

**BY-LAWS**  
of  
CENTRAL MAINE AREA AGENCY ON AGING, INC.

Amended and Restated November 09, 2016

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## ARTICLE I – NAME

The name of this organization shall be Central Maine Area Agency on Aging, doing business as Spectrum Generations.

## ARTICLE II – PURPOSE

The purposes of this Corporation are:

1. to serve as a benefit association for the mutual assistance of older citizens in the following geographical areas, which may be referred to, separately or collectively, elsewhere in these By-laws as the “county area” or “county areas,” respectively:

Knox County; Lincoln County; Sagadahoc County; Kennebec County; Waldo County; Somerset County; Brunswick area in Cumberland County

2. to inform and educate older citizens and the public at large of the needs of and benefits available to older persons and persons with disabilities;
3. to propose, create, develop, and administer programs which provide, or promote the provision of, goods and services for older Maine people and persons with disabilities;
4. to apply for, receive, and administer funds from gifts and private grants or contributions and from public grants or other sources funded by governmental programs now in effect, or hereafter becoming effective; and
5. to perform any and all actions incidental, necessary, suitable, or proper to accomplish any of the purposes stated above.

Notwithstanding anything here to the contrary, the Corporation shall exercise only such powers as may promote social welfare, bring about social improvements, and as are in furtherance of the exclusive exempt purposes of organization set forth in section 501(c)(3) of the Internal Revenue Code of 1954 and its regulations as the same now exist or as hereafter may be amended. No part of the activities of the Corporation shall include direct or indirect participation or intervention in political campaigns on behalf of, or in opposition to, any candidate for public office.

The Corporation is not organized for profit, and no part of the net earnings of the Corporation shall inure to the benefit of any private member or individual.

In the event of liquidation or dissolution, whether voluntary or involuntary, no member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be used and distributed exclusively for purposes within these set forth above and within the intent of Section 501(c)3 of the Internal Revenue Code and its regulations as the same now exist or as hereafter amended. Such distribution shall be made by the Board subject to the approval of a majority of the members of the Board present and voting.

The Corporation may be involved directly or indirectly, including having relationships with subsidiary organizations, in proprietary-type activities as long as such activities are in accordance with Section 501(c)(3) of the Internal Revenue Code and applicable State laws regarding such activities. All net revenues from such activities must be used to further the purposes of the Corporation.

### **ARTICLE III – MEMBERSHIP**

There are no members of the corporation. As defined in the Maine Non-Profit Corporation Act, acts of members shall be taken to mean acts of directors. “Member” or “members” whenever used in these by-laws shall refer to a member or members of the Board of Directors.

### **ARTICLE IV – OFFICERS**

1. The officers shall be a Chair, a Vice-Chair, a Treasurer, and a Secretary. In addition, the Board of Directors may at any time elect one or more additional Vice-Chairs to perform such duties as may be prescribed by the Board and to hold office at the pleasure of the Board or until the next annual meeting.
2. Officers shall be elected by majority vote of the Board of Directors at the annual meeting and shall serve for one year, or until their successors shall be elected with the privilege of re-election for not more than two successive one-year terms in the same office. New officers shall take office immediately following the close of the annual meeting. Any member of the Board of Directors is eligible to be elected to office except that the Chair of the Senior Advisory Council shall not be eligible.
3. The Chair shall:
  - a. preside at all meetings of the Board of Directors;
  - b. perform all duties incident to the office of the Chair and such other duties as may be prescribed by the Board of Directors; and
  - c. be an ex-officio member of all committees, except the Nominating Committee.
4. The Vice-Chair shall:
  - a. act as Chair of Board meetings and be an ex-officio member of all committees in the absence of the Chair;
  - b. be the Board’s representative on the Senior Advisory Council; and
  - c. perform such other duties as may be required by the Board.

5. The Treasurer shall:

- a. delegate, subject to the provisions of Article V(3), any and all of the duties and functions to a qualified person approved by the Board of Directors; and
- b. delegate the responsibility of the administration of the full and financial funds and assets of the organization and other activities as determined by the Board of Directors.
- c. identify in writing the purchasing authority limits of paid and volunteer staff by position and designate those staff and volunteers who are authorized to have a Corporation credit card (with spending limits) in their name. Purchasing authority limits should be reviewed and approved by the Board every year.

6. The Secretary shall:

- a. oversee the keeping of the minutes of all meetings of the Corporation in appropriate books belonging to the Corporation; and
- b. perform such other duties as may be prescribed by the Board of Directors.

#### **ARTICLE V – BOARD OF DIRECTORS**

1. The Board shall consist of fifteen (15) members all with full voting privileges. Composition of the Board shall be as follows:

- Each of the seven (7) county areas served by the corporation shall be represented by at least one (1) member who is a resident.
- Seven (7) members shall be elected at large from any location in the seven (7) county areas.
- The Chair of the Spectrum Generations Advisory Council shall be a member of the Board of Directors *ex officio*.

The residence of the Chair of the Spectrum Generations Advisory Council shall not be considered for purposes of determining compliance with the Board composition requirements of these By-laws.

2. The members of the Board shall be elected at the annual meeting by a majority vote of the Directors. Nominations may be made from the floor at the annual meeting. Members shall serve a term of three years beginning at the close of the annual meeting. Members may serve two consecutive terms after which time they are required to take one year off from service. Members of the Spectrum Generations Advisory Council, with the exception of the Chair as specified in Article V, Section 1 of these By-laws, and members of any Local Advisory Council shall not be eligible to serve as members of the Board of Directors. Any vacancy in the Board

of Directors may be filled by a majority vote of the remaining directors then in office. Any director may resign his or her office by delivering a written resignation to the Chair.

3. The Board of Directors:

- a. shall have complete charge of the business and affairs of the Corporation; shall be responsible for the setting of policies of the Corporation;
- b. shall have all the powers and duties necessary or appropriate for the administration of the affairs of this Corporation consistent with the Charter and By-Laws and may do all such acts not prohibited by the laws of the State of Maine;
- c. shall delegate responsibility for planning and operations to the President and CEO of the corporation; and at least annually shall evaluate the performance of the President and CEO through a committee of members appointed by the Board Chair.
- d. may remove an officer or member of the Board from office, if he or she is absent from three (3) consecutive committee or Board meetings without an acceptable excuse, or for any other cause which the Board deems justifiable and consistent with the purposes of the Corporation;
- e. shall create and abolish committees;
- f. in administering the Corporation's affairs the Board shall direct the financial affairs of the Corporation, and after considering the recommendation of the Treasurer, the Board may delegate any or all of the duties and functions of the Treasurer;
  1. specifically, the Board authorizes the President & CEO to act on behalf of the Corporation to sign and execute service contracts, purchasing agreements, applications for insurance, loan documents, memorandums of agreement, memorandum of understanding and such that either is (a) within the President & CEO's designated purchasing authority, (b) was identified in a fiscal budget approved by the Board, or (c) was specifically approved by the Board through a vote at a routine or special meeting of its members and documented in meeting minutes;
- g. shall not receive any compensation for their services as officers or directors; and
- h. shall ensure that a financial audit is performed and an audit report is prepared by an independent, non-biased accounting firm at the end of each fiscal year, which report, upon completion, shall be presented directly by an agent of the accounting firm to the Finance Committee.

4. The Board shall establish the following Standing Committees:

- a. The Nominating Committee shall identify and recommend individuals for membership on the Board of Directors, keeping in mind that the Board must guide and oversee the operation of the Central Maine Area Agency on Aging. The Nominating Committee shall:
  1. be responsible for nominating a slate of officers to the Board of Directors;
  2. review profiles of existing membership and make recommendations to ensure the diversity of the Board;
  3. identify and recruit new members through community and professional networks;
  4. be appointed by the Board Chair and approved by the Board at the beginning of the Board year;
  5. consist of three members, not more than one of whom is from one county area;
  6. be responsible for promoting Board participation to qualified individuals in the Central Maine area and for presenting a slate of nominees for officers of the Board and for at-large membership for election at the next annual meeting; and
  7. provide the names of nominees to the Chair in time to be mailed with the notice of the annual meeting.
  
- b. The Finance Committee shall be responsible for the overall direction and control of the finances of the Agency. The Finance Committee shall:
  1. oversee preparation of the yearly budget, and make and regularly update a long-range financial plan for the Agency;
  2. recommend the allocation of funds and oversee payment of bills and preparation of financial reports;
  3. review quarterly reports on financial matters;
  4. review and explain deviations from the budget to the Board;
  5. review budgets of special projects or committees, when appropriate;
  6. arrange for an annual audit of the financial operations of the organization and report results of the audit to the Board;
  7. recommend to the Board the investment or deposition of funds and report to the Board on a regular basis the condition of such investments; and
  8. report to the Board other financial matters as deemed appropriate by the Board.
  
- c. The Compensation Committee shall be responsible for evaluating the performance and compensation of the Chief Executive Officer employed by the Agency and shall assist the Board in (i) determining appropriate compensation levels for the Executive Officer of the

Agency; (ii) evaluating Executive Officer performance; and (iii) reviewing benefit plans for the Executive Officer. The membership of the Compensation Committee shall be all the persons then serving as Chairs of the other Standing Committees and the Regular Committees and the Chair of the Board, all *ex officio*. The Compensation Committee shall meet not less than twice each year for the purpose of establishing and reviewing the overall compensation of the Chief Executive Officer, reviewing and approving corporate goals and objectives relevant to the compensation of the CEO, including annual performance objectives, and evaluating the CEO's performance against those corporate goals and objectives, and determining the compensation level to be recommended to the Board based on this evaluation and consideration of the recent compensation history of the CEO, including any special or unusual circumstances that may be relevant. The Compensation Committee shall make its report and recommendation concerning the CEO's performance and compensation to the Board of Directors not later than April 30 of each year.

- d. The Executive Committee shall include the Board Chair, Vice Chair, the Treasurer, Secretary and the Senior Advisory Council Chair. The President & CEO will serve *ex officio* with voice, but no vote. The Executive Committee shall:
  1. Not establish a regular meeting schedule, but only meet as needed -- as determined by the President & CEO.
  2. Serve as a sounding board for emerging issues and sensitive matters that are not ready for formal board deliberation.
  3. Be available to consult with the CEO, on behalf of the Board of Directors, on an emergency basis at times when the full board cannot be easily reached or convened. If, at an emergency meeting, the Executive Committee must take action the decision will be made by a majority vote with, at minimum, a quorum (3 voting members) of the committee present.
  4. Take no final action or irreversible commitment concerning changes of ownership of the organization or subsidiaries, acquisitions, facility closures, removal of Board members, CEO removal, or changes in by-laws. The Executive Committee will not approve any expenditure in excess of \$125,000, not previously approved by the full Board of Directors.
  5. The agenda and minutes of all Executive Committee meetings that take place will be communicated to the full Board in a timely fashion and a report will be made at the next meeting of the Board of Directors.
  6. In consultation with the President/CEO, assess and take action on charitable gifts, subject to review, as outlined in the Gift Acceptance Policy.
5. The Board may create the following committees, which shall be known as the Regular Committees.



- a. Human Resources. The Human Resources Committee shall be responsible for addressing those policy areas affecting agency personnel including hiring practices; evaluation procedures; grievance procedures; and the annual compensation package of the agency. The committee shall assist in evaluating applicants for the position of Executive Director and making recommendations to the Board or any special search committee that may be appointed for that purpose.
- b. Program Review. The Program Review Committee shall be responsible for monitoring and evaluating activities and outcomes; reviewing of service costs including making any recommendations regarding expansion or reduction of service levels; and otherwise providing oversight for the Agency's programs.
- c. Legislative. The Legislative Committee designee shall be responsible for keeping the Board informed of any state and federal legislation that directly affects older citizens and/or the Agency's programs or operations; representing the Board at meetings of other aging coalitions; and preparing and presenting testimony at legislative hearings within the agency's non-profit status boundaries.
- d. Development. The Development Committee shall be responsible for implementing and overseeing programs to encourage contribution opportunities in the community and annual and capital campaigns; evaluating, promoting and developing other gift-giving opportunities, including planned giving; and reviewing development opportunities that are presented or available to the Agency.

The Committee Chairs and membership shall be appointed from Board membership by the Board Chair unless otherwise stipulated by the Board. The Committee Chair, once appointed, shall have the prerogative of appointing other members not serving on the Board for the purpose of discussions. Such persons shall not have voting privileges. Terms of all committee members shall expire at the close of the annual meeting. Reports of committee activity shall be made to the Board, including recommendations requiring Board action.

6. The Board of Directors shall from time to time create such other committees as the Board may deem appropriate, which shall be known as the "Ad Hoc Committees" or the "Special Committees," to carry out the purposes and objectives of the Corporation.
7. In recognition of outstanding service to the Board of Directors and Central Maine Area Agency on Aging, honorary director status may be conferred upon current or former members of the Board of Directors. Honorary members shall be nominated by the Board's Nominating Committee and elected by the membership to serve as non-voting members.

## **ARTICLE VI – SPECTRUM GENERATIONS ADVISORY COUNCIL**

There shall be a planning and advisory council for the Board of Directors. The name of this council shall be the Spectrum Generations Advisory Council. The below details shall constitute By-Laws of the Spectrum Generations Advisory Council.

1. The purpose of this Council shall be as follows:
  - a. to serve as a planning and monitoring group to the Board of Directors;
  - b. to review, comment, and make recommendations to the Board of Directors on grants and contracts and new activities of the Corporation;
  - c. to develop, to conduct public hearings and to monitor and implement the Area Plan;
  - d. to act in a planning capacity of long range goals of the Corporation; and
  - e. to provide a forum for airing problems and discussing ongoing relationships between the local senior centers and the Corporation.
2. The Spectrum Generations Advisory Council shall consist of the chairs or other single designees of the local Councils of the Corporation supported by Spectrum Generations representing Somerset, Northern Kennebec, Southern Kennebec, Sagadahoc, Lincoln, Knox, Waldo and any additional Advisory Councils set up and supported by Spectrum Generations.
3. The Spectrum Generations Advisory Council shall have a Chair elected from within the membership. This position will be filled by vote of the Council members at a meeting to be held within two (2) months following the Spectrum Generations annual meeting. The term of the Chair shall terminate at the time of each annual meeting.
4. The Chair of the Spectrum Generations Advisory Council shall be a member of the Board of Directors, and a member of all Board Standing Committees ex-officio.
5. Meetings of the Council shall be called by the Chair or three (3) members whenever the type or volume of business requires action. The Council shall have a minimum of three (3) meetings a year. A quorum for meetings of the Council shall consist of a majority of Council members.
6. The Spectrum Generations Advisory Council shall not receive compensation for their services as members.

## **ARTICLE VII – MEETING AND QUORUMS**

1. Meetings of the Board of Directors shall be called by the Chair or by any three Directors whenever the type or volume of business requires action. The Board shall have a minimum of six (6) meetings a year.

2. The regular meeting day of the Board shall be the fourth Thursday of the month. The Board may vote to make exceptions to this day, as needed.
3. A quorum for meetings of the Board of Directors shall consist of a majority of the Board, including a minimum of two (2) officers.
4. The Annual Meeting shall be held in October or November.
5. Notices of all meetings shall be given seven (7) days before the meeting by mail, by electronic mail, or by telephone.
6. Any member or members may attend any meeting of the Board of Directors by telephone conference call.
7. Any action which may be taken or which may be required by Maine law to be taken at a meeting of the Directors may be taken without a meeting if all the Directors unanimously consent to the action in a writing setting forth the action taken or to be taken and signed by the Directors, at any time before or after the intended effective date of such action, which writing may be a single document signed by all the Directors or any number of counterparts signed by such consenting Director(s). For purposes of an action by consent taken by the Directors pursuant to this section, an electronic mail message sent to the corporation from the authorized electronic mail address of any consenting Director(s) shall be considered a writing signed by the said Director(s). All such consents and counterparts shall be filed with the minutes of the Board of Directors' meetings and shall have the same effect as a unanimous vote of the Board of Directors.

#### **ARTICLE VIII – PARLIAMENTARY AUTHORITY**

The parliamentary authority shall be Roberts Rules of Order, Revised.

#### **ARTICLE IX – AMENDMENTS**

1. A proposed amendment to the By-Laws may be presented by a committee of the Board appointed by the Chair or by any three (3) members of the Board.
2. Procedure. The text of the proposed amendment shall be supplied by the Secretary to each Board member with the notice of the Board meeting at which time it is to be considered.
3. Adoption. Adoption of any amendment shall require the affirmative vote of two-thirds of the members of the Board of Directors present and voting.


#### **ARTICLE X – SAVINGS CLAUSE**

Any portion of these By-Laws found to be contrary to law shall not invalidate other portions of said By-Laws.

**ARTICLE XI – INDEMNIFICATION**

The Central Maine Area Agency on Aging shall indemnify all officers, Board Directors, employees, committee members, and other agents, excluding the Legal Services for the Elderly’s attorney and paralegals, against all matters referred to under the provisions of the Maine Revised Statutes Annotated, Article 13-A, Section 719, Subsections 1-6, as the same may be amended from time to time.

Adopted: November 09, 2016

Attest:   
Terry Drummond, Secretary