chair’s normal term of office.

Section 17, Chairperson (Chair):

The Chair shall be the chief executive officer of the Board and subject to the direction of the members of the Board, shall have general charge of the business affairs and property in its general operation. The Chair shall preside at all meetings of the members, shall appoint all committees and shall be an ex officio member of all committees.

Section 18, Vice Chairperson:

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 of and be subject to all the restrictions upon the Chair. If the office of the Chair should become vacant, the Vice Chair shall assume such office for the unexpired term.

Section 19, Secretary:

The Secretary shall:

- A. Record all the proceedings of the meeting of the members.
- B. In general, perform all duties including correspondence, incident to the office of the Secretary.

Section 20, Treasurer:

The Treasurer shall:

- A. Report to the Board on financial matters: Render to the Chair and Board members a monthly statement of the financial matters of the COA, including its grants, pending grants, and a summary of where the actual spending stands within the current annual operating budget as furnished by the Town Accountant.
- B. Work with the COA Director to prepare an annual budget for submission to the COA Board for approval. The annual budget shall then be submitted to the Town Administrator.
- C. Support the COA Director in representing the COA on financial matters at meetings of municipal officials and at Town Meetings.
- D. All accounting is performed by the Town of Southampton's Accountant and Town Administrator. Summary reports will be transmitted, or mailed, or handed out to COA Board members at the next regular meeting.

E. In the absence of a Treasurer, the COA Board Chair will represent the Board in financial matters as stated above.

Section 21, Power to Amend Procedure:

The COA Board shall have the power to amend the bylaws in the following manner: The proposed amendment of alterations of the bylaws shall be approved by the affirmative vote of 2/3 of its members, and such proposed amendments or alteration shall be considered at a special meeting of the COA Board called for such purpose not less than 14 days prior notice, or at a regular meeting not less than 14 days prior to which notice of the proposed action shall have been given, in either case, notice to be accompanied by full text and purpose of the proposed amendments or alterations.

Section 22, When Effective:

A. The effective date of this Board shall be the date of the meeting at which the Board shall have been approved as hereinbefore set out by an affirmative vote of no less than 2/3 of the members of the Board. The date on which this approval is voted is the 4th day of October 2023.

_____ Janet L. Cain, Chair/Interim Treasurer

_____ Sylvia Galván, Vice Chair

_____ Susan Seybolt, Secretary

_____ Donna Lynn, Member

_____ Cynthia MacBain, Member

_____ Edward Palmer, Member

_____ Dennis Vogel, Member