

**MASSACHUSETTS ASSOCIATION OF COUNCIL ON AGING AND
SENIOR CENTER DIRECTORS INC.
BYLAWS**

ARTICLE I

Name, Address and Fiscal Year

Section 1.1 Name. The name by which the Corporation shall be known is the **Massachusetts Association of Councils on Aging and Senior Center Directors, Inc.** (The Corporation also does business, and is occasionally referred to in these Bylaws as, the “**Massachusetts Councils on Aging**” or “**MCOA**”.)

Section 1.2 Location. The principal offices of the Corporation are located at 9 Summer Street, Unit 306, Franklin, Massachusetts, 02038.

Section 1.3 Fiscal Year. The Fiscal Year of the Corporation shall be from July 1 to June 30.

ARTICLE II

Purpose

The Massachusetts Councils on Aging is a nonprofit, membership association of the municipal councils on aging and senior centers of Massachusetts (each, a “**COA**”). MCOA engages with state legislators, advocating for the support of annual Formula Grant funding for all COAs and their municipalities, as well as funding to sustain Service Incentive Grants. Additionally, MCOA advocates for the delivery of programs, services and supports across the aging network spectrum for all older adults in Massachusetts.

Section 2.1 Mission Statement. Building strategic partnerships to educate, empower, and advocate for professionals who work with older adults.

Section 2.2 Vision Statement. Statewide collaboration to advance the quality of life for older adults.

Section 2.3 Positioning Statement. MCOA will be the principal statewide organization to support municipalities, MCOA’s membership, and others in the aging network that serve older adults through advocacy, networking, professional development, consumer education, and resource opportunities. MCOA’s support includes education and training opportunities for COA and Senior Center staff to enhance their ability to provide cost-effective services and effective programs to Massachusetts’ older adults, as well as providing collaborative opportunities across the state for COAs. In addition, MCOA promotes the development of leadership and management skills among MCOA members. MCOA and its Board of Directors will operate in effective and efficient manners that meet the needs of MCOA’s members.

ARTICLE III

MCOA Membership

Section 3.1 MCOA Membership. Membership in MCOA is open to any COA duly existing and established in accordance with the requirements of M.G.L. c. 40, § 8b, as certified in writing by the relevant municipality. Timely payment of annual dues to MCOA is a condition of maintaining membership in good standing.

Section 3.2 Member Privileges:

a. Each member COA is entitled to cast one vote on any matter that is voted on by the MCOA membership; to attend any event held by MCOA at the established membership rate; and to receive all MCOA electronic communications transmitted for the benefit of the membership.

b. The Director of a member COA shall be provided with access to MCOA member communication platforms and services, and is eligible to serve on the Board, the Advisory Council, and/or as a Regional Representative.

c. The Director of a member COA, as well as all paid staff and members of the Board of Directors of that COA, are eligible to serve on working groups, standing committees and task forces established by MCOA.

ARTICLE IV

Structure of the Corporation

Section 4.1 Board of Directors. The Board of Directors (the “**Board**”) is established to carry out the business of MCOA and to act on behalf of MCOA’s membership in all matters pertaining to the business of MCOA. The Board supervises the Executive Director; reviews and approves budgets, expenditures and the annual audit; issues public pronouncements; and in general exercises responsibility for oversight of the Corporation. The Board shall report all of its material actions to the MCOA membership at the first meeting of the membership following such actions.

a. Board Members. The members of the Board (each, a “**Board Member**”) shall consist of a Chair; a Vice Chair; a Treasurer; an Assistant Treasurer; a Secretary; an Assistant Secretary; a Past Chair; a Legislative Committee Chair; a Conference Committee Chair and Co-Chair; a Certification Committee Chair; and six Board Members to be elected at large.

b. Nomination. Board Members shall be nominated to the Board by the Nominations Subcommittee for one-year terms, are elected by the MCOA membership at the Annual Meeting and may be re-elected. Nominations shall be made without regard to race,

ethnicity, nationality or national origin, sex, sexual orientation, sexual identity, veteran status, or any other protected class.

c. Scheduling of Meetings. The Board shall meet at least quarterly, and as often as necessary to conduct the business of the Corporation, either in person and/or remotely by electronic means.

d. Quorum. A simple majority of the full Board shall constitute a quorum.

e. Board Positions.

- i. The **Chair**, in consultation with the Executive Director, shall develop the Board agenda and shall preside at all meetings of the Board, all MCOA membership meetings, and all meetings of the Advisory Council (as defined below). The Chair shall serve as the spokesperson for MCOA unless the Chair or the Board designates another person for this purpose. The Chair shall have the power to appoint eligible individuals to standing committees, ad hoc working groups, or liaisons to designated organizations. The Chair shall also appoint chair(s) of standing committees. The Chair may serve as an ex-officio member of all standing committees and ad hoc work groups except the Nominating Subcommittee.
- ii. The **Vice Chair** shall perform duties as assigned by the Chair, and shall assume the responsibilities of the office of Chair in the event of the temporary absence of the Chair or any other vacancy in that office, and shall fill any unexpired term as necessary.
- iii. The **Secretary** shall keep all the minutes and maintain all records of meetings and business of MCOA. The Secretary may designate an MCOA staff member to compile or record minutes. Said minutes will be reviewed by the Secretary and the Assistant Secretary.
- iv. The **Assistant Secretary** will assist with the duties of the Secretary and shall assume the responsibilities of office of Secretary in the event of the temporary absence or other vacancy in that office, and shall fill any unexpired term as necessary.
- v. The **Treasurer** shall serve as Chairperson of the Finance Committee and shall sign, along with the Chair and/or the Executive Director, all contracts and other instruments if so authorized by the Board. The Treasurer shall oversee the duties of MCOA's Fiscal Manager. A financial report shall be presented regularly to the Board and an Annual Report the full

Membership of MCOA, at one of its Membership Meetings. The books of MCOA shall be reviewed annually by a Certified Public Accountant appointed by the Board. MCOA's fiscal records are open to review by the MCOA membership during business hours upon reasonable notice. MCOA's most recent audit and Federal 990 form shall be reviewed annually by the Board and posted on the MCOA website.

- vi. The **Assistant Treasurer** shall assist the Treasurer in the fiscal operations of MCOA and perform other duties as designated by the Chair and/or Treasurer.
- vii. The **Past Chair**, being a Chair of the Board who was previously duly elected but is no longer serving as Chair, shall also serve on the Board to enhance continuity and stability. The Past Chair will assist the Chair as requested.

f. Executive Committee.

i. The Executive Committee of the Board shall consist of the Chair; the Vice Chair; the Past Chair; the Secretary; the Assistant Secretary; the Treasurer; and the Assistant Treasurer. The Executive Committee shall have the power to act on the full Board's behalf for decisions that are needed in a timely manner. Any Executive Committee vote must be communicated to the full Board and to the MCOA membership within two (2) business days of the vote. The full Board shall be entitled reconsider any action of the Executive Committee. The Executive Committee is further charged with overseeing the administrative functions of MCOA, including overseeing all contracts of the Corporation and reviewing and commenting on these and other proposed Bylaws of the Corporation.

ii. Executive Committee positions shall be nominated by the Nominations Subcommittee of the Board and shall be elected or re-elected for two-year terms by the MCOA membership at the Annual Meeting.

iii. The Executive Committee shall have a subcommittee, to be known as the **Personnel Subcommittee**, which shall be charged with supervision and annual evaluation of the Executive Director and with annually reviewing the Corporation's written personnel policies.

iv. There shall also be a subcommittee of the Executive Committee known as the **Nominations Subcommittee**, which may also include duly elected Regional Representatives, to annually nominate members of the Board and Regional Representatives.

g. Board-Led Standing Committees. Board Members lead the following Standing Committees and encourage participation from the MCOA membership as contemplated in Section 3.2 of these Bylaws (pertaining to membership privileges). This inclusion fosters more

diverse participation in MCOA activities, provides for organizational continuity and develops a mechanism to inspire future leaders. Standing Committees will have a minimum membership of five members. Three members or one more than half the membership of said committee, whichever is greater, will constitute a quorum. All material actions taken by a Standing Committee shall be communicated to the Board.

- i. The **Finance Committee** will provide fiscal oversight for the Corporation. This committee will consist of the Treasurer, Assistant Treasurer, and Fiscal Manager. The Finance Committee is responsible for reviewing the auditor's annual draft audit report and submitting inquiries to the auditor before the final audit is presented to the Board.
- ii. The **Credentialing Committee** is charged with conducting the applicant review for the three levels of staff certification: Director, Assistant Director and Program Manager. The Committee consists of at least one person certified in each position, (Director, Assistant Director, Program Manager), as well as the Chairperson of the Committee (preferably a Board Member) and the designated MCOA staff member. In addition, the Credentialing Committee will communicate with the National Institute of Senior Centers to ensure compliance with the Modernization of Senior Centers.
- iii. The **Legislative Committee** will recommend to the Board and the MCOA membership positions on legislation relevant to MCOA's work. The Legislative Committee shall include a designated Board Member as Legislative Chairperson, other Board Members, the Executive Director, and MCOA's lobbyist, who serves as an ex-officio member. The Legislative Committee may track bills and policy changes at the local, state, and federal levels that impact older adults, support legislative allies, and shall report to the Board and the MCOA membership about relevant legislation and advocacy efforts.
- h. Vacancies. The Vice Chair, the Assistant Secretary and the Assistant Treasurer shall immediately assume the duties of the Chair, Secretary and Treasurer, respectively, upon a vacancy of said position. Any vacancy on the Board shall be referred to the Nominations Subcommittee for a recommendation and vote at the next scheduled meeting of the MCOA membership.

Section 4.2 Advisory Council. The Advisory Council, composed of the Board and all Regional Representatives, is established for the purpose of bringing together the various elements of MCOA in order to provide open discussion on essential issues, coordinate efforts, mobilize the MCOA membership, enhance internal communication and review as necessary actions

undertaken by the Board. Upon review of a decision by the Board, the Advisory Council may request a Board reconsideration. A simple majority of the Advisory Council shall constitute a quorum of that body.

Section 4.3 Regional Representatives: Regional Representatives are member COA Directors and Assistant Directors who are nominated by the Nominations Subcommittee and elected by the MCOA membership annually for one-year terms from the various Regions throughout the Commonwealth. Regional Representatives are responsible for communicating information within their Region and participating in MCOA member-approved projects for the overall betterment of MCOA. A Regional Representative is also responsible for forming a team within the Region that will share in performing these key duties; planning and convening meetings within their region; communicating with MCOA when member COA Directors' positions turn over; mentoring new member COA Directors; conducting legislative advocacy; and attending meetings of the Advisory Council.

Section 4.4 Executive Director. The Executive Director of MCOA is hired by the Board and supervised by the Personnel Subcommittee. The Executive Director is responsible for the day-to-day management of MCOA, and his/her duties include:

- a. Keeping the Board, the Advisory Council and the MCOA membership apprised of MCOA's activities.
- b. Recommending and assisting the Board in formulating, implementing and maintaining MCOA's written policies.
- c. Developing and recommending to the Board specific long- and short-range plans for the development of MCOA.
- d. Hiring all paid staff, subject to position approval by the Board, and supervision of staff.
- e. Acting as a spokesperson for MCOA if so designated.
- f. Management of all of MCOA's fiscal operations, including payment authorizations, following established accounting procedures, complying with all state and federal fiscal requirements and keeping the Board and the MCOA membership informed about MCOA's fiscal health.
- g. All other duties and responsibilities reasonably and customarily associated with the position of Executive Director.

ARTICLE V

MCOA Membership Meetings

Section 5.1 The Board will schedule MCOA Membership Meetings, including Annual Meetings. MCOA Membership Meetings shall be held at least four times a year and shall include an Annual Meeting to be held during the annual Fall Conference. A purpose of the Annual Meeting shall be to elect Board Members and Regional Representatives, all of whom shall commence their tenure on January 1 of the following calendar year.

Section 5.2 The Chair may call a Special Meeting of the MCOA membership whenever, in the opinion of the Chair, the interest of MCOA would best be so served. A Special Meeting may also be called upon written petition to the Chair by at least ten members of MCOA. Any Special Meeting shall be held at a central location within the Commonwealth, with remote access available, all with due regard for the MCOA membership's convenience on short notice. The scope of a Special Meeting shall be limited to the specific topic(s) identified in the meeting notice.

Section 5.3 Notice of any meeting described in Section 5.1 shall be communicated by email to the MCOA membership at least thirty days prior to the scheduled meeting date. Notice of any Special Meeting shall be communicated to each member by email at least two business days prior to the Special Meeting. For the purpose of transacting any MCOA business (including as authorized by the Board) at any meeting in this Article V, including any Special Meeting, a quorum shall consist of at least 25 MCOA members.

ARTICLE VI

Rules of Procedure

Section 6.1 All meetings of the Board and the MCOA membership shall be conducted according to Robert's Rules of Order, unless these Bylaws indicate otherwise.

ARTICLE VII

Amendments and Dissolution

Section 7.1 These Bylaws may be altered, amended or repealed by the MCOA membership at any meeting noticed under Article VI, provided that the meeting notice shall contain (a) the verbatim text of, or provide a URL link to, the proposed change(s), and (b) a clear and succinct statement of the reason for the proposed change.

Section 7.2 Any amendment, alteration, or repeal of these Bylaws shall be effective upon adoption of a two-thirds vote of the MCOA members present at a duly noticed meeting called for that purpose.

Section 7.3 An amendment proposed without notice can be accepted only by a unanimous vote of the MCOA membership.

Section 7.4 The current version of these Bylaws shall be available on the MCOA website.

Section 7.5 MCOA may be dissolved, and the plan of distribution adopted by a two-thirds vote. Upon such dissolution the assets of MCOA, subject to applicable statutory authority and any applicable regulations of any grant authority, shall be applied and distributed as follows:

a. All liabilities and obligations of MCOA shall be paid, satisfied and discharged or adequate provision shall be made therefore.

b. Assets held by MCOA upon conditions requiring return, transfer or conveyance, which conditions occur by reason of dissolution, shall be returned, transferred, or conveyed in accordance with such requirements.

c. All other assets shall be transferred to corporations, persons, groups, or other organizations engaged in activities which substantially carry out the purpose of MCOA as stated in its Articles of Organization and these Bylaws.