

# CITY OF GARDNER

MASSACHUSETTS 01440

## COUNCIL ON AGING



Charles P. McKean Building  
294 Pleasant Street

T: (978) 630-4067  
F: (978) 632-5965

### **SPECIAL MEETING OF THE GARDNER COUNCIL ON AGING**

#### **Minutes**

July 12, 2023 @ 11AM Gardner Senior Center

**Present:** Director Michael Ellis, Chairman Ron Darmetka, Vice Chair Paul Leone, Treasurer Theresa Hillman, Gloria Tarpey  
**Associate Members:** Paul Crowley, Nancy Hebert, Kristy Livingston, Adele Peterson  
**Absent:** Kathy O'Brien, Audrey Faucher, Ken Fournier, Mary Shaffer, Stan Luczko, Dan Kelley, Cheryl Howes, Tracy Hutchinson, Barbara LeBlanc

#### **1. CALL TO ORDER:**

Meeting called to order at 11:00 am by Chair Ron Darmetka

#### **2. BY LAW REVISIONS**

Mike acknowledged the work of Paul Leone, Paul Crowley, Terri Hillman and Ron Darmetka on the work they did to prepare the recommendations for revisions to the COA BY Laws.

The proposed revisions were presented to the group two months ago and have been available for the last month for review by the members and the public.

Mike Ellis reviewed all of the proposed changes to the Board with the old by laws along with the proposed changes. The review also included a summary of why the changes were being made.

- a. To amend Article I, Establishment, defining COA as a Municipal Board
- b. To amend Article II, Purpose, to include customary language for the work the COA does and define its role more clearly.
- c. To amend Article III, Offices, striking existing address, establishing offices at the location of the Gardner Senior Center or where designated by Mayor/Council
- d. To amend Article IV, Membership, to more clearly define and establish the make up of the COA and the process by which membership is established on the COA. To remove the language establishing seats on the COA for specific organizations. To remove terms of service restrictions and more clearly define residency requirements

- to serve. To merge affiliate or Associate Membership/Advisory Committee language from the former Article XI, Affiliate or Associate Membership/Advisory Committee.
- e. To amend Article V, Voting Rights and Responsibilities of Members to include one person, one vote rule, define rules around proxy voting, establish remote participation by members, define process for voting by members, make minor changes to the definition of unpaid municipal employees and Conflict of Interest, and merge Article VII, Section 6, Representation into this section to ensure this provision applies to all COA members and not just officers.
  - f. To amend Article VI, Meetings of Members to better define the types of COA meetings, when they meet and how they are called including notice requirements, and add language that allows the Secretary to delegate notice requirements to the CEO or their staff. Re-arranges Sections in this Article, defines process for absence and resignation from the board including merging Section 7 of this Article into Section 4 of this Article, removes conflicting requirements for a quorum, establishes guidelines for conducting meetings, and more clearly defines record keeping requirements for meetings.
  - g. To amend Article VII. Officers, to include a description of the role of the Chair, outline terms of service for officers, expand the definition of the roles of Secretary and Treasurer, define relationship between CEO and Officers, and amend role of CEO to reflect current roles.
  - h. To amend Article IX, Board/Staff Relationship to follow outline and creates Article VIII, Board/Staff Relationship. Strikes provisions found in other sections of By Laws.
  - i. To amend Article VIII, Amendments to re-order to Article X, Amendments, cleans up language for process, and includes language for precedence if conflict occurs between City Charter and By Laws.
  - j. To Amend Article X, Committees to become Article IX, Committees and defines how such groups are established
  - k. To amend Article XII, to become Article XI and establish the date for revisions if accepted

*After considerable discussion, the motion was made and carried to cast one vote to accept/approve the recommended By-Law changes with the following modifications (Leone/Hillman, 4-0, unanimous):*

- 1.) *To change all references in the by laws regarding members appointed by the Mayor and confirmed by the Council using the following term: “Appointed (Regular) Members”; and*
- 2.) *Article, Section 5 shall be amended to include the following: “The CEO shall serve in an advisory capacity to the Council on Aging and shall have no vote on matters before the Council on Aging.”*

### **3. BOARD MEMBERSHIP**

- A. *Motion made and unanimously carried to appoint/accept Denise Whitney, Gardner resident and staff at MWCC Lifelong Learning as an Associate Member of the COA(Leone/Hillman, 4-0, unanimous)*

- B.** *Motion made and unanimously carried to appoint Julie Meehan, Executive Director of the Gardner CAC, as an Associate Member of the COA, (Leone/Tarpey, 4-0, unanimous)*

**4. NEXT MEETING DATE:**

The next Regular Scheduled meeting of the Council on Aging is September 11, 2023, at 2pm.

**8. ADJOURNMENT:**

*Motion made and carried unanimously to adjourn made by Leone/Hillman, 4-0..*

**Respectfully submitted by,  
Michael F. Ellis, CEO  
Director, Gardner Senior Center**