

**REVISED BY-LAWS FOR THE  
MIDDLE RIO GRANDE DEVELOPMENT COUNCIL  
AREA ADVISORY COUNCIL ON AGING**

**ARTICLE I**

**NAME**

The name of this Council shall be the Area Advisory Council on Aging of the Middle Rio Grande Development Council, hereinafter referred to as the AACOA.

**ARTICLE II**

**OFFICE**

The office for operation will be the Office of The Area Agency on Aging of the Middle Rio Grande Development Council.

**ARTICLE III**

**Purposes and Functions**

The purposes and functions of the AACOA shall include but not be limited to the following:

1. Advise the Board of Directors of the Middle Rio Grande Development Council on all matters relating to the well-being of the elderly in the Middle Rio Grande Region.
2. Assist and advise the Area Agency on Aging staff in matters relating to the elderly of the Middle Rio Grande Region.
3. Represent the interests of the elderly and be advocates for the elderly of the Middle Rio Grande Region.
4. Review and comment on all community policies, programs, and actions which affect the elderly.

## ARTICLE IV

### Duties and responsibilities

The duties and responsibilities of the AACOA will be, but not limited to, assisting and advising the Area Agency of the Middle Rio Grande Region on the following:

1. Assist in developing and administering the Area Plan.
2. Assist in conducting public hearings.
3. Advise and assist with need assessments.
4. Advise and assist on fiscal matter and budgetary reviews.
5. Review and comment on proposals submitted for funding.
6. Assist in putting older persons directly in touch with services available in the community.
7. Assist in monitoring and evaluating service providers and service delivery.

## ARTICLE V

### Membership

- Section 1. The membership for the AACOA shall consist of three members from each county in the Middle Rio Grande Development council Region which participates in aging related programs.
- Section 2. One of the three members will be a participant of aging service and will be nominated by the Project Council of each a Nutrition/Supportive Services Center.
- Section 3. Nomination will be approved by the appropriate Subcontractor.
- Section 4. The second member will be nominated by the Subcontractor of each participating County.
- Section 5. The third member will be nominated by the Middle Rio Grande Development Council Area Agency on Aging and will nominate from each participating county member of other state agencies, private providers, and/or representative (Public officials) of the elderly membership on the AACOA, when appropriate.



- Section 6. At least fifty-one percent (51%) of the members shall be consumer and the rest shall be providers or interested citizens of the region.
- Section 7. Consumer members will be those members who are in no way connected with the delivery of aging programs or whose primary duties in their employment are not aging-related.
- Section 8. Members of the three groups will be approved by the MRGDC Board of Directors for a full term of three years. Members of the AACOA may be reappointed by the organization that they represents subject to the approval by MRGDC Board of Directors.
- Section 9. Every effort will be made to recruit members for a cross-section of the area being served, making sure that all economic walks of life are represented, as well as both sexes, in order to maintain a balance of area wide representation.
- Section 10. Members must be at least eighteen (18) years of age or older, and there shall be no discrimination in their selection and participation solely because of race, creed, color, sex, or political affiliation.
- Section 11. Proxies shall be designated, in writing, by each member to represent them at meetings in their absence, with full power to act in their behalf.
- Section 12. Proxies must be members of the AACOA and no member may carry more than one Proxy.
- Section 13. In the event a member wishes to resign, he/she will do so in writing to the Chairperson of the AACOA.
- Section 14. Any member having three unexcused consecutive absences will automatically lose his/her membership in AACOA.
- Section 15. Excused absences are those which are unavoidable; i.e., illness, jury duty, absence from place of residence for business reasons, absence from the County of State of residence during vacations or business trips.
- Section 16. The Chairperson will approve or disapprove requests for excused absences.

The Executive Director and the Middle Rio Grande Area Agency on Aging staff members will serve as ex officio members of the AACOA, in an advisory capacity, without voting privileges.

## ARTICLE VI

### Officers and their duties

- Section 1. The officers of the AACOA shall consist of a Chairperson, Vice-Chairperson, and a secretary.
- Section 2. The chairperson shall preside at all meetings and hearing of the AACOA and shall have the duties normally conferred by parliamentary usage of such officers. The Chairperson may serve as spokesman for the AACOA, and shall have the power to appoint such sub-committees as are deemed necessary to achieve the objectives of the AACOA.
- Section 3. The vice-Chairperson shall act for the Chairperson in the latter's absence. This person shall be a member of the AACOA.
- Section 4. The Secretary shall keep the records and minutes of the meetings, prepare the Agenda of all regular/special meeting with the Chairperson, provide notices of meetings to the AACOA, attend to correspondence and such other duties as normally carried out by the Secretary.
- Section 5. The secretary shall be appointed by the Chairperson and in his/her absence, his/her duties may be delegated to a staff member of the Area Agency on Aging. The Secretary shall be a voting ex officio member of the AACOA, who may act in an advisory capacity to the AACOA.

## ARTICLE VII

### Election of officers

- Section 1. The president of the Middle Rio Grande Development



Council Board of Directors will appoint a Board Member to serve as Chairperson of the AACOA with the approval of MRGDC Board of Directors.

- Section 2. Nominations and election of the Vice-Chairperson shall be made from the floor at the annual organizational meeting of the AACOA which shall be held in September of each year and will serve for one year beginning in October.
- Section 3. Resignation by the Chairperson shall be by written letter to the President of the Board of Directors of the MRGDC. Resignation by the Vice-Chairperson of the AACOA. A vacated position will be filled by the regular process for the unexpired term.

## ARTICLE VIII

### Election to State Advisory Council

- Section 1. One (1) member of the Area Advisory Council on Aging will be nominated and approved by the AACOA. Termination of local Advisory Council membership will result in termination of membership of the State Advisory Council.
- Section 2. State Advisory Council members shall serve for staggered terms of three years with the terms of 1/3 of the membership expiring on January 31 of each year. A member may be reappointed to the Council.
- Section 3. Citizens Advisory Council member shall serve without compensation, but are entitled to compensatory per diem for each day spent in the performance of their duties as directed by the TDOA Board on Aging and are authorized the same travel allowance authorized for state employees.

## ARTICLE IX

### Meetings

- Section 1. Regular meetings will be held once every two months on a date selected by the Chairperson of the AACOA. Such meetings will be held on a date prior to the regular (once every two months) meetings of the Board of Directors of the MRGDC.

- Section 2. A special meeting, if determined necessary by the Chairperson of the AACOA or by the Executive Director of The MRGDC, or by the members of the AACOA, will be held at a place designated by the MRGDC Area Agency on Aging.
- Section 3. Notice of AACOA meetings and Agenda for business to be transacted shall be sent to each Advisory Council member in accordance with requirements of the Texas Open Meeting Law. Unless the meeting is an emergency meeting, at least five (5) days notice should be given to members.
- Section 4. A simple majority of the membership or representatives will be considered a quorum.
- Section 5. The number of votes necessary to transact business shall be a majority of votes of the members present at meetings. Voting will be conducted in conformance with Robert's Rules of Order.

## **ARTICLE X**

### **Order of Business**

- A. Roll Call
- B. Reading of the minutes of the previous meeting
- C. Communications
- D. Reports of officers and committees
- E. Old Business
- F. New Business
- G. Other Business
- H. Adjournment

## **ARTICLE XI**

### **Committees**

- Section 1. The following committees shall be appointed by the Chairperson:

#### **Subsection a: AREA PLAN COMMITTEE:**

The Area Plan Subcommittee will work with the AAA to assess the need for aging services, recommend service priorities, serve as advocate for the elderly, conduct public hearings on aging issues, review and



recommend contracts funded under the Older Americans Act for the Middle Rio Grande region, and advise the Council and AAA on matters relating to the elderly and assist in the development of the Area Plan.

**Subsection b: MONITORING COMMITTEE:**

The Monitoring Committee shall assist the Area Agency on Aging staff in the development of the monitoring schedule and area of focus, review monitoring reports and recommend corrections and/or commendations to service providers.

**Subsection c: MEMBERSHIP COMMITTEE**

The Membership Committee shall serve as the nominating committee, review membership and attendance records, disseminate information to council members regarding special and/or emergency issues. The committee will coordinate social functions of the council.

**Subsection d: LEGISLATIVE COMMITTEE**

The Legislative Committee shall include the Silver Haired Legislators in and advisory capacity to monitor legislative issues affecting the elderly. The committee will reports to the council legislative issues which require local response.

**Subsection e: LONG TERM CARE COMMITTEE**

The Long-term Care Committee shall include members who serve as Ombudsman with the Area Agency on Aging and the Long Term Care unit of the Texas Department of Human Services. Members shall review Long Term Care services in the entire continuum of care and recommend necessary changes.

**Subsection f: BUDGET COMMITTEE**

The Budget Committee will work with the Area Agency on Aging to develop the regional budget for elderly service in the Middle Rio Grande Region.

- Section 2. The standing committees shall be appointed by Chairperson at the Annual Organizational meeting, for one (1) year and shall consist of two (2) or more members. Vacancies shall be filled immediately by Chairperson of the AACOA.
- Section 3. Special Committees may be appointed by the Chairperson for purposes and terms which the council approves.
- Section 4. Members of Special Committees may request counsel of



persons from outside the AACOA in order to bring more input and expertise to bear on matters being discussed. Such persons from outside the AACOA shall not have voting privileges.

## ARTICLE XII

### Amendments

Recommendations for amendments to these By-Laws must be approved by two-thirds (2/3) of the entire membership of the AACOA and must receive final approval from MRGDC Board of Directors. Advance notice of at least thirty (30) days will be given to all matter concerning specific By-Laws to be amended.

## ARTICLE XIII

Should any conflict arise between these By-Laws and the By-Laws of MRGDC, the latter shall prevail.

## ARTICLE XIV

Robert's Rules of Order, revised, shall be the authority on all matters of parliamentary procedure.

## ARTICLE XV

### Statutory Requirements

- Section 1. The AACOA shall be subject to the Middle Rio Grande Development Council's Articles of Agreements and By-Laws.
- section 2. The AACOA shall be in compliance with the Older Americans Act of 1965, as amended, and in compliance with mandates set forth by the Texas Department on Aging.



## ARTICLE XVI

### Code of Conduct

The AACOA shall maintain a written code or standard of conduct which shall govern the performance of their office, employees, or agents engaged in the award and administration of contracts supported by Federal funds. No employee, officer or agent of the Subcontractor shall participate in selection, or in the award or administration of contracts supported by federal funds if a conflict of interest, real or apparent, would be involved. Such a conflict would arise when:

- A. The employee, officer or agent;
- B. Any member of his immediate family;
- C. His or her partner; or
- D. An organizations which employs or is about to employ any of the above, has a financial interest or other interest in the firm selected for the award.

No officer or member of Middle Rio Grande Development Council Area Agency on Aging and no other public official or officer or member of the Board of the Subcontractor who exercises any functions or responsibilities in the review or approval of the undertaking of carrying out the project, shall participate in any decision relating to any contract which effects his personal or pecuniary interest, directly or indirectly, in a Contract or the process thereof.

No member of (or delegate to) Congress, or State Official, or local elected official shall be allowed to any share or part of a Contract, or for a benefit that may arise therefrom.

#### **AACOA BY-LAWS ACCEPTED BY:**

\_\_\_\_\_  
John Ilse, President, MRGDC Board of Directors      Date

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Leodoro Martinez, Jr., MRGDC Executive Director      Date

\_\_\_\_\_  
Honorable Mary Simone, AACOA Chairperson      Date

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Berta R. Macat, Area Agency on Aging Director,      Date