

By-Laws of “Aging Well in Waldo County “

2018

Name of the Group

The name of this organization shall be *Aging Well in Waldo County*, hereafter referred to as *AWWC*.

The Mission of Aging Well in Waldo County

The mission of Aging Well in Waldo County is to mobilize our communities to identify and address the needs of our aging friends and neighbors, striving for inclusive, supportive and safe communities for all.

The Goals for Aging Well in Waldo County

- To promote ideals and principles of AARP Livable Communities for Waldo County persons age 50 and over.
- To encourage and maintain participation and unity toward positive actions.
- To provide leadership to, and coordination with municipalities in Waldo County for Age-Friendly initiatives.
- To initiate and support solutions to Waldo County issues using the AARP SMART goals format.
- AWWC shall be a non-discriminatory, non-profit organization.

Membership General Assembly

Each municipality is entitled to have members representing their community. These and other stakeholders as well as interested persons constitute the General Assembly of AWWC.

Members will:

- Attend the annual meeting (October);
- Represent their municipalities;
- Make themselves available to serve on committees that suit their interests and talents;
- There is no maximum number of people on the General Assembly;
- General Assembly members may work within communities, or on initiatives that promote the goals of AWWC;
- Encourage broad participation within communities to enable projects and initiatives to be successful, which may include but not be limited to: forming local AWWC Sub-Committees, fundraising, grant writing, publicity, etc.;
- Will elect members to the Board of Directors every two years and fill vacancies as needed annually, starting in October 2020.
- Any person appointed to any committee is a member of the General Assembly.

Board of Directors

The function of the Board of Directors, as with the Executive Committee is to further the work of Aging Well in Waldo County. All Board meetings are open to the public.

Functions and Powers:

- Where authorized by the General Assembly or these By-Laws to act on behalf of the General Assembly in conducting the business of AWWC;
- To elect principal officers and chairpersons of the Special Committees. Principal officers shall be a chairperson, vice-chairperson, recording secretary, treasurer, and corresponding secretary;
- To propose an annual work plan and budget to the General Assembly;
- To consider and recommend action on regional policies and a strategic plan, and other studies or plans;
- To create committees as needed.
- To fill any vacancy on the Board of Directors and any other officers;
- To perform such functions and engage in such activities as are directly delegated to the Board by the General Assembly;
- To take directions as needed from the Chairperson, Executive Committee, or a relevant committee;
- Board Members meets bi-monthly;
- Executive committee members are also members of the Board and the General Assembly;
- All Board members must be members of the General Assembly;
- Up to 50 Members are elected by the General Assembly and serve a two-year term;
- A Board Member or Executive Committee member who has 3 unexcused absences is automatically removed from the Board. Excused absences are those informed in advance for health, family, and other crucial obligations;
- The Executive Committee recommends and makes interim appointments as needed;
- Officers can serve two two-year terms. They may run for election after a two-year absence from that same office;
- Officers are free to run for election to a different office;
- Board members can serve up to three two-year terms. They can run for election again after a two-year absence;
- The quorum for the full Board meetings is 15.

Officers

Chairperson

The duties of the chairperson shall be:

- Elected for a two-year term;
- To lead and manage affairs of AWWC;
- To decide and determine the need for meetings;
- To arrange meetings;
- To solicit agenda items from the Officers via phone, email, or social media (Zoom, Skype, etc.);
- To recommend Special Committee Chairpersons who serve on the Board;

- To demonstrate leadership as needed on issues and agendas;
- To recommend *ad hoc* committees as needed to address interests and concerns of AWWC;
- To act as the liaison between AWWC and partner agencies or the general public;
- To serve as a non-voting member on each committee;
- To perform other duties assigned by AWWC;
- To vote only in instances needed to break a tie.

Vice Chairperson

The duties of the vice chairperson shall be:

- Elected to a two-year term;
- To assist the chairperson and perform all duties of the chairperson during an absence;
- To serve as acting chair if the chairperson job becomes vacant until an election of a chairperson can take place;
- To be assigned to attend a committee or other event in lieu of the chairperson;
- To initiate outreach to support and extend the work and membership of AWWC;
- To be the liaison to the Outreach Committee and committees with similar charges;
- To perform other duties assigned by AWWC.

Recording Secretary

The duties of the recording secretary shall be:

- Elected for a two-year term;
- To keep complete and accurate minutes and file a copy of these minutes with the chairperson prior to the next meeting;
- To record attendance of AWWC meetings and events;
- To maintain and share lists and contact information with other officers including the technology director, chairperson, and corresponding secretary;
- To make available to AWWC member any or all public documents related to AWWC, upon request;
- To be ex-officio voting member of AWWC Archives and Research;
- To perform any duties assigned by AWWC.

Treasurer

The duties of the treasurer are:

- Elected for a two-year term;
- To work closely with any fiscal agent associated with AWWC;
- To track the activity of grants, be cognizant of regulations related to grants, and maintain records of available funds for AWWC;
- To establish and maintain a bank account as needed and maintain accurate records of AWWC funds;
- To provide written financial reports monthly to the ~~organization~~ Finance and Budget Committee.

- To provide written financial reports monthly to the Executive Committee;
- To ensure payment of any bills for AWWC and handle reimbursements of funds;
- To provide written financial reports to the Board of Directors and General Assembly when they meet;
- To be a voting ex-officio member of the Finance and Budget & Grants and Fundraising Committees;
- To perform other duties as directed by AWWC.

Corresponding Secretary

The duties of the corresponding secretary shall be:

- Elected for a two-year term;
- Receive the prepared agenda for circulating 7 days prior to the meeting. Adjustments can be made to the agenda at the beginning of the meeting by motion and vote of the members present;
- To cause notice, agenda and minutes of all AWWC meetings to be sent to all members at least 7 days prior to said meeting;
- To write and submit meeting and event notices to local media;
- To write, or cause to be written, press releases on special meetings, events, and specific issues as directed by AWWC;
- To prepare mailings or other advertisements for AWWC events, meetings, and activities;
- To provide notice of cancellations to AWWC members and local media;
- To provide quarterly reports to the City of Belfast Council, the Waldo County Commissioners, and partner agencies, such as Maine AARP. The report should be approved by officers via email prior to sending;
- In the absence of the Corresponding Secretary, the preparation and circulation of the minutes is the responsibility of the Recording Secretary;
- To perform other duties assigned by AWWC.

Executive Committee

The Executive Committee shall consist of up to a total of 20 members:

1. Chairperson; Vice Chairperson; Recording Secretary; Treasurer; and Corresponding Secretary.
2. Chairperson of each Special Committee;
3. Executive members at large (Ad hoc committee chairpersons would be appointed from this group);
4. AARP liaison;
5. Any member of the Executive Committee may be removed from their position for inactivity or impropriety by a $\frac{2}{3}$ vote of the Board of Directors.

Duties and Responsibilities of the Executive Committee are:

- Meetings of the Executive Committee shall be held monthly, or as necessary, with prior notice made to all members of the executive committee at the call of the Chairperson or any three of its members;

- Give input for agenda items;
- Seven members of the Executive Committee shall constitute a quorum;
- The Executive Committee shall serve in an advisory capacity to the Chairperson and the Board of Directors. Individuals are asked to serve a minimum of two years;
- The Executive Committee may make recommendations but shall have no power to bind the Board of Directors to a final action except in situations of an urgent nature;
- In situations of an urgent nature requiring immediate attention, the Executive Committee may make a necessary decision at a duly called and constituted meeting;
- When necessary, voting by email or telephone is acceptable, provided an attempt is made to contact every member of the Executive Committee;
- A report on said action shall be made to the next meeting of the Board of Directors;
- The Executive Committee shall keep minutes of all meetings and these records shall be open and available at the next Board of Directors meeting or upon request;
- The Executive Committee shall perform any other task as may be assigned by the Board of Directors;

Special Committees

Special Committees will be created in these by-laws instead of Standing Committees because the nature of a new organization needs to be fluid and adaptable as the committee and its work progresses. The duties of Each Special committee shall have a chairperson who is a duly elected voting member of the Board of Directors. Additionally, the Chairperson shall:

- Be a voting member of the Executive Committee;
- The duty of any committee chair is to help the charge and work of the committee, delegate tasks as needed, monitor tasks as needed, and be prepared to report to the Board as directed by the Executive Committee;
- Provide a written report at each Board meeting if the committee has been active during the period;
- Provide a written report to the Recording Secretary to be filed;
- Appoint committee members as necessary. These members need not be members of AWWC;
- Make a recommendation at the end of some or all its charges if this special committee should be disbanded or become a Standing Committee. This recommendation needs to be made before the end of a year at the 2019 General Assembly meeting.

Duties and Responsibilities of Special Committee Chairpersons

The chairperson of a special committee understands and executes the charge to their committee. Additionally, they:

- Are elected by the Board;
- Calls meetings as needed;
- Adds members as needed;
- Reports regularly to the Executive Committee and Board of Directors;

- The Chairperson, in consultation with their committee, will present recommendations to the Board as to whether, or under what circumstances, this committee should continue, if needed, as a Standing Committee;
- This individual sits on the Executive Committee as a voting member;
- This individual can be removed from their position by the Board for inactivity or impropriety and replaced by an interim chairperson.

Special Committee #1: Committee for Finance and Budget

Responsible to prepare a draft budget to the Executive Committee prior to the General Assembly meeting, for ~~to~~ recommendation, or not to recommend, approval and adoption of the budget to the Board of Directors;

- Responsible for the presentation of the budget to the Board of Directors, also prior to the General Assembly, for approval and adoption;
- Receives from and reviews financial statements with the Treasurer monthly;
- Provides oversight of the financials monthly by written report;
- The Treasurer is a voting ex-officio member of this committee.
- To perform any other task as may be assigned by the Executive Committee or the Board of Directors.

Special Committee #2: Grant Writing and Fundraising Committee

The duties of the Grant Writing and Fundraising Committee is to supply the organization with acquired funds to do the work for AWWC.

- Responsible for searching, finding, writing and submitting grants;
- Research other proposals and sources that secure funds;
- Recommend and assist in plans to hold Fundraising events as deemed necessary;
- The Treasurer is a voting ex-officio member of this committee;
- To perform any other tasks as may be assigned by the Executive Committee or Board of Directors.

Special Committee #3: Committee for Communication, Technology, and Social Media

The duties of the Communications, Technology and Social Media Committee:

- To establish support of these functions as needed;
- To be responsible for maintaining a website;
- To establish policies for the use of the website;
- To be responsible for maintaining social media outlets;
- To develop social media policies. and strategies to manage a strong AWWC messaging program;
- To be responsible for other duties related to communications as directed by AWWC.
- To perform any other tasks as may be assigned by the Executive Committee or Board of Directors.

Special Committee #4: Outreach

The purpose of the Outreach Committee is to communicate and engage with the municipalities and other stakeholders in Waldo County to inform seniors and encourage participation.

- To develop policies, and strategies to enable effective communication and participation of all constituent groups;
- To assign outreach needs and initiatives to members;
- To communicate activities to the Executive Committee and Board of Directors;
- Receive from the corresponding secretary and the Outreach Committee information as needed;
- To perform any other tasks as may be assigned by the Executive Committee or Board of Directors.

Special Committee #5: Publicity and Information Management

The Chairperson and members of this committee manage the role of members and their contact information including municipalities and stakeholders, maintain currency of these rosters, including but not limited to names, addresses, phone numbers, emails, addresses, and other pertinent information:

- The Corresponding Secretary is an ex-officio non-voting member of this committee;
- Provide the corresponding secretary and the Outreach Committee with needed information needed for outreach;
- To provide information on the membership as needed by the Board;
- To submit notices and press releases to all local outlets prior to events and to make known the work of AWWC;
- This committee must work closely with the technology and communication committee.
- To perform any other tasks as may be assigned by the Executive Committee or Board of Directors.

Special Committee #6: Social Isolation

The purpose of this committee is to further the work of SMART goals related to Isolation in Waldo County municipalities:

- To develop policies and strategies to enable effective solutions and participation in all Waldo County communities;
- To further the work of communities who have found some solutions related to social isolation in Waldo County.
- To share successes with other communities to further solving isolation of the aging population;
- To liaise with related organizations as needed to further this work;

- To appoint committee members as needed to further the work of any SMART goals.
- To perform any other tasks as may be assigned by the Executive Committee or Board of Directors.

Special Committee #7: Transportation

The purpose of this committee is to further the work of SMART goals related to transportation:

- To develop policies and procedures to further the committee work;
- To liaise with related organizations as needed to further this work;
- To appoint members as needed to further the work;
- To appoint committee members as needed to further the work of any SMART goals.
- To perform any other tasks as may be assigned by the Executive Committee or Board of Directors.

Special Committee #8 :Affordable Housing

The purpose of this committee would be to further the work of SMART goals related to housing needs:

- To develop policies and procedures to further the committee work;
- To liaise with related organizations to further the work;
- To appoint committee members as needed to further the work of any SMART goals.
- To perform any other tasks as may be assigned by the Executive Committee or Board of Directors.

Special Committee #9: AWWC History and Archives

The duties of the committee are:

- To maintain a copy of all records and files of the work of AWWC, including but not limited to old agendas, handouts, booklets. etc.;
- To collect records pertinent to the work and progress of AWWC as directed by the Board;
- To have a record of the past funding opportunities of AWWC.
- To perform any other tasks as may be assigned by the Executive Committee or Board of Directors.

Ad Hoc Committees

To allow for the creativity of ideas which further the work of AWWC, the AWWC chair may appoint Ad Hoc committee heads to explore and develop ideas. The individuals who head these ad hoc committees and their members are automatically members of the General Assembly.

The charge of the Ad Hoc committee needs to be clear and flexible to support the project. When the charge is complete, the Ad Hoc head will report to the Board and make any needed assessment as to the dissolution or continuance of the ad hoc committee.

An Executive Committee member will be the Liaison to the Ad Hoc Committee for the Executive Committee and the Board of Directors.

Resignations

Any member, Committee Chairperson, or officer may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified, or if no time is specified, then it shall take effect upon receipt by the AWWC Chairperson, who shall record such resignation. The acceptance of a resignation by the vote of the AWWC Committee is not necessary.

Filling Vacancies

1. Any vacancies of Special Committee Chairpersons and/or officers of AWWC shall be filled at a Board meeting duly called for that purpose.
2. Any vacancies of Board members shall be filled by the General Assembly when they meet.

Executive Committee Member and/or Officer/Committee Chairperson Removal

1. Any member of the Executive Committee may be removed because of inaction or impropriety by a two-thirds (2/3) vote of the AWWC Board members present and voting at a meeting called for that purpose by written or electronic notice sent to all AWWC Board members at least seven (7) days prior to said meeting.

ELECTIONS

Preliminary Election

The approval of these by-laws by $\frac{2}{3}$ of the Board Members present and voting (Must be present) triggers a special preliminary election. The procedures are as follows.

1. By approved motion, a nominating committee shall consist of one Board Member and one General Member;
2. The nominating committee will assemble a potential slate, in communication with and consent from candidates;
3. The committee will circulate their recommended slate to all Board members at least 7 days in advance of the Board meeting;
4. Board members will vote on the nominating committee's report;

5. The following month Board meeting will be the preliminary election. Candidates who wish to make a statement on their behalf may do so;
6. The nominating committee members will prepare paper ballots for voting, count ballots and announce outcomes;
7. New officers' terms begin immediately and terminate at the General Meeting October 2020.

Regular Elections

A nominating committee consists of one past Chair or other Officer, one Board member, and one general assembly member.

The nominating committee is tasked with assembling a slate of:

- Board Members to be elected at the October General Meeting,
- Potential Officers, and
- Potential Committee Chairs.

Each candidate must give consent to stand for election and be advised by the nominating committee as to the commitments and duties of the Board.

The nominating committee presents their slate of Board Members to the General Assembly.

The nominating committee presents their slate of Officers to the Board of Directors.

Both slates are announced and circulated in advance by email and snail mail, at least seven days prior to the General Assembly.

The nominating committee conducts the election by show of hands at the General Assembly or at the Board meeting, unless some positions are contested in which case any member can request a paper ballot be implemented. Terms of Board Members and Officers begin immediately.

Meetings of AWWC

Meetings of AWWC follow Robert's Rules of Order Newly Revised (2011, De Capo Press)) for conducting business and action items.

Amendments to these By-Laws

All organizations must revisit and revise their bylaws periodically as organizations grow, change, or the context and circumstances around the organization change. These bylaws can be amended as follows:

- As needed, the Executive Committee can appoint an ad hoc bylaws committee, expressing the concerns needing to be addressed;
- Bylaws proposed changes are circulated to the entire organization at least 2 weeks prior to a General Assembly meeting by the Corresponding Secretary or the chair of the Ad Hoc committee if the secretary is unavailable, inviting feedback on changes;
- Proposed changes are voted on at the General Assembly in October of each year;

- Changes go into effect immediately.

Partner Members

AARP Maine is an official partner of Aging Well in Waldo County.

SPECTRUM Generations is a partner of Aging Well in Waldo County.

Other entities are partners by their participation.

Representative of the Waldo County General Hospital-

Representative of the Regional Center for Disease Control and Prevention-

Representative of TRIAD-TRIAD is a partnership of seniors, law enforcement, and local government dedicated to improving the safety of people 50 and older in their homes and communities through education and service.

Waldo Community Action Partners.

Other agencies representatives that are needed to further short term or long-term goals (Example – mid-coast transportation, hospice, sheriff’s office, YMCA-AOA, etc.).

All members receive notices of meetings and events, minutes of meetings, as are always welcome to attend. This also includes Partner members.

Voting on this document is by $\frac{2}{3}$ of the Board Members present either by show of hands or written ballots, if requested.

Voted and Approved on _____ by AWWC Executive Committee

Signatures:

_____ **Chairperson**

_____ **Secretary**