

Article I: Mission Statement

The Ayer Council on Aging (COA) was established to act as an advisory and advocacy Board for the Ayer Senior Center and its staff. Our goal at the Ayer COA is to empower individuals and families as they make life choices in support of aging with dignity, health, and personal fulfillment. We support the work of the Senior Center as it endeavors to provide a variety of programs and services to bring together our senior citizens in a safe and nourishing environment.

Article II: Membership

1. The COA shall consist of 5 members appointed by the Select Board. Each member serves for a term of three years.
2. Each member shall be a resident of Ayer.

Article III: Meetings

1. Regular meetings of the COA shall be held monthly on the second Tuesday of each month at 2:00 PM at the Senior Center.
2. Special meetings may be called by the Chairperson.
3. Unless otherwise exempted by law, all meetings of the COA shall be posted and open to the public in accordance with the Massachusetts Open Meeting Law.
4. A quorum for the transaction of business shall be three members.

Article IV: Officers

1. The COA shall elect from its membership a Chairperson, Vice-Chairperson, and Clerk.
2. Officers shall serve terms of one year.
3. Officers may be re-elected for successive terms.

Article V: Board Member Responsibilities

1. Members are expected to attend regular meetings and participate actively in discussions and decisions.
2. Members are expected to stay informed about issues relevant to the aging population.
3. Members shall treat all fellow members and the public with respect.
4. Members shall act in the best interest of the organization's mission (duty of loyalty).
5. Members shall act in accordance with the organization's mission (duty of obedience).
6. Members shall stand aside when there is a conflict of interest (recusal).
7. Members shall take reasonable care when making decisions for the organization (duty of care).
8. Board members are expected to volunteer for senior center events or functions at least four times per year.

Article VI: Committees

The COA may establish standing or ad-hoc committees to address specific areas of concern.

Article VII: Attendance

Regular attendance at meetings is expected of all members. In the event of any member being absent for three (3) consecutive meetings, except for reasons of health or extenuating circumstances as reported to the Chairperson in advance of the meetings, the Council shall request the resignation of that member through the Select Board. On the occasion of six (6) absences within a term year, the Council may by majority vote recommend the Select Board dismiss the member from the Council.

Article VIII: Public Records

The COA shall comply with the Massachusetts Public Records Law.

Article IX: Amendments

These Rules and Regulations may be amended by a two-thirds vote of the COA membership at a regular or special meeting, provided that the proposed amendment has been circulated to all members at least 14 days prior to the meeting.

Article X: Additional Policies

The COA may adopt additional policies and procedures as needed to govern its operations.

Article XI:

Those newly appointed to the Council must:

1. Get sworn-in at the Town Clerk's office
2. Obtain and review the Town of Ayer's Guide for Board/Committee members. https://www.ayer.ma.us/sites/g/files/vyhlf2756f/uploads/board_committee_member_guide_-_final.pdf . Sign acknowledgement and return to the Town Manager's office.
3. Contact the Ayer IT department (978 772-8252) to get @ayer.ma.us email credentials
4. Review and sign the Town's electronics communications policy. www.ayer.ma.us/sites/ayerma/files/uploads/ecp.pdf
5. Complete ethics/conflicts of interest requirements. Return proof of completion to the Town Manager's office.

Additional Resources:

Massachusetts Council on Aging: <https://mcoaonline.com/>

Open Meeting Law www.mass.gov/ago/openmeetinglaw

Public Records Law www.sec.state.ma.us/pre/prepdf/guide.pdf

Conflict of Interest Law www.mass.gov/ethics

Freedom of Information Act www.foia.gov

Both duty of loyalty and duty of obedience are important parts of a board member's fiduciary responsibility, but they focus on different aspects:

- **Duty of Loyalty** prioritizes the interests of the organization the board member serves. This means avoiding conflicts of interest and acting in the best interest of the organization, even if it means sacrificing personal gain. For example, a board member shouldn't steer a contract to a company they have a personal stake in.
- **Duty of Obedience** emphasizes following the rules and legal guidelines that govern the organization. This includes adhering to laws, regulations, the organization's charter and bylaws, and established policies. It also ensures the board is acting within its authority and fulfilling the organization's mission.

Here's an analogy: Think of the organization as a ship. Duty of loyalty steers the ship towards its intended destination, while duty of obedience ensures the ship stays afloat and navigates safely within the rules.

- **Duty of Care:** This focuses on the **level of attention and competence** a board member should exhibit. Imagine it as the standard of effort expected. Board members are obligated to act with an informed and reasonable level of care when making decisions. This involves:
 - Staying informed about the organization's affairs through attending meetings, reviewing materials, and asking questions.
 - Exercising good judgment by considering relevant information and seeking expert advice when necessary.
 - Making decisions in the best interests of the organization, not for personal gain.
- **Recusal:** This is the process where a board member **steps aside from a discussion or vote** due to a conflict of interest. A conflict arises when a board member's personal interests could influence their judgment on a matter before the board. Recusal ensures that decisions are made impartially and upholds the duty of loyalty.

The Connection:

Both duty of care and recusal contribute to fulfilling the duties of loyalty and obedience. By acting with care (duty of care) and recusing themselves from conflicts (recusal), board members can make informed decisions that prioritize the organization's well-being and adhere to relevant regulations (loyalty and obedience).

Example:

Imagine a board member whose cousin applies for a high-level position in the organization. To fulfill their duty of care, the board member should actively participate in discussions about the position's qualifications and assess all candidates. However, due to the family connection, they should also recuse themselves from the final vote on the specific candidate to avoid any appearance of

DRAFT