

**San Francisco Commission on the Aging
Bylaws**

ARTICLE 1: - IDENTIFICATION

Section 1: Name

The San Francisco Commission on the Aging (herein called the Commission) is a Charter Commission of the City and County of San Francisco and is part of the executive branch of government **SF Charter Section 4.120**.

Section 2: Purpose

The San Francisco on the Aging is a chartered commission of the City and County of San Francisco. Its purpose is to formulate, evaluate and approve goals, objectives, plans and programs and to set policies consistent with the overall objectives of the City and County that are established by the Mayor and the Board of Supervisors. **SF Charter Section 4.102(1)**

Section 3: Activities and Powers

In furtherance of its purpose, the Commission must develop and keep current an annual statement of purpose, outlining its area of jurisdiction, authorities, purpose and goals subject to review and approval of the Mayor and Board of Supervisors. After public hearing, the Commission must approve the Department of Aging and Adult Services (DAAS) budget and any budget modifications or fund transfers requiring the approval of the Board of Supervisors. This is subject to the Mayor’s final authority to initiate, prepare and submit the annual proposed budget on behalf of the executive branch and the Board of Supervisors’ authority. **SF Charter Section 4.102(2) and (3)**.

ARTICLE II – COMMISSION MEMBERS

Section 1: Members

The Commission will consist of seven (7) voting members. The seven members are appointed by and serve at the pleasure of the Mayor.

Section 2: Term of Appointment

Commissioners serve staggered terms of four years. Members may be appointed to serve out the remainder of an unexpired term.

Section 3: Commission Office

For purposes of contacting the Commission, the mailing address is **1650 Mission Street, 5th fl., Suite 500, San Francisco, CA 94103**. The Commission telephone number is **(415) 355-3509**.

Section 4: Attendance at Meeting/Absences

All members of the Commission shall be in attendance at the hour appointed for each regular or special meeting of the Commission and shall remain for the duration of the meeting. Commissioners shall notify the Commission Secretary of their absence, as soon as known and prior to the convening of a regular or special Commission/Committee meeting.

If a Commissioner misses more than four regularly scheduled Commission and/or Committee meetings, unless there are extenuating circumstances e.g., family emergency or illness, the Commission President may notify the Commission and the Mayor of the Commissioner's lack of attendance.

ARTICLE III – OFFICERS

Section 1: Officers

There shall be a President and Vice President of the Commission.

Section 2: Term of Office

The term of each office shall be one year. Officers serve at the pleasure of the Commission and may be removed from office before expiration of their one-year term by a vote of four members of the Commission.

Section 3: Election of Officers

Elections for officers shall be conducted at the first regular meeting of the Commission in each calendar year.

In the event the President is unable to complete his or her term, the Vice President shall serve as President until the next regular meeting. At the next regular meeting, the Commission shall elect a new President to fill the vacancy for the balance of unexpired term. In the event the Vice President is elected as President, there shall be an election for a new vice President at that meeting. If the office of the Vice President is vacated before the expiration of a term, it shall remain vacant until the next regular meeting, at which time the Commission shall elect a new Vice President.

Section 4: Duties of President

The President shall preside at all meetings of the Commission; shall preserve order and decorum and shall decide all questions of order subject to appeal to the Commission by any member. The President will call special meetings and closed sessions. In addition, the President, working with the Commission members and staff, should oversee the preparation of the agenda for all Commission meetings.

Unless the Commission specifies otherwise, the President is empowered to appoint members to standing committees or special subcommittees.

The President will appoint one member of the Commission to the Public Authority's In Home Support Service's Governing Body, subject to confirmation by the San Francisco Board of Supervisors unless there are extenuating circumstances.

Section 5: Duties of the Vice President

In the absence of the President, the Vice President shall preside at meetings of the Commission. In addition, if the President is unable to complete his/her term of office, the Vice President shall serve as President until the next regular meeting.

Section 6: Absence of Officers

In the absence of either the President or Vice President, the Commissioners shall select, by motion a member to preside over the meeting.

ARTICLE IV – MEETINGS

Section 1: Regular Meetings

The Commission shall meet the first Wednesday of each month at 9:30 a.m. if the regular meeting day on a legal holiday, the President may fix another day for the meeting. Regular meetings of the Commission shall be held at City Hall, Room 416, unless otherwise specified and noticed. The Commission may also hold regular meetings within the community to provide constituents with the opportunity to discuss relevant issues.

Section 2: Special Meetings

Special meetings of the Commission may be called by the President or by a majority of the Commissioners. Meetings must be noticed at least 72 hours in advance in accordance with the San Francisco Sunshine Ordinance. If a special meeting will be at a site other than City Hall, Room 416, notice of the special meeting shall be given at least 15 days prior to said special meeting.

Section 3: Notice of Meetings

Agendas of all regular and special meetings shall be posted at least 72 hours prior to the meeting site, the Commission's office, the San Francisco Main Library, on the Commission's website and by email. Agendas and notices shall be provided to each Commissioner and to individuals who have requested such agendas and notices in writing.

Section 4: Cancellation of Meetings

The President may cancel a meeting if she/he is aware that a quorum of the Commission will not be present or if the meeting date conflicts with a holiday or other responsibilities of the Commission. As soon as is reasonably possible, a notice of cancellation shall be posted at the meeting site, at the San Francisco Main Library, on the Commission's website and by email. If time permits, notices of meeting cancellations shall be mailed, faxed or emailed to all members of the public who have requested such notices and agendas in writing.

If a regular meeting is cancelled, the President shall reschedule the regular meeting at a date and time that is after the originally scheduled date and time, that is reasonably close to the originally scheduled date and time and that is calculated to result in the greatest number of Commissioners in attendance at the rescheduled meeting.

Section 5: Conduct of Meetings

All Commission meetings shall be held in compliance with all applicable laws, including but not limited to, the Ralph M. Brown Act, the California Public Records Act, The San Francisco Charter, the San Francisco Sunshine Ordinance and these Bylaws. Except where state and local laws or other rules provide to the contrary, the Commission, at the discretion of the President may use Robert's of Order as a guide to the conduct of meetings.

When a member of the Commission desires to address the Commission, he/she shall seek recognition by addressing the President. When recognized, the member shall proceed to speak. The member shall confine her/his remarks to the question before the Commission.

Section 6: Setting Agendas

The agenda for meetings shall be prepared by Commission staff at the direction of the President and the Director of DAAS. The President shall cause to be placed on the agenda any item requested by a member of the Commission provided that it is received not less than five days prior to a regularly scheduled meeting.

Section 7: Quorum

Four members of the Commission shall constitute a quorum for all purposes of transacting official business.

Section 8: Open Meetings

All meetings shall be open to the public except for lawful closed sessions

Section 9: Closed Sessions

The Commission is authorized to hold closed (non-public) sessions in accordance with the applicable federal, state and local laws. Such closed sessions may include but are not limited to, discussion of appointment, employment, evaluation of performance or dismissal of the Executive Director, or

pending litigation. Upon consultation with the City Attorney and determination that the closed session is both authorized and appropriate under the circumstances, the President of the Commission may call a closed session.

Section 10: Voting

Each Commissioner present at a Commission meeting shall vote “yes” or “no” when a question is put, unless the member has a conflict of interest that legally precludes participation in the vote. Whether a member has a conflict of interest shall be determined by the individual member in consultation with the City Attorney’s Office. Proxies will not be permitted.

The Commission shall take action on items on the agenda by roll call vote, voice vote or show of hands. The minutes shall reflect how each Commissioner voted on each item.

A member may, at any time, explain a vote, or file a written explanation of such a vote, for the minutes, after the result of the voting has been announced and recorded.

Section 11: Public Comment

Each person wishing to speak on an item before the Commission shall be permitted to be heard once, for up to three minutes.

When it appears that an item may elicit considerable public comment, the President may, at his/her sole discretion, ask those who desire to speak to sign up on a sheet provided by the Commission Secretary. Speakers may be called for comment in the order in which they signed the sheet. Members of the public who do not elect to sign or do not wish to give their names may offer public comments after those who did sign have had the opportunity to comment.

ARTICLE V-MAINTENANCE OF COMMISSION RECORDS

Section 1: Minutes

Minutes shall be taken at every regular and special Commission and Committee meeting. A draft copy of the minutes of each meeting of the Commission shall be delivered to each member of the Commission personally, by mail or email before the next regular meeting of the Commission. Approved Commission minutes shall be made available at the Commission’s office, the San Francisco Main Library, posted on the website and by email ten (ten) days after the meeting approving the minutes.

Section 2: Reports

The Commission shall issue an annual report by January 30 of each year on the results of the activities for preceding year. A report shall be issued at least once a year and delivered to the Mayor and the Board of Supervisors. All reports issued shall be placed on file at the Commission’s office, the website, the Clerk of the board of Supervisors and the San Francisco Main Library.

ARTICLE VI – COMMITTEES

Section 1: Establishment

The President of the Commission may establish and abolish all committees of the Commission, except that the President may not abolish those committees created by the Commission. The President shall appoint those members of the Commission who will act as chairpersons and the members of such Committees. Where such committees are to include members who are not members of the Commission, the membership of the Committees shall be approved by the full Commission. Commissioners are appointed to serve on committees for a term of one (1) year.

Section 2: Commission Approval

Actions taken by the Committees only embody recommendations to the full Commission and shall be subject to approval by the Commission as a whole

Section 3: Open Meetings

All Committee meetings shall be open to the public except for lawful closed sessions held in accordance with applicable state statutes and ordinances or the Board of Supervisors.

Section 4: Standing Committees

III. Committees

- A. The Commission has four Standing Committees: Finance, Legislative, Bylaws, and Nominating.
- B. Each Committee shall have three Commission members except Legislative, which will be a joint committee that includes Advisory Council members. The Legislative Committee shall have three Commission members and four Advisory Council members.
 1. Finance Committee: This Committee will coordinate policies regarding the financial structure of DAAS and all fiscal and fiduciary related activities and hold community meetings as necessary. It shall hold no less than one public hearing per year at a time that is reasonable for allowing public comment.
 2. Legislative: This Committee shall review and propose the adoption of local, state and federal legislation to the Commission for approval. It shall propose letters to the Mayor, Board of Supervisors, State and Federal Legislative Committees, State and Federal Legislators on behalf of DAAS and its clients and constituents of San Francisco.

3. Bylaws: This Committee shall coordinate policies regarding the constitutional structure and governance of the Commission. It shall review the Bylaws as needed.
4. Nominating: This Committee shall meet and recommend members for President and Vice President to the Commission. It shall review and recommend vacancy on the Advisory Council and formulate strategies to fill vacancies.

C. Duties (General Duties)

A. The Committee Chair Should:

1. Encourage members to work on the committee and coordinate their activities in the best interest of DAAS.
2. Communicate with members of the committee and coordinate their activities in the best interest of DAAS
3. Keep abreast of all developments in the program area, and take responsibility for interpreting the work of the committee when so requested.
4. Formulate committee proposals to be considered by the Commission and overall direction and/or change of direction of the committee's agenda.
5. The Committee Chair shall have the power to be considered by the Commission and overall direction and/or change of direction of the committee's agenda.

B. Members of Committee:

1. Attend scheduled meetings and special meetings as may be called by the committee chair.
2. Prepare for meetings by studying agenda and related materials to become as well informed as possible on all agenda items.
3. Actively participate in committee deliberations, proposed policies, standards and plans.
4. Act as a representative of the committee and attend meetings of other groups, as requested by the committee chair.
5. Stay informed of the overall work of DAAS.
6. Report to the committee chair on progress of programs of requests and suggest new areas for study as appropriate.

Section 5: Ad Hoc Committees

The President of Commission, at their discretion, may establish ad-hoc Committees to address issues outside the purview of the standing committees. Ad-hoc committees will cease to exist after completion of the designated task.

ARTICLE VII – EXECUTIVE DIRECTOR

Section 1: EXECUTIVE DIRECTOR

The Mayor shall appoint an Executive Director from nominees submitted by the Commission. The Commission shall submit to the Mayor at least three qualified Nominees, and, if rejected, the Commission shall make additional nominations in the same manner until an Executive Director is appointed. The Executive Director shall serve as the Chief Executive Officer of the Department of Aging and Adult Services (DAAS), under the direction of the Commission and shall have the powers and duties thereof under applicable provisions of the City and County of San Francisco Charter and Administrative Code.

ARTICLE VIII - AMENDMENT OF BYLAWS

Section 1: Amendments of Bylaws

The Bylaws of the Commission may be amended by a vote of a majority of the members of the Commission, after presentation of the proposed amendments as a scheduled agenda item at a meeting of the Commission. The Commission and public shall be given ten (10) days' notice before considering any amendments.

Section 2: Public Notice of Bylaws

These Bylaws and any amendments thereto, may be available to the public at any Commission's Office, San Francisco Public Library, on the Commission website and by email.

Section 3: Suspension of the Bylaws

Except those Bylaws that restate duties imposed by law, including the San Francisco Charter, any of these Bylaws may be suspended by the affirmative vote of a majority of the members of the Commission. A motion to suspend the Bylaws is debatable.