



DENVER
THE MILE HIGH CITY

DENVER COMMISSION ON AGING

Bylaws

Revised September, 2008

ARTICLE I. NAME

The name of this Commission shall be the Denver Commission on Aging (Commission).

ARTICLE II. MISSION STATEMENT

The mission of the Commission is to make Denver the best community for older adults through education, partnership, advocacy, and advising.

ARTICLE III. POWERS AND DUTIES

The powers and duties of the Commission are to:

- A. Advise the Human Rights and Community Relations Agency (HRCR) Executive Director and the Mayor on the special issues and opportunities of the aging population;
- B. Recommend necessary procedures, programs, legislation or administrative action and promote equal rights and opportunity for the people of the city to the HRCR Executive Director;
- C. Develop and present goals and objectives of the Commission to the HRCR Executive Director and Advisory Board annually;
- D. Elect one (1) individual as its delegate, and one (1) individual as its alternate delegate to the HRCR Advisory Board; and
- E. Develop and adopt bylaws concerning internal affairs of the Commission, including, but not limited to, membership qualifications, governance, and operation of the Commission. All bylaws, including any amendments thereto, are subject to the HRCR Executive Director's approval.

ARTICLE IV. OBJECTIVES

The objectives of the Commission are:

- A. To provide a representative group in the City to ascertain and assess the needs of older adults and to identify gaps, duplications, and cultural competency issues in services required to support the well-being of older adults;

- B. To recommend service priorities for the City to the HRCR Executive Director, the Mayor and City Council (Council) and to review, comment and act on issues and legislation affecting older adults in the City;
- C. To advise the Denver Regional Council Of Government's (DRCOG) Area Agency on Aging (AAA) on applications submitted for funding for services for seniors living in the City, and on the provisions of the DRCOG's AAA area plan as it relates to the City;
- D. To advise the local elected officials of the needs and plans for services to older adults in the City, including the Commission's advice on the DRCOG's AAA area plan, and on such matters as may be important to older adults in the City, including applications for funding by service providers;
- E. To act as advocates for older adults and to encourage their continued activity as contributing members of society; and
- F. To encourage cooperation and coordination among agencies and groups working on behalf of older adults.

ARTICLE V. ADVOCACY ACTIVITIES

- A. The Commission is expected and encouraged to undertake advocacy activities in the fulfillment of its mission. Its unique perspective is relevant to the understanding and resolution of public policy issues, and should be shared with officials of the City and County of Denver and its residents. Positions determined by the Commission do not necessarily reflect the position of individual members and should not be attributed to any individual. As an advisory commission to the Mayor of the City and County of Denver, all advocacy positions and activities shall be communicated to the Mayor.
- B. Definition. As used in this article, the term "advocacy" means the adoption and communication of a position regarding ballot measures (whether referred or initiated) or pending legislation. General issue advocacy that does not concern a specific ballot measure that has been submitted for the purpose of having a title designated and fixed, or specific, identifiable pending legislation, shall not be governed by the provisions of this article.
- C. In addition to notifying the Mayor, advocacy positions taken by the Commission shall be communicated in writing to the HRCR Executive Director and the chair of the Intergovernmental Relations Committee.
- D. Specific Advocacy Activities. Subject to the restrictions in paragraph E below, the Commission may:
 - 1. Adopt an advocacy position on pending ballot measures.

2. Adopt an advocacy position on legislation pending before the Denver City Council or rules or regulations of City agencies.
3. Adopt an advocacy position on legislation pending before any other legislative body, including but not limited to local governments, the State of Colorado or the federal government.
4. Report the adoption of such advocacy position in the minutes of the meeting at which such action occurred.
5. Permit others, including campaigns for or against ballot measures, to list its name among others that have taken a position for or against a ballot measure.

E. Prohibited Activities. The following advocacy activities are prohibited:

1. The Commission shall not endorse any candidate for elective office or take a position regarding the proposed recall of a person holding elective office. The Commission shall avoid any interaction with a candidate that might be perceived as an endorsement of such person's candidacy.
2. The Commission shall not contribute any resources, whether monetary or in-kind, to any political campaign, candidate, party or political committee.
3. Political contributions shall not be solicited or received in any room or building occupied for the discharge of official duties.
4. While the Commission may adopt advocacy positions pursuant to this Article, no official position urging voters to cast their ballot for or against any ballot measure shall be taken.

ARTICLE VI. MEMBERSHIP

- A. The Commission shall consist of no less than seven (7) and no more than twenty-one (21) members. All members of the Commission (commissioners) shall be appointed by the Mayor and confirmed by Council acting by resolution.
- B. Commissioners shall serve without compensation, except that Commissioners may be reimbursed for expenses incurred in connection with the work of the Commission in accordance with the Charter and Municipal Code, orders, fiscal rules and city policies of the City and County of Denver, and as approved by the HRCR Executive Director.
- C. All commissioners will serve in accordance with section 2.2.6 of the City Charter.
- D. The terms of the commissioners shall be two (2) years. The terms shall be staggered so that one-half (1/2) of the commissioners are appointed each year. In the event of

the death or resignation of any commissioner, his/her successor shall be appointed in the manner provided for original appointment to serve for the unexpired portion of the term for which such commissioner has been appointed. Commissioners serving at the time of the 2007 ordinance revision of Article II, Chapter 28 of the Revised Municipal Code of the City and County of Denver will serve out their current terms, including any terms of reappointment. As current terms expire, adjustments in the lengths of the terms of reappointment or appointment shall be made on a case by case basis in order for the Commission to come into compliance with the one-half staggered appointment requirement established by the ordinance revision. Commissioners, if they so desire and there is no objection from the Executive Committee of the Commission, may serve more than two consecutive or nonconsecutive terms.

- E. Appointments to the Commission shall mirror, as much as possible, the demographics of the aging population of Denver county. These include ethnicity, gender, race, age, sexual orientation, political viewpoints and affiliations, and geographic location. In particular, the Commission shall make a good faith effort to include representation from each of the Council districts.
- F. Any person desiring to be appointed to the Commission shall attend at least one regularly scheduled meeting of the Commission, submit a copy of his/her application to the Commission's Nominating Committee, and be approved by the Nominating Committee before being considered for appointment to the Commission by the Director of Boards and Commissions and the Mayor's office.
- G. A commissioner may resign his/her membership at any time by providing written or email notice to both the Director of Boards and Commissions of the City and County of Denver and the Chair of the Commission.
- H. A commissioner may be removed by the Mayor for cause upon recommendation of the Commission. Cause shall include, but not be limited to, one of the following:
 - 1. Failure to attend at least nine (9) of the regularly scheduled Commission meetings during a 12 month period unless excused by the Chair,
 - 2. Failure to serve on and participate in at least one (1) standing committee, or
 - 3. Having three (3) or more consecutive unexcused absences from regularly scheduled Commission meetings.
- I. The Director of the Denver Office on Aging shall be a non-voting member of the Commission.
- J. The membership list of the Commission shall not be sold or made available for commercial purposes.

ARTICLE VII. COMMISSION MEETINGS AND QUORUM

- A. The Commission shall meet at least eleven times a year.
- B. Special meetings of the Commission may be called at such times and places as may be determined necessary by the Chair, Executive Committee or the Commission itself.
- C. Only appointed commissioners may vote on issues before the Commission. Each commissioner is allocated one vote for each issue to be voted upon. Votes can be made by proxy by providing advance notice to the Chair and the proxy holder.
- D. Agendas for all Commission meetings shall be sent, if possible, to all commissioners in advance of the meetings.
- E. Regular meetings of the Commission shall be at a time and place established by the Commission.
- F. A quorum shall be necessary to conduct official business of the Commission. A quorum shall consist of 30 percent, rounded up to the next whole number, of the appointed membership of the Commission.
- G. The Chair may direct that a vote be taken by mail, email, fax, telephone or any combination thereof, on matters requiring immediate decision. All members must be notified at least 24 hours prior to this action. The Commission shall maintain a record of any such vote taken under this paragraph.
- H. All decisions of the Commission shall be made by majority vote either of those commissioners present in person or by proxy or of those responding under Paragraph G of this Article.

ARTICLE VIII. OFFICERS

- A. Officers of the Commission shall consist of a Chair, Vice-chair, Secretary and Treasurer.
- B. Only appointed members of the Commission are eligible to hold office.
- C. Commissioners may create other officers and specify the length of their terms upon majority vote of all commissioners without having to amend the Bylaws. The Chair shall make the initial appointment to a newly created position. Thereafter, the position shall be filled through the regular nominating and election process set forth in Articles XIII and XIV.

- D. The Chair and Vice-chair shall be elected for one-year terms of office, subject to confirmation by the HRCR Executive Director. The Chair and the Vice-chair each may be elected for one (1) successive term to their same offices. In the event that a commissioner fills the position of Chair or Vice-chair due to a mid-term vacancy, the commissioner will still be eligible to serve up to two full one-year terms in the same office.
- E. It is the intent of the Commission that the Vice-chair will succeed the Chair at the conclusion of the Chair's term, including any successive term, subject to election by the Commission and confirmation of the HRCR Executive Director.
- F. In the event of a mid-term vacancy in the office of Chair, the Vice-chair shall assume and finish out the remainder of the term of the office of Chair, subject to confirmation of the HRCR Executive Director.
- G. The Secretary and Treasurer may serve consecutive terms

ARTICLE IX. EXECUTIVE COMMITTEE

- A. The Executive Committee shall be a standing committee consisting of the Chair, Vice-chair, Secretary, Treasurer, the Delegate to the Advisory Board and one member at-large elected from the appointed members of the Commission.
- B. The Executive Committee shall:
 - 1. Provide overall direction and leadership for the Commission;
 - 2. Direct and coordinate short-term and long-term planning efforts;
 - 3. Monitor accomplishment of annual goals;
 - 4. Facilitate expeditious decisions on time-sensitive matters coming before the Commission;
 - 5. Establish the agenda for regular Commission meetings;
 - 6. Be authorized to act on behalf of the Commission in an emergency situation as determined by the Chair with the concurrence of the other members of the Executive Committee;
 - 7. Direct the production and distribution of an Annual Report of the Commission; and,
 - 8. Serve as the official liaison to the City and County of Denver.
- C. The Executive Committee shall meet monthly at a time and location established by its members.
- D. Special meetings of the Executive Committee may be called by any of its members upon one (1) or more days notice stating the place, date and hour of the meeting. Such notice shall be given to all Executive Committee members. The notice does not need to state the business proposed to be transacted at the meeting.

- E. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of official business at any Executive Committee meeting. Official action of the Executive Committee must be authorized by the affirmative vote of three (3) members of the Executive Committee present at a meeting at which a quorum is present.
- F. Any action required or permitted to be taken by the Executive Committee may be taken without a meeting (e.g., mail, email, fax, telephone or any combination thereof) if consent is given by a majority of the Executive Committee.

ARTICLE X. COUNTY COUNCIL ON AGING

- A. The Commission shall act as the County Council on Aging for the City and County of Denver pursuant to the applicable statutory, regulatory and contractual requirements of the Older Americans Act, the State Unit on Aging of the Colorado Department of Human Services, and the Area Agency on Aging for the Denver Regional Council of Governments.
- B. The Commission may appoint a subcommittee of the Commission to act as the County Council on Aging for the City and County of Denver.

ARTICLE XI. STANDING COMMITTEES

- A. The work of the Commission shall be done primarily through standing committees. Currently, there are four standing committees: Education, Partnership, Advocacy and Advising. The Commission may change the number and focus of the standing committees as the needs of the Commission change.
- B. Each commissioner shall be an active member of at least one standing committee and attend, as requested, committee meetings outside of the regular Commission meetings.
- C. The Chair, taking into consideration the expressed preferences of each commissioner, shall appoint members to each standing committee.
- D. Each standing committee will elect a chair who will be responsible for the conduct of the committee's activities.
- E. Each committee shall establish annual goals and objectives and report on its progress and activities at the regular Commission meetings.
- F. Membership in the standing committees is not limited to appointed commissioners. Members of the community may be invited to join at the invitation of the committee. Non-commission members, however, shall not have the right to vote.

ARTICLE XII. AD HOC COMMITTEES

- A. The Chair, at his or her discretion, may establish task forces or ad hoc committees as needed to carry on the work of the Commission. Such task forces or ad hoc committees shall provide recommendations and reports to the Commission. A task force or ad hoc committee shall not take action on behalf of the Commission without Commission approval.
- B. The Chair shall appoint task force or ad hoc committee members as well as chairs if deemed necessary.
- C. All task forces and ad hoc committees shall report to the Commission at the Commission's regularly scheduled meetings.
- D. Task forces and ad hoc committees may have indefinite or limited terms depending on their purposes.
- E. Task forces and ad hoc committees may include, in their own discretion, participants who are not Commission members. Non-commission member participants shall not have the right to vote.

ARTICLE XIII. NOMINATING COMMITTEE

- A. The Nominating Committee (Committee) shall develop a slate of candidates for the annual election for officer positions and present such candidates to the Commission for acceptance. In the event of an unexpected vacancy, the Committee shall recruit a replacement candidate to serve for the remainder of the unexpired term.
- B. In addition to developing the slate of candidates, the Committee shall review applications submitted for appointment to the Commission and approve or disapprove such applications. The review decisions shall be communicated to the Chair of the Commission who will then forward the decisions to the Director of Boards and Commissions for the City and County of Denver.
- C. The Chair shall appoint members to the Nominating Committee. Appointments to the Committee shall be for a period of one (1) year from the date of appointment.
- D. The Nominating Committee shall not be considered a standing committee. The Committee shall meet only as necessary to develop nominations for the annual election for officers and any vacant positions and review applications for the Commission.

ARTICLE XIV. ELECTIONS

- A. Elections for officers of the Commission shall be held annually in November or at a time approved by the Commission. Elections to fill positions vacated mid-term shall occur as needed.
- B. The Commission may approve the slate presented by the Nominating Committee in its entirety or vote on each individual position. Nominations may be made from the floor at the time of the election.

ARTICLE XV. PARLIAMENTARY AUTHORITY

If deemed necessary by the Chair to provide an orderly process in which to conduct the business of the Commission, the rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern the Commission in all cases to which they are applicable and not inconsistent with these Bylaws or any special rules of order the Commission may adopt.

ARTICLE XVI. JOB DESCRIPTIONS

- A. The Executive Committee shall develop and adopt job descriptions for the officers and appointed positions of the Commission.
- B. The job descriptions can be revised and approved by the Executive Committee without requiring an amendment to the Bylaws of the Commission.

ARTICLE XVII. AMENDMENT OF BYLAWS

- A. The Executive Committee will review the Bylaws at least every other year and recommend amendments to the Commission for approval.
- B. The bylaws shall be amended as necessary to conform with the charter and code, Executive orders, fiscal rules, and official policies of the City and County of Denver and the HRCR agency.
- C. Notice of intent to amend, repeal or adopt new bylaws shall be communicated to each Commissioner by means of the agenda sent out for the regularly scheduled meeting at which the vote will occur.

- D. The Bylaws may be amended, repealed, or new bylaws adopted by the affirmative vote of the majority of Commissioners present at a regularly scheduled meeting at which a quorum exists.

- D. Any amendments or repeals of these bylaws or adoptions of new bylaws shall be submitted to the Executive Director of HRCR for approval.

These bylaws are adopted this _____ day of _____, 2008.

Attest: _____
Phyllis K. Hirschfeld, Chair