

Tri-City Elder Coalition

OPERATING GUIDELINES

ARTICLE I

Name

The name of this organization shall be the Tri-City Elder Coalition, herein after referred to as TCEC. TCEC is a collaboration of agencies, institutions, organizations, groups and individuals who work together to develop, carry out, support, and evaluate the activities of the coalition and the Pathways to Positive Aging Project in partnership with City of Fremont's Human Services Department.

Location

The principal office of TCEC shall be located in Fremont, California. The territory served by the partnership shall include the Cities of Fremont, Newark and Union City.

Fiscal Agency and Legal Entity

City of Fremont's Human Services Department (HSD), located at 3300 Capitol Avenue, Building B in Fremont, California, shall serve as the fiscal agent for TCEC. In this capacity, HSD shall house and administer all TCEC funds from grants and other sources, as required to maintain its fiduciary responsibilities.

ARTICLE II

Mission and Goals

The **Mission** of TCEC is to develop a community where "Seniors understand, choose and access culturally enriched, affordable services and opportunities that enhance their quality of life."

The **Vision** of the Coalition is to mobilize the diverse Tri-City community of Fremont, Newark and Union City to nurture an environment which respects elders and the aging process. The community will value, support and provide opportunities for older adults, their families and caregivers.

The **Goals** of TCEC through its Pathways to Positive Aging Project are to:

- Improve the public's perception of the aging process,
- Increase access to and utilization of services for frail and underserved elders,
- Enhance and sustain senior mobility in the community,
- Increase the capacity and sustainability of community groups that serve elders,
- Foster opportunities for cross-cultural and intergenerational exchanges, and

- Enable elders to sustain a vital and active role within the community.

ARTICLE III

Membership

TCEC shall consist of various agencies, organizations and individuals representing public sector providers and funders, private not-for-profit providers of long-term care and/or supportive services, for-profit long-term care service providers, private sector funders, healthcare services or systems, academic institutions, advocacy and special interest groups, cultural and ethnic organizations, faith communities, local government, corporations, and the media. There shall be no limit to the authorized number of members. A listing of members will be maintained by the Pathways to Positive Aging Project staff and made available to all members, as well as to the general public.

Organizations and individuals interested in promoting and supporting the work of TCEC may join by signing a Membership Application and Agreement form which outlines the rights and responsibilities for membership. Completed Membership Application and Agreement forms for Collaborating Members are submitted to partnership staff, and membership is contingent on a majority vote of TCEC's Executive Team.

TCEC consists of individual and organizational members in two major categories: *Collaborating Members* and *Affiliate Members*.

Qualifications, Rights and Responsibilities of Members

Collaborating Members

1. Requirements:

- A. To be considered a Collaborating Member in good standing requires active participation in TCEC or Pathways to Positive Aging.
- B. To be considered an active participant, Collaborating Members will:
 - i) Serve, as needed, as active participants or leaders on one or more of the following:
 - the TCEC Board,
 - standing committees, such as the Marketing Committee, Fundraising Committee, Membership Committee, PUN Fund Committee or Senior Night Out Committee,
 - work groups, such as the Health and Wellness Committee, Mobility Committee, or the Senior Opportunities Committee, or
 - other committees or work groups as designated by the Community Board.
 - ii) Contribute personnel time (in-kind) in planning, implementing and/or evaluating activities defined by TCEC's mission statement or by the Pathways to Positive Aging strategic plan;

iii) Contribute cash or other in-kind resources, as requested by the Community Board and that can be valued at a minimum level of \$300 each year. These contributions may involve hosting meetings, producing documents, or the provision of other support products for the TCEC or Pathways to Positive Aging Partnership. This requirement pertains to agencies and organizations only and not to individuals. In special circumstances, this requirement can be waived upon request, and with approval from the TCEC Community Board.

iv) Support and promote TCEC's missions and goals throughout the community.

2. Rights of Collaborating Members

A. TCEC Collaborating Members in good standing are given priority consideration to receive partner stipends or other TCEC funding allocated for partnership projects. Collaborating Members must declare any conflict of interest during discussions related to funding decisions, and may not vote on those funding decisions that would directly benefit their organization.

B. Collaborating Members can:

- i. Provide input on priorities, plans, activities and positions of TCEC
- ii. Describe their participation in TCEC in written materials;
- iii. Nominate Community Board Members.
- iv. Participate on TCEC committees and in its program, educational workshops and forum
- v. Be included in publications where a list of members is deemed appropriate by the TCEC Community Board. However, Members should not use membership in TCEC as an indication to others as an endorsement or recommendation of any kind; and
- vi. Make referrals to the Personal Urgent Need (PUN) fund, an emergency needs fund for elders

Affiliate Members

1. Affiliate Members may attend the annual meeting of the full TCEC partnership and/or TCEC networking meetings. They may serve on work groups and/or ad hoc committees as related to their area(s) of interest or expertise.

Both Collaborating Members and Affiliate Members

1. Both Collaborating and Affiliate members:

- Be committed to improving the lives of Elders in the Tri-City area;
- Be committed to the concepts of collaboration and coordination;
- Are permitted to attend Coalition meetings and programs; and
- Are willing and able to provide support to the success of achieving the TCEC mission.

TCEC Community Board Members, Committee Members and Work Group Members

1. TCEC Community Board Members must be Collaborating Members and are required to actively participate in meetings of the TCEC board and/or other accepted assignments.
2. All members of the TCEC Board and its committees and work groups must exercise the following obligations when acting for, or in service of TCEC:
 - act in good faith and in the best interests of TCEC;
 - not allow personal interests of members to conflict with the interests of TCEC or the Pathways to Positive Aging project, and in matters where there is a conflict of interest between TCEC and one of its members, the interests of TCEC must be protected;
 - acknowledge and declare any conflict of financial interest or potential gain during discussions about funding and abstain from voting in any recommendations that represent a financial conflict of interest;
 - are not personally liable for any debt or liability of TCEC;
 - be knowledgeable about the contents of the operating guidelines and the current TCEC goals and objectives;
 - have a duty of care to TCEC and its members in accepting the responsibility of directing the affairs of the partnership;
 - act with diligence and the degree of skill that may be reasonably expected from a person of his/her knowledge;
 - refrain from using membership in TCEC as an endorsement or recommendation of any kind unless it has approval from the TCEC Executive Team;
 - refrain from using partnership meetings or other forums to actively market or sell products or services offered by the organization/individual unless it has received prior approval from the TCEC Executive Team or the TCEC committee sponsoring the event; and
 - be aware of the voluntary obligations and duties of membership and abide by these.

ARTICLE IV

Meetings

1. All meetings of the TCEC Community board shall be open and public. Anyone wishing to bring an item before the TCEC Community Board shall contact the Chair or Vice-Chair two weeks prior to the meetings so the item may be placed on the agenda.
2. The rules contained in *Robert's Rules of Order, Revised* shall govern the TCEC in its proceedings.
3. An Annual Meeting of TCEC shall be held at a time and place designated by the Executive Team to approve a slate of new Community Board Members and to conduct other TCEC business as necessary. New TCEC Community Board Members will be formally elected and installed at the next quarterly Community Board meeting.

4. Additional Full Partnership meetings shall be held at the call of the Chair of the TCEC, as deemed appropriate. All Full Partnership meetings require a two week advance notice.
5. The Community Board shall meet at least quarterly at a time and place designated by staff and with approval of the Executive Team.
6. The Executive Team shall meet monthly. Meetings will be conducted following basic Robert Rules of Order.
7. Standing Committees, work groups, and ad hoc committees will meet as needed to accomplish their objectives, but not less than two times each year. Meetings shall be governed by rules of common courtesy. A written record or minutes of all meetings must be taken and submitted to staff prior to the next meeting of the designated group. Minutes are available for review by all members of TCEC.

Quorum

1. A quorum consisting of at least 50% of the board is necessary to make decisions via group consensus or a formal vote. Decisions which cannot be made by group consensus will require a motion, a second, and a vote. For the purposes of voting on an issue, a majority of board members defined as 50% plus one, excluding staff, is required. However, a 2/3rd majority of the board membership is required to amend the TCEC Operating Guidelines. If voting results in a tie, then the chair conducting the meeting votes to break the tie.
2. The members present or duly represented at a board meeting shall constitute a quorum for all purposes. The act of a majority of the members present shall be deemed the act of the full membership. A decision reached by consensus or by a majority vote on an item of discussion shall be binding.

ARTICLE V

Governance Structure

Community Board Officers and Community Board Members

1. TCEC will be governed by a Community Board which will have the responsibility of providing leadership to the collective efforts of the partnership as it works to fulfill its mission. Community Board Members and partnership staff ensure that the Pathways to Positive Aging project fulfills its obligations to its funding sources, to City of Fremont's Human Services Department as the partnership's fiscal agent, and to key stakeholders. Project staff serves as ex-officio members of the Community Board and have no formal voting authority.

2. The Community Board will become effective on May 1, 2006 and remain the oversight body for the Pathways to Positive Aging Project until such time as a new or revised governing plan is implemented by a majority vote of the Community Board members active at the time.
3. Community Board Members shall be representative of the various needs of the TCEC partnership and Pathways to Positive Aging Project. The Community Board shall consist of up to 25 members. The Community Board consists of the Chair; Vice Chair; Secretary/Membership; Treasurer; and at-large positions representing service providers, businesses, high risk population groups, public officials, academic partners, media resources, funding organizations, healthcare systems, and local government; or other representatives as deemed appropriate by a quorum of Community Board Members.
4. The composition of the Community Board will consist of 8 members that will not be elected by the membership. The eight will include 1) the TCEC fiscal agent representative who will also serve as TCEC's Treasurer, 2) a representative from Alameda County, 3) Representatives from Fremont, Newark and Union City, 4) 3 Senior Commissions, one each from Fremont, Newark and Union City. At least 17 members of the Community Board will be nominated by the TCEC membership, Community Board and Executive Team.
5. The Executive Team shall announce board openings to the community and based upon input from the full partnership and Community Board, prepare a slate of Community Board candidates to the general membership. Nominations of individuals to serve on the Community Board are accepted from *Collaborating Members* only and made to the TCEC Executive Team upon request. Nominations will also be accepted from the floor at the annual TCEC general membership meeting. Election of Community Board members shall be by majority vote of the active Community Board Members at the Community Board Meeting following the Annual Partnership meeting. It is the responsibility of the Executive Team to ensure that the Community Board maintains adequate representation from each of the sectors and/or positions identified in the paragraph above
6. In the event of any vacancy in the membership of the Community Board during the year, a candidate may be nominated to fill the unexpired term by the Executive Team, and elected by a majority vote of the Community Board at the next quarterly meeting.
7. Community Board Members may be asked to resign after missing two consecutive meetings or three meetings in a calendar year. Community Board Members may also be dismissed for any reason if approved by a vote of at least 2/3 of the existing board.
8. The officers of the Community Board are: Chair, Vice Chair, Secretary/Membership Coordinator and Treasurer. The offices of Chair and Vice-Chair of the Community Board shall be filled from the present members of the Community Board and approved by a majority vote by the Community Board Members.
9. The Chair is responsible for leading the Community Board in fulfilling its responsibilities for the governance of TCEC, shall preside at the Community Board meetings, and present a

report at the Annual Meeting. The Vice Chair stands in when the Chair is not available to perform the duties and functions of the Chair.

10. Community Board Members participate in the formulation of policies to guide the operations of TCEC. They may also serve on one or more Standing Committees or work groups to provide oversight to operations in one of the functional areas, or accept an assignment from the Chair of the Community Board to serve as an advisor in a particular area of expertise.
11. Roles and Responsibilities of the TCEC Community Board are to:
 - A. provide operational oversight and supervision of TCEC staff and committees,
 - B. provide fiscal accountability,
 - C. maintain TCEC's fiscal viability by maintaining a minimum balance of \$50,000 to be maintained as restricted funds,
 - D. advocate for community visibility of the Coalition and Pathways to Positive Aging Projects,
 - E. provide recommendations on projects, programs, initiatives and policies to the Coalition for ratification, participation or endorsement,
 - F. oversee project evaluation,
 - G. establish committees and appoint members to standing and ad hoc committees, and
 - H. enter into agreements for fiscal and administrative project specific services.
12. Members and officers of the TCEC's Community Board will not receive compensation for the performance of their duties as members of the Board. Community Board Members must abstain from any discussion or voting during Community Board meetings on matters that present a direct financial conflict of interest between TCEC and their organization.
13. As needed to advance the work of the partnership, the Project Director can confer with the Chair and members of the Community Board between regular meetings of the Community Board for advice and recommendations on issues requiring timely deliberations. The Chair, when deemed necessary, may call an additional meeting of the Community Board or request a majority vote of the Community Board Members by e-mail or fax to ensure an expeditious response to time sensitive decisions.

Executive Team

1. The TCEC Executive Team will be responsible for the daily operations of the Pathways to Positive Aging Project. Additionally, the Executive Team will provide leadership for the Community Board by ensuring that the project fulfills its obligations to funders, partner agencies and the Community-at-Large. The Executive Team shall consist of TCEC's Community Board Chair, Vice Chair, Secretary, and Treasurer, up to 4 at-large members, and during the period of funding for the Pathways to Positive Aging Project, the Human Services Department Director for the City of Fremont. Project staff serves as ex-officio members of the Executive Team and have no formal voting authority.

2. The Executive Team will become effective on May 1, 2006. Openings for the Executive Team will be announced to the Community Board. Community Board members may nominate themselves or other members to serve on the Executive Team. The four at-large members of the Executive Team will be elected by the Community Board members during the May Community Board meeting. In the event of any vacancy in the membership of the Executive Team during the year, a candidate may be nominated to fill the unexpired term by the Executive Team, and elected by a majority vote of the Community Board at the next meeting.
3. Executive Team members may be asked to resign after missing three consecutive meetings or four meetings in a calendar year. Executive Team members may also be dismissed for any reason if approved by a vote of at 2/3 of the existing Community Board members.
4. The Executive Team shall meet on a monthly basis. When deemed necessary by the Chair of the Executive Team, she/he may call an additional meeting of the Executive Team or request a majority vote of members by e-mail or fax to ensure an expeditions response to time sensitive decisions.
5. The Chair and Project Director are responsible for leading the Executive Team in fulfilling its responsibilities to the Community Board and TCEC. The Vice Chair stands in when the Chair is not available to perform the duties and functions of the Chair.
6. Roles and Responsibilities of the Executive team are to:
 - A. provide day-to-day operational oversight of TCEC's programs and activities,
 - B. provide fiscal recommendations and reports to the Community Board,
 - C. promote community visibility of the Coalition and the Pathways to Positive Aging Project,
 - D. provide recommendations to the Community Board on projects, programs, initiatives and policies to the Coalition for ratification, participation or endorsement,
 - E. provide guidance to staff in the preparation of community reports of TCEC's programs and activities,
 - F. provide recommendations to the Community Board regarding TCEC's strategic directions and sustainability,
 - G. recommend the establishment and appointment of members to standing and ad hoc committees,
 - H. provide oversight for the entering into of agreements for fiscal and administrative project specific services,
 - I. recommendations to the Community Board on policies and programs pertaining to internal and external communications about TCEC, Pathways to Positive Aging and its programs and services, and
 - J. provide guidance to the Community Board regarding all of TCEC's fundraising activities.

Roles of Officers

Chair

Chair is subject to the direction of the Community Board Members, shall be the principal officer of the TCEC and shall supervise all of the business affairs of the TCEC. She/he shall preside at all meetings of the members and shall perform all duties incident to the office of Chair and other duties as may be assigned by the TCEC Community Board from time to time. Chair will also serve on the Executive Team

Vice-Chair

In the absence of the Chair or in event of his/her inability or refusal to act, the Vice-Chair shall manage the duties of the Chair, and when so acting, shall have all the powers of the Chair. He/she shall perform such other duties as from time to time may be assigned to him/her by the Chair or by the TCEC. Vice-Chair will also serve on the Executive Team.

Immediate Past Chair

The most recent past chair will continue to serve as an officer in an advisory role to insure the consistent transition to a new chair for a period of one year.

Secretary/Membership Coordinator

Staff will maintain a record of the agenda and minutes for *all* meetings and shall also maintain documents on behalf of the TCEC such as the organizations' Operating Guidelines, changes to the Operating Guidelines and shall keep a clipping and electronic file/archive with newspaper articles about TCEC sponsored projects and events. The secretary will review minutes prepared by staff and will also serve as membership coordinator. This means being responsible for the recruitment and retention of new members, working with staff to send out membership renewal notices and making recommendations concerning membership recruitment and retention to the Board.

Treasurer

The Treasurer shall oversee accounting of all funds subject to the policies and orders of the Community Board. The Treasurer shall maintain all consultant contracts, which the Executive Team shall enter into on behalf of TCEC and claims for reimbursement. Treasurer will manage the PUN fund payments as approved by the TCEC Executive Team. Treasurer will manage the budget as approved by the Community Board. The Budget shall run on a fiscal year from July 1 – June 30.

The Treasurer shall present basic financial reports at quarterly Executive Team meetings and a full accounting Budget Report at the annual TCEC membership meeting. An annual budget

proposal will be presented at the Spring meeting of the Community Board. A PUN Report (to include a full accounting of all activity) shall be presented at the Spring Community Board meeting.

Leadership Advisory Council

1. To support fulfillment of strategic needs at the leadership level, TCEC will have a Leadership Advisory Council (LAC) consisting of members who act in an advisory capacity to help TCEC meet its goals. Members of the LAC will provide guidance and assistance to TCEC in specific areas of expertise or have the ability to influence others in ways that could benefit or promote the work of the partnership. There will be no formal meetings of the LAC; the Project Director will provide TCEC updates to members, as appropriate.
2. Members of the LAC must be approved by the Community Board based on recommendations from the Membership or Nominating Committees.
3. Criteria for membership on the Leadership Advisory Council include:
 - A. Former members of TCEC who have made, and are willing to continue making, significant contributions to the work of the partnership but can not actively participate on the Community Board; OR
 - B. Individuals who can not actively participate on the Community but commit to helping TCEC advance its work through a specific contribution in an identified area of expertise.

ARTICLE VI. COMMITTEES

TCEC Community Board will establish committees as needed, each of which shall consist of two or more TCEC members, and shall have and shall exercise authority as approved by the Community Board. Committees may include, but not be limited to:

1. Networking Committee: will be responsible for organizing and facilitating meetings of the general membership, which will include a networking and educational program and for developing other educational opportunities as appropriate.
2. Marketing and Public Relations Committee: will be responsible for developing and maintaining a general TCEC brochure, project brochures, website, an annual community report, press releases and general marketing materials that promote TCEC projects and a positive image of aging.
3. Fundraising Committee: will identify funding opportunities for the TCEC and its Projects, and will be responsible for organizing an annual fundraiser (Senior's Night Out), and identify sources for increased revenue write letters of support for grants submitted by individual member organizations who seek funding that supports TCEC goals.

4. Senior Health and Well Being Committee will identify ways to increase the utilization of senior services by underserved at risk populations, to develop senior wellness programs and to support community efforts that improve the overall system of care,
5. Mobility Committee will identify and expand transportation and mobility options that enable seniors to get out and about in the community.
6. Personal Urgent Need (PUN) Fund Committee will oversee the process for requesting and disbursing funds. (Note: Policies and Procedures need to be established for distribution of the funds.)
7. Ad Hoc Committees or Work Groups may be established by the Community Board as needed.

Committee Chairs will be elected by each committee or appointed by the Community Board. Each Committee shall have a Chair who will be responsible for oversight of the committee and for reporting committee findings and progress to the Community Board and the TCEC general membership

ARTICLE VII. OPERATING GUIDELINES

These Operating Guidelines shall become effective upon the approval of the TCEC Community Board.

These Guidelines may be amended by a majority vote of those members of the TCEC Community Board constituting a quorum, provided that the recommended amendments shall have been submitted in writing, at least ten (10) days prior to the voting.

I hereby certify that I am the duly elected and acting Secretary of the TCEC and that the foregoing Bylaws comprising of 11 pages constitute the Operating Guidelines of said organization as duly adopted at a meeting of TCEC held on

Dated:

_____, TCEC Secretary