

BYLAWS

STRATEGIC ACTION PLANNING GROUP ON AGING

State of Colorado

ARTICLE I. NAME AND AUTHORIZATION

The Strategic Action Planning Group on Aging (“Planning Group”) is established pursuant to H.B. 15-1033 in C.R.S § 24-32-3404. The Planning Group is authorized and organized according to provisions of Part 34 of Article 32 of Title 24.

ARTICLE II. PURPOSE

The Planning Group was established for the purpose of studying aging in Colorado and producing a “Comprehensive Strategic Action Plan on Aging in Colorado” examining the impacts of the aging demographic shift through the year 2030. C.R.S § 24-32-3404 (1)(a).

ARTICLE III. MEMBERSHIP

- A. The Planning Group consists of twenty-three voting members, some appointed by the Governor and others appointed by the Planning Group itself in accordance to terms outlined in statute. Planning Group members fulfill positions and criteria outlined in the statute. C.R.S § 24-32-3404 (2).
- B. Removal. Members of the Planning Group may raise any issues of misconduct or nonperformance, including significant failure to participate in the work of the Planning Group. Members of the Planning Group may remove a member for cause, if approved by a two-thirds majority of all members of the Planning Group. C.R.S § 24-32-3404 (2)(f)(IV).
- C. Planning Group members must understand and abide by statutory directives and legislative intent under C.R.S § Section 24-32-3404 (1).
- D. Planning Group members must act in accordance with their roles as public representatives.

ARTICLE IV. OFFICERS

- A. Election of Officers. The Planning Group shall elect from its membership individuals to fill an Executive Committee that shall consist of a chairperson and vice- chairperson [C.R.S § 24-32-3404 (2)(d)] plus three at-large members to coordinate the work of the Planning Group. Individuals may be reelected to the Executive Committee either in the same or another position as often as may be desired by the Planning Group. All members, whether appointed by the Governor

or the Planning Group, shall be eligible for representation on the Executive Committee or Nominations Committee. The Planning Group shall form a temporary Nominations Committee for the purpose of identifying and nominating Planning Group members to the Executive Committee.

- I. The Nominations Committee, consisting of no less than three and no more than five Planning Group members, shall be chaired by either a current Executive Committee member not seeking re-election or by a past member of the Executive Committee. The remaining individuals will be comprised of Planning Group members not seeking election to the Executive Committee. Planning Group members may nominate themselves or others to the Nominations Committee. The Nominations Committee shall be formed annually and no less than 60 days prior to the December meeting elections with majority approval of Planning Group members and voting rules for a quorum met.
- II. The Nominations Committee may conduct necessary inquiries and consult with Planning Group members regarding their personal willingness to serve on the Executive Committee and/or their recommendations for Executive Committee positions.
- III. The Nominations Committee shall make their considerations of individuals known in writing to those Planning Group members no less than one week prior to the November meeting. The slate of proposed Executive Committee members would be provided to all Planning Group members at the November meeting.
- IV. The initial election shall occur at the first regular meeting of the Planning Group, or as soon as practicable thereafter, for terms ending December 31, 2016 and at least annually thereafter. Subsequent elections shall occur at the last regular meeting each year with those elected assuming their duties on January 1.
- V. Nominations may be made from the floor and may include self-nominations. The nominee must be present and agree to their candidacy for the position. Elections shall be by ballot. In the event that a single nominee or slate of officers is available for election, a voice vote may be taken. In the event of a ballot vote, members may choose only one individual for each office. If there is a tie for any individual office, each candidate may state their case for election before a second vote is taken. Voting continues until one candidate is elected for each office. A quorum is required for any election vote and a majority is required for election.

B. Executive Committee

- I. Chairperson
 1. Establish a schedule for Planning Group meetings.
 2. Call meetings to order.

3. Announce the sequence of the agenda, including omissions and additions to the printed agenda.
 4. Recognize Planning Group members, staff, and visitors who are entitled to the floor.
 5. Protect the body from obvious frivolous or dilatory dialogue and debate in order to maintain decorum within the meeting.
 6. Expedite business.
 7. Respond to inquiries of members relating to parliamentary procedure, factual information or business of the body.
 8. Decide all questions of order subject to appeal consistent with Robert Rules of Order.
 9. Authenticate by his or her signature, when necessary, all acts, orders, and proceedings of the Planning Group.
 10. Declare meeting adjourned.
 11. Perform other duties as assigned by the Planning Group.
- II. Vice Chairpersons serve in the Chairperson's absence and perform additional duties as agreed to by the Executive Committee.
- III. Three at large members support the Chairperson and perform duties as agreed to by the Executive Committee and listed below.
1. Meet as decided by the Executive Committee to discuss various activities of the Planning Group and coordinate work for upcoming meetings.
 2. Coordinate and review scope of work, pay rates, and all other relevant details for Planning Group contractors.
 3. Review invoices from Planning Group contractors.
 4. When available, Executive Committee members should expect to participate in meetings or speaking events on behalf of the Planning Group. Public speaking engagements shall be shared with the full Planning Group.
 5. Evaluate inquiries for Planning Group to sign on to letters of support for other organizations. Any letters of support from the Planning Group must be for organizational efforts directly related to recommendations previously made, or in the process of being made, by the Planning Group. Reference to these recommendations should be explicitly stated in the letter of support. Letters of Support shall be sent to the entire Planning Group.

ARTICLE V. POWERS AND DUTIES

- A. The Planning Group has the powers and duties specified in C.R.S § 24-32-3404, C.R.S § 24-32-3405 and C.R.S § 24-32-3406. The legislation authorizes the Planning Group to consider elements beyond what is required in the statute for its effective operation.

- B. The Planning Group will coordinate with other boards, commissions, state agencies, educational institutions, and private sector entities where responsibilities and interests overlap.

ARTICLE VI. MEETINGS

- A. Regular Meetings. The Planning Group shall meet as necessary, as determined by the members of the Planning Group, as soon as practicable after the Governor makes the appointments. C.R.S § 24-32-3404 (2)(g). The chairperson of the Planning Group shall establish a schedule for Planning Group meetings. The Planning Group must meet at least twelve times each calendar year C.R.S § 24-32- 3405 (3). The number of meetings from the initial appointment of the Planning Group on August 1, 2015 to December 31, 2015 shall be determined by vote of the Planning Group.
- B. Quorum. A quorum for purposes of meetings of subcommittees shall consist of a majority; in the case of the Planning Group, that shall be a simple majority of members, or half of Planning Group members plus one. No official business of the Planning Group can be conducted without a quorum of eligible voting members participating whether in person or electronically.
- C. Attendance. No member of the Planning Group or any member of a subcommittee may send a delegate or alternate to represent them at any meeting. Planning Group members shall make best efforts to attend Planning Group and subcommittee meetings in person but may participate electronically or by telephone when necessary.
- D. Agenda.
- I. A standard agenda format shall be followed for all regular meetings.
 - II. Planning Group members may submit items for inclusion on the agenda until 48 hours prior to a regular meeting. In emergencies with less than 48 hours lead time, it is the Planning Group member's responsibility to notify the Chairperson of the issue.
 - III. The agenda shall be provided to all Planning Group members at least 48 hours prior to the regular meeting date.
 - IV. The agenda shall be subject to revision by the Planning Group at the meeting and becomes official upon approval at the beginning of each meeting.
 - V. Every regular meeting shall provide time for citizens to address the Planning Group, and the timeframe should be made public through public notice.
- E. Conduct of Meetings
- I. The Chairperson will manage meetings of the Planning Group in the most informal manner possible. The Chairperson may use the current version of Roberts Rules of Order Newly Revised to manage meetings of the Planning Group or to answer procedural questions that arise in all cases to which they are applicable and in which they are not in conflict with state or

- federal law or regulation, these Bylaws and any special rules adopted by the Planning Group.
- II. Minutes shall be kept of all regular and special meetings and shall include at least the names of all members present, the location of the meeting, a summary of the issues or matters discussed, any public testimony received, and the outcome of any votes taken; including the vote of individual members. Minutes of the discussion in Executive Session shall comply with the requirements of the Colorado Open Meetings Law. All minutes, other than minutes taken in Executive Session, shall be available for inspection by the public upon request.
 - III. The Chairperson or their designee shall be responsible for maintaining oversight over the proposed agenda. The proposed agenda and related materials shall be prepared under the supervision of the Chairperson.
- F. Annually, the Planning Group shall review and assess its bylaws, policies, and processes and update them as needed to ensure best practices are utilized. Chairperson, with support from Executive Committee, and, if available staff, shall provide training on bylaws and policies at this meeting pursuant to C.R.S § Section 24-3.7-102 (1).

ARTICLE VII. VOTING

- A. Proxies. No Planning Group or subcommittee member shall be permitted to vote by proxy.
- B. Consensus. The Planning Group shall strive to make decisions based on the consensus of all members.
- C. Regular Business. Where consensus is not possible, a vote shall be taken. Votes shall take place when all members are able to fully hear and participate in the relevant discussion. Matters brought to a vote shall pass or fail when a majority of a quorum of voting members of the Planning Group votes to approve or disapprove a motion. Each Planning Group member, whether appointed by the Governor or the Planning Group, and member of a subcommittee shall be entitled to one (1) vote on all matters which shall come before the Planning Group or subcommittee.
- D. Form of Vote. All such formal actions shall be accomplished by a motion, a second, and a vote, which shall be taken by Yeas and Nays and shall be tallied in one of two ways:
 - I. When all members are physically present, a show of hands shall suffice as an official vote as counted by the Chairperson.
 - II. When members are not all physically present, the tally shall be taken by vocal or electronic affirmation though a roll call of the membership. Vocal

and electronic affirmation must be a clear “yes” or “no” followed by the name of the individual.

ARTICLE VIII. OPEN MEETINGS/OPEN RECORDS

- A. Pursuant to C.R.S § 24-32-3405(5), the Planning Group shall comply with the Colorado Open Meetings Law (Part 4 of Article 6 of Title 24) and the Colorado Open Records Act (Part 2 of Article 72 of Title 24), except as specified for meetings of no more than five members and executive sessions.
- B. Pursuant to C.R.S § 24-32-3405(5), members of the Planning Group may convene in groups of no more than five members for the following purposes without complying with the open meetings law, as long as no formal action is taken at the meeting to gather and understand data or to organize and plan for the business of the Planning Group.
- C. The Planning Group or any subcommittee may enter into executive session at any regular or special meeting for the purposes allowed by the Colorado Open Meetings Law.
- D. Public Meetings and Notice. All meetings of the Planning Group and subcommittees shall be open to the public. Full and timely public notice shall be provided for each meeting and an agenda outlining the topics to be discussed and the times available for public comment shall be posted at least 48 hours in advance of any meeting. The Planning Group will establish annually the location where meeting notices will be posted. Electronic meetings or webinar-type meetings will be noticed to include the virtual location and call-in telephone numbers if applicable.
- E. Record of Meetings. The official record of each Planning Group and special purpose subcommittee meeting is a document of the minutes of that meeting, available for review by the public through the Planning Group website. Minutes of a previous meeting shall be reviewed and considered for approval at the following Planning Group or subcommittee meeting.
- F. Special Meetings. A special meeting may be called by the Chairperson or by a majority of its members. Special meetings may also be called by three or more Planning Group members upon submitting a written request to the Chairperson for such a meeting. Notice shall be given to all Planning Group members within a reasonable length of time, and members shall have the option of attending by telephone. In the case of an emergency grant, a special meeting may be called in order to comply with 22-43.7-109(8)(a) C.R.S.
- G. Electronic Meetings. Planning Group and subcommittee members may attend meetings electronically or by telephone and may vote as necessary, if they attend the relevant portion of the meeting in its entirety before voting.

ARTICLE IX. SUBCOMMITTEES

- A. Pursuant to C.R.S § 24-32-3404 (2)(h), the Planning Group shall establish special purpose subcommittees to consider and evaluate issues as it deems necessary to fulfill its goals, objectives and duties. Subcommittees may include persons who are not members of the Planning Group. In appointing members to a subcommittee, the Planning Group shall pay special attention to appointing representatives from subject areas not otherwise represented on the Planning Group. Members of subcommittees serve without compensation or reimbursement of expenses. There shall be at least three members on any subcommittee and at least one shall be a Planning Group member.
- B. Pursuant to C.R.S § 24-32-3404 (2)(h), the Planning Group shall establish a technical advisory committee to advise and assist the Planning Group. For purposes of the bylaws, the term “subcommittee” includes the technical advisory committee and the technical advisory committee shall be subject to the same operating rules as subcommittees.
- C. The Planning Group shall issue a specific, written charge to each subcommittee, including the scope of work, timeline and desired work product. All subcommittees shall comply with Article VI, Article VII and VIII of these bylaws.
- D. Any recommendation or report by any subcommittee shall include a summary of how the subcommittee arrived at the recommendations and any minority or dissenting opinions. Prior to implementation, all subcommittee recommendations, positions and decisions must be approved by the Planning Group.

ARTICLE X. STAFF SUPPORT AND OPERATIONS

- A. The Planning Group may identify and contract with any third-party organization for the purpose of data analysis and projection reporting. C.R.S § 24-32-3404 (3)
- B. The Planning Group shall contract for staffing services. C.R.S § 24-32-3404 (3)
- C. The Planning Group shall be exempt from the State of Colorado Procurement Code, Articles 101 -112. C.R.S § 24-32-3405 (5)
- D. The Department of Local Affairs serves as the fiscal agent to the Planning Group for the purposes of processing payments to third-party organizations. C.R.S § 24-32-3405 (1)
- E. Members of the Planning Group serve without compensation but may receive reimbursement for actual and necessary expenses incurred in the performance of their duties. C.R.S § 24-32-3404 (2)(e)
- F. Members of the Planning Group, staff and consultants are not liable for an act or omission in their official capacity performed in good faith. C.R.S § 24-32-3405 (4)
- G. Executive Committee and/or staff, when available, are responsible for effectively processing Planning Group business. This includes, but is not limited to, ensuring meeting materials are thoughtfully prepared and distributed in advance of the meeting.

ARTICLE XI. AMENDMENTS

These by-laws may be amended, repealed, or suspended at any meeting of the Planning Group by a two-thirds vote of the members of the Planning Group present at that meeting, provided written notice of such amendment, repeal, or suspension shall have been sent to each member at least one week prior to said meeting.

ARTICLE XII. PLANNING GROUP REPRESENTATION

The Planning Group shall act as a body in all matters and only the chairperson or the chairperson's designee shall communicate with third parties on behalf of the Planning Group.

ARTICLE XIII. CONFLICTS OF INTEREST

All members of the Planning Group shall sign a declaration in writing of all substantial business interests or representational interests the member has to a known past, current, or potential recipient of funds or any funds guided by the Planning Group. Members of the Planning Group shall comply with the rules of conduct for members of boards and commissions specified in C.R.S § 24-18-108.5.