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## **Vintage Regional Advisory Council (RAC) By-Laws**

Adopted November, 2000  
Amended: January 10, 2001  
Amended: June 8, 2005  
Amended: March 12, 2008  
Amended: January 11, 2017  
**Amended: September 15, 2021**

### **ARTICLE I AGENCY**

Section 1. Name & Mission of Agency The Agency shall be called Vintage (Region 12 Area Agency on Aging). The mission of Vintage is to provide and connect the community with supports and services that promote aging with independence and dignity for individuals sixty and older and their caregivers in their community of choice.

Section 2. Governing Council The Northwest Colorado Council of Governments Board of Directors (NWCCOG) shall be the Governing Council, grantee, and fiscal agent of the Agency, and shall be responsible for the appointment of an elected official board member to the Vintage Regional Advisory Council.

Section 3. Advisory Council There shall be an Advisory Council to the Agency consisting of older adults who are participants or who are eligible to participate in programs assisted under the Older Americans Act, family caregivers of such individuals, representatives of older individuals, service providers, representatives of the business community, local elected officials, providers of veterans' health care, and the general public. This Advisory Council shall be known as the Vintage Regional Advisory Council (RAC).

Section 4. Area The area to be served by the Advisory Council consists of State Planning and Service Area Region XII. The counties in this region are Eagle, Grand, Jackson, Pitkin, and Summit counties.

Section 5. Nondiscrimination Policy The Regional Advisory Council does not discriminate on the basis of race, creed, color, ethnicity, national origin, religion, sex, sexual orientation, gender expression, age, height, weight, physical or mental ability, veteran status, military obligations, and marital status.

## **ARTICLE II RESPONSIBILITIES OF THE REGIONAL ADVISORY COUNCIL**

Section 1. Responsibilities The Vintage Regional Advisory Council shall provide to NWCCOG and Vintage:

- a. Advise continuously Vintage on all matters relating to the development of the area plan, the administration of the plan, and operations conducted under the plan.
- b. Advice and recommendations on Vintage's policies and procedures.
- c. Review and comment on community policies, programs and actions affecting older individuals; the conduct of public hearings; represent the interests of older persons; and encourage the involvement of older persons.
- d. Review and recommend policies related to how Vintage will address the needs of older people, particularly low-income minority older adults, older adults living in geographically isolated areas, and older adults eligible to participate in the program.
- e. Serve as a link to the community, to county councils on aging, and local elected officials by communicating the purposes, responsibilities and functions of Vintage within the State Planning and Service Area Region XII.
- f. Assist Vintage with compliance with the guidelines and regulations of the State of Colorado (Volume X), the State Office on Aging Policies and Procedures, and the Older Americans Act of 1965 as amended.
- g. Assist Vintage in monitoring and assessing the progress of the subcontractors providing services.

**ARTICLE III**  
**COMPOSITION OF THE REGIONAL ADVISORY COUNCIL**

Section 1. Purpose The purpose of the membership requirements for Vintage's Regional Advisory Council are:

- a. To have broad representation on the RAC
- b. To increase the base of support and connection to the senior community
- c. To increase visibility of senior services
- d. To increase possibilities for joint programming and cooperation across the counties and with other agencies
- e. To share experiences, programs, and best practices across Service Area Region XII

The purpose will be achieved by including expertise from and making connections to:

- a. Senior service areas
- b. The business community
- c. Community organizations
- d. Legislative and political administrators
- e. Caregivers

Section 2. Membership The membership of the Vintage Regional Advisory Council shall be as follows:

- a. At least 50% older adults
- b. One (1) local elected official selected by the Northwest Colorado Council of Governments Board of Directors.
- c. County Representative. Two (2) representatives from each county in the Region XII planning and service area. The entity in each county that represents older adults shall appoint these two representatives (County Council on Aging, Senior Center Board, etc.)

- d. Community Representative. Up to ten (10) individuals of any age with expertise in the following areas of interest to senior citizens and aging issues will make up the remaining membership on the council:
 

-Social Services	-Health Services
-Mental Health	-Legal
-Business	-County Government Staff
-Hospital	-Town Government Staff
-Accounting	-Caregiver
-Faith-Based Organizations	-Community Organizations
-Local Leaders	-General Public
-Education	-Media
-Transportation	-Elected Officials: County & Town
-Surrounding counties	
- e. Senior Center Directors. One (1) representatives from each county senior center in the Region XII planning and service area
- f. Each RAC member shall have one (1) vote

Section 3. Terms The terms of the Vintage Regional Advisory Council membership shall be as follows:

- a. The Northwest Colorado Council of Governments Board of Directors selected elected official representative shall be appointed in odd numbered years for two-year terms beginning on July 1.
- b. County Representatives shall be appointed for two year terms beginning on July 1. Terms shall be staggered with new member representatives from:
  - i) Jackson, Summit and Pitkin counties appointed in even numbered years
  - ii) Eagle and Grand counties appointed in odd numbered years.
- c. Community Representatives serve two year terms.
- d. Senior Center Directors serve so long as they are so employed
- e. Each RAC member shall be limited to 3 consecutive terms, unless a waiver is granted by a quorum.

Section 4. Absences After two (2) consecutive unexplained absences from regular meetings in one year, the RAC shall notify the RAC member in writing that if they have a third (3rd) unexplained absence, their RAC membership shall be terminated.

Section 5. Recruitment The RAC shall assist in the recruitment of the Community Representatives. The entity in each county that represents older adults and the NWCCOG Board of Directors shall be responsible for the recruitment of their designated representatives.

Section 6. The Regional Advisory Council shall have an obligation to conduct business in a manner that both recognizes and prohibits actual or potential conflict of interest.

- a. An actual or potential conflict of interest occurs when a RAC member is in a position to influence a decision that may result in a personal gain for that Regional Advisory Council (RAC) member or relative as a result of the region's business dealings. For the purposes of this policy, a relative is any person who is related by blood or marriage, or whose relationship with the employee is similar to that of persons who are related by blood or marriage.
- b. No "presumption of guilt" is created by the mere existence of a relationship with outside firms. However, if the RAC members have any influence on transactions involving purchases, contracts, or leases, it is imperative that they disclose to the chairperson of the RAC as soon as possible the existence of any actual or potential conflict of interest so that the designated policy can be followed.
- c. Members of the RAC who are board members of agencies, or otherwise affiliated with an agency, that have submitted applications for an award of funds to Vintage shall not take part in the review process that evaluates such applications and shall abstain from casting a vote to approve or disapprove of such application. Neither shall there be participation in any evaluation, assessment, or review of an Vintage's grantee's operations on the part of RAC member, nor participation in any other activity that can be considered a conflict of interest because such member's official relationship with the grantee organization.
- d. Members may still be involved in the review, evaluation, and assessment process for services where a conflict of interest does

not exist.

#### **ARTICLE IV GRANT REVIEW COMMITTEE**

- Section 1. Purpose The Grant Review Committee shall review applications for funds and recommend the allocation of funds for services.
- Section 2. Membership Regional Advisory Council members or other interested persons who have no conflict of interest can serve on the Grant Review Committee. The Committee shall have at least five (5) and no more than nine (9) members' preference to be being given to membership from each county and shall be selected for two years.
- Section 3. Conflict of Interest See Article III, Section 6

#### **ARTICLE V OFFICERS**

- Section 1. Officers The officers of the Vintage Regional Advisory Council shall be a Chairperson and Vice-Chairperson. The Chairperson and Vice-Chairperson shall be elected by the RAC at a biannual meeting for a term of at least two successive years. Terms of officers begin July 1.
- Section 2. Vacancy A vacancy in the office of Chairperson or Vice-Chairperson may be filled by the RAC for the unexpired portion of the term.
- Section 3. Chairperson The Chairperson shall preside at all meetings of the RAC, except as otherwise authorized by resolution of the Regional Advisory Council members.
- Section 4. Vice-Chairperson The Vice-Chairperson shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson; and in the event of the resignation or death of the Chairperson, the Vice-Chairperson shall perform such duties as are imposed on the Chairperson until such time as the RAC elects a new Chairperson.
- Section 5. Removal of Officers Upon an affirmative vote of a majority of the members of the RAC, any officer may be removed, either with or without cause, and

his/her successor elected at any regular meeting of the RAC, or at any special meeting of the RAC called for such purpose.

Section 6. Officers shall be limited to 3 consecutive terms, unless a waiver is granted by a majority of members.

## **ARTICLE VI MEETINGS**

Section 1. Annual Meetings An Annual meeting shall be held in the month of June each year.

Section 2. Regular Meetings At least four (4) regular meetings shall be held on a schedule approved by the RAC, at a places and time designated by the RAC. Public Notice of meetings shall be sent at least ten (10) days prior to such meetings. The meeting agenda must be delivered at least ten (10) days prior to the time of the regular meeting to each member.

Section 3. Special Meetings Special meetings of the RAC may be called by the Chairperson or at least five RAC members. Such special meetings shall be held to transact any business designated in the call. The call for a special meeting must be delivered at least seven (7) days prior to the time of proposed meeting to each member.

Section 4. Quorum A quorum shall consist of 51% of the RAC members. Presence at a meeting shall be in person, by electronic means or such other method that allows the member to participate.

Section 5. Waiver of Notice Attendance at Meeting. Any notice provided or required to be given to the members may be waived in writing or electronically by any of them, whether before, at, or after the time stated therein. Attendance of a member at any meeting shall constitute a waiver of notice of such meeting except where the member attends for the express purpose, and so states at the opening of the meeting, of objecting to the transaction of any business because the meeting is not lawfully called or convened.

## **ARTICLE VII RULES OF ORDER**

Section 1. Rules of Order The rules contained in Robert's Rules of Order shall govern the Agency and RAC in all cases to which they are applicable and in which they are not inconsistent with the By-Laws.

**ARTICLE VIII  
AMENDMENTS**

Section 1. Amendments to By-Laws The By-Laws of the Agency shall be amended only with the approval of two-thirds (2/3) majority of members in attendance having been given, at least, seven days (7) written notice.

**ARTICLE IX  
DISSOLUTION OF THE AGENCY**

Section 1. Dissolution Upon the dissolution of the Agency, the Governing Board shall, after paying and making provision for the payment of all of the liabilities of the Agency, dispose of all of the assets of the Agency exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Governing Board shall determine. Any such assets to be disposed of shall be disposed of by the Court of Common Peace of the county in which the principal office of the Agency is located, exclusively for such purposes or to such organization or organizations as said court shall determine.

**ARTICLE X  
ADMINISTRATIVE REVIEW PROCEDURES**

Section 1. Review and Decision Procedures Vintage shall abide by NWCCOG Resolution No. 1982-1.



**NORTHWEST COLORADO COUNCIL OF GOVERNMENTS**

A RESOLUTION ADOPTING A POLICY FOR THE ADMINISTRATIVE REVIEW OF ACTION TAKEN BY ADVISORY COUNCILS TO THE BOARD OF DIRECTORS OF THE NORTHWEST COLORADO COUNCIL OF GOVERNMENTS.

WHEREAS, the Northwest Colorado Council of Governments is an intergovernmental association of local governments in Colorado formed pursuant to Article 18, Section 2 of the Colorado Constitution and Section 29-1-201, et seq., C.R.S. 1973 and

WHEREAS, NWCCOG has been designated as a regional planning commission pursuant to Section 30-28-105, C.R.S. 1973, and

WHEREAS, in order to assist its in its administration of certain federal, state and local grants programs, the NWCCOG Board of Directors, has, from time to time, created "advisory councils," and

WHEREAS, the Board of Directors has determined it to be in the best interest of NWCCOG, its member local governments, and the ultimate recipients of funds from such federal, state and local grant programs to establish an administrative review procedure for actions taken by the advisory councils created by the NWCCOG Board of Directors.

NOW THEREFORE, be it resolved by the Board of Directors of the Northwest Colorado Council of Governments, as follows:

1. There is hereby established an administrative review procedure whereby persons desiring to challenge or have reconsidered any decision of any NWCCOG advisory council may have recourse to a defined process for that purpose.

**NWCCOG RESOLUTION NO. 1982-1  
(Amendments to By-Laws of the Northwest Colorado Council of Governments)**

**ARTICLE VIII**

**ADMINISTRATIVE REVIEW PROCEDURE  
FOR ALL NWCCOG ADVISORY COUNCILS**

1. Authority and Scope

These procedures apply to all requests for reconsideration or review of decisions by all advisory councils to the NWCCOG Board of Directors.

2. Decision Procedure for NWCCOG Advisory Councils

All NWCCOG advisory councils must make required decisions by a majority vote of a quorum of the members of such council. For all NWCCOG advisory councils, a quorum shall be 51% of the membership. No decision may be made without a quorum.

3. Review by the NWCCOG Board of Directors

All decisions of the NWCCOG advisory councils are subject to review and approval or veto by the NWCCOG Board of Directors. Actions by the NWCCOG Board of Directors on advisory council decisions shall be binding on such councils. Members of the Board of Directors may participate in a review of the NWCCOG advisory council decision if the decision is general and region wide in nature, provided however, members of the Board of Directors may not vote concerning decisions of NWCCOG advisory councils which affect exclusively the county or municipality from which the NWCCOG Director is a representative.