

COHASSET COUNCIL ON ELDER AFFAIRS
BY-LAWS

The Cohasset Council on Elder Affairs (herein referred to as CEA) was established by vote at Town Meeting of the Town of Cohasset pursuant to Chapter 40, Section 8B of the Massachusetts General Laws. And further established in the Town By-Laws, Article V, Section 5.

ARTICLE I: - Name of Organization

1. The name of the Council and Town Department shall be the Cohasset Elder Affairs (CEA).

ARTICLE II: - Purpose

1. The purpose of the Council shall be to identify the needs of elders in the Town of Cohasset, to design, promote, organize, and implement services to fill these needs, and to coordinate existing services.
2. The Council shall advise and support the Director of the Cohasset Department of Elder Affairs (Director of Elder Affairs) and its staff and shall be cognizant of all Town funding, information exchange, planning and other Town Committees that impact elder residents of the Town.
3. The Council shall assist the Director of Elder Affairs in all grant applications, advocacy and reporting efforts for Town, State and Federal requirements.
4. The Council represents all residents of the Town and shall ensure that the activities of the Director of Elder Affairs and any employees are in accordance with the mission of the Council.
5. The Council shall be cognizant in the use of the Willcutt Commons and ensure the primary use is for serving the elder residents of Cohasset.

ARTICLE III: Office

1. The principal office of the CEA shall be located at The Willcutt Commons, 91 Sohier Street, Cohasset, MA 02025

ARTICLE IV: - Board of Directors

1. The Board of Directors of the Cohasset Council on Elder Affairs shall consist of nine (9) members appointed by the Cohasset Board of Selectmen. The Director of Elder Affairs shall serve as an *ex officio* non-voting member of the Board.
2. The term of appointment shall be for three (3) years.

3. There shall also be up to three (3) Associate Members, each appointed for a three (3) year term by the Board of Selectmen. The Associate Members shall be non-voting.
4. Members and Associate Members of the Board of Directors may be re-appointed for consecutive terms.
5. Members and Associate Members of the Board of Directors shall serve without pay.
6. Members and Associate Members must be residents of the Town of Cohasset.
7. Whenever a vacancy occurs on the Board of Directors, such vacancy shall be filled by the Board of Selectmen.
8. Members shall not exercise their vote in violation of the state conflict of interest laws.
9. All Board members shall comply with the Town By-Laws, Article I, Section 3 and Article V, Section 5.

ARTICLE V: - Officers

1. The officers of the Board of Directors shall be a Chair, Vice Chair, Recording Secretary, and Treasurer.
2. The officers shall be elected by and from the members of the Board of Directors by a majority vote of the members present.
3. The Chair shall be elected by the Board of Directors, as required by Town By-Laws, Article I, Section 3, paragraph (O), The Chair shall be appointed annually. The election shall be in June of each year with the term beginning in July.
4. The Vice Chair, Secretary and Treasurer shall be elected by the Board of Directors. Officers shall serve with no term limits and remain in compliance with Article I, Section 3 of the Town By-Laws.
5. Duties of Officers:
 - (a) The Chair
 - (1) Shall call and preside at all regular and special meetings of the Board of Directors,
 - (2) Shall appoint all members of standing or special committees and shall be an ex-officio member of all committees except the Board Development Committee.
 - (3) Shall be empowered by vote of the majority of the members of the Board of Directors present at a stated meeting to sign all contracts, grants, and other official documents of the Council.
 - (4) Shall act as spokesperson for the Council on Elder Affairs with relation to State and Town officials and to the public.

(5) Shall perform any other duties incumbent on the office or assigned by the Council.

(6) See that the annual report is submitted to the Selectmen and to the Massachusetts Executive Office on Elder Affairs

(b) The Vice Chair:

(1) In absence of the Chair or because of his/her inability to act, shall have and exercise all of the powers and duties of the Chair.

(c) The Recording Secretary

(1) Shall keep minutes of all meetings of the Board of Directors

(2) Shall notify all members of the Council and all other parties legally entitled to such notification of the date and time of all meetings.

(3) Shall perform any other duties assigned by the Board of Directors

(d) The Treasurer

(1) Shall be responsible for reviewing the financial statements provided by the town each month

(2) Shall report on these accounts at each Board of Directors meeting.

ARTICLE VI: - Committees

1. There shall be the following standing committees: Board Development Committee,

(a) The Board Development Committee shall prepare a slate of candidates for office in the Council to be presented at the annual meeting and shall propose a candidate or candidates to fill any vacancy that may occur. This committee shall also determine any board training which might be necessary and schedule any training necessary.

2. The Board may establish by majority vote *ad hoc* committees as are deemed necessary.

ARTICLE VII: - Meetings

1. The Board of Directors shall meet on the second Monday of each month.

2. The Chair may, at its discretion cancel or postpone meetings if circumstances warrant.

3. The June Meeting shall constitute the Annual Meeting.

4. A Special Meeting may be called at any time by the Chair or by not less than three (3) other voting members of the Board of Directors on written notice to the members not less than one week prior to the date of the meeting.

5. Members who cannot be present shall report this fact to the Chair, officers or Director in advance of a scheduled meeting. Members of the Board of Directors who are absent from four (4) consecutive meetings for any other cause than illness shall be contacted by the Board Chairperson concerning the absence.
6. All Board of Directors meetings shall be in compliance with the Open meeting Law.

ARTICLE VIII: - Quorum

1. A simple majority of the Board of Directors shall constitute a quorum for the transaction of business

ARTICLE IX: - Parliamentary Authority

1. In any circumstance not covered by law or applicable governmental regulation, or by the by-laws of the Council on Elder Affairs, the rules contained in *Roberts Rules of Order – Newly Revised* shall govern at all meetings of the Board of Directors.

ARTICLE X: - Amendments

1. The By-Laws may be amended at any regular or special meetings of the Board of Directors by a majority of the members present provided that copies of the proposed amendment(s) are provided to the members of the whole Board not less than one month before such meeting.

ARTICLE XI: - Conflict-of-Interest

1. The Town of Cohasset enforces a Conflict-of-Interest policy requiring all members of the Board of Directors to complete the Conflict-of-Interest training required by the State of Massachusetts for municipal employees and committee members every two years.

ARTICLE XII: - Whistleblower policy

1. The Board of Directors follow the town of Cohasset Whistleblower policy that requires employees and board members to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. It is the responsibility of board members to report violations or suspected fraud, including questionable accounting or auditing practices in accordance with the Whistleblower policy.

Revision History

Date	Change	Release number
06-02-98	Adopted by laws	1.0
01-11-12	Added Associate member to board	1.1
01-14-13	Created electronic format of bylaws	1.2
05-14-18	Revised all sections of Bylaws to reflect current operations in new facility	1.3
03-13-23	Voted to add Article XI & XII recommended for Good Practices and National Certification	1.4