

December 22, 2015

**PROPOSED AMENDMENTS TO THE
BY-LAWS OF THE
MAINE COUNTY COMMISSIONERS ASSOCIATION**

ARTICLE I. NAME AND PURPOSE

Name Section 1. The name of this organization shall be Maine County Commissioners Association, Inc., hereinafter called the “Association”.

Purpose Section 2. This Association shall be a nonpartisan organization serving Maine County Government, whose core functions are:

- a. To strengthen the role of county government in Maine by maintaining a comprehensive and robust advocacy role in the state and federal legislative, administrative and regulatory process.
- b. To enhance management of county government by providing quality member services for all Maine counties.
- c. To provide programming, services, information and education that supports member services for all Maine counties.
- d. To promote public awareness of the vital role of county government.
- e. To promote cohesiveness among the counties and facilitate and promote interaction among internal and external groups who have interests or programs that impact county government.
- f. To ensure professionalism and sound business practices in the management of the Association.

Section 3. The means of achieving this purpose will be by carrying out a comprehensive program in the areas of planning and research, publications, legislation and uniform administration for county government.

ARTICLE II. MEMBERSHIP

Eligibility Section 1. Membership shall be open to each of the sixteen counties in the State of Maine.

Active Members Section 2. Active membership shall include all counties whose current dues are paid, or which are not more than three months in arrears.

ARTICLE III. ORGANIZATION

Authority under State Statute Section 1. The Association is recognized in Title 30-A, Section 909 MRSA as a County Advisory Organization, and a nonprofit eligible to receive federal grants or contributions.

Board of Directors Section 2. The Association shall have a Board of Directors made up of the following:

a. One County Commissioner from each member county who shall be elected in accordance with Article IV, Section 1 of these By-laws, ~~and~~

~~b. One representative from each of the following organizations, chosen by those organizations, and whose names are submitted to the Board of Directors at least two weeks before the annual meeting:~~

- ~~• Maine Association of County Clerks,
Administrators and Managers~~
- ~~• Maine Association of County Treasurers~~
- ~~• Maine Sheriffs Association~~
- ~~• Emergency Management Agency Directors
Association~~
- ~~• Maine Registry of Deeds Association~~
- ~~• Maine Jail Association~~
- ~~• Maine Association of Registers of Probate~~
- ~~• Maine Emergency Communications Directors
Association~~

Officers Section 3. The officers of this Association shall consist of a President, a Vice President, and a Secretary-Treasurer, who shall be elected from among the members of the Board of Directors.

a. The President shall preside over all meetings and be a responsible ex-officio member of all committees. He/She shall execute any contract entered into by the Association and shall have the general powers of supervision and management usually vested in the president of a corporation under the laws of the State of Maine, unless otherwise enumerated herein or defined by resolution of the

Board of Directors. She/He shall see that all orders and resolutions of the Association are carried into effect.

- b. The Vice President shall perform the functions and the duties of the President in the absence or disability of the President.
- c. The Secretary-Treasurer shall perform the functions and duties of the President in the absence of the President and Vice President and shall insure that a full and accurate account of the receipts and disbursements of the Association is kept and that a full record of proceedings is kept.

~~Officers and~~
Board Authority

Section 4. ~~The officers and~~ Board of Directors shall have control and management of this Association between membership meetings, shall hold and manage all property of this Association and shall be solely empowered to employ or contract for an Executive Director and related support services.

The Board of Directors shall periodically review the performance of the Executive Director.

Staff and
Administrative Support

Section 5. An Executive Director shall manage the affairs of the Association and otherwise provide administrative support under the direction of the officers and directors and on such terms ~~and at such salary as may be prescribed by agreement and as may be identified in the annual budget. they may from time to time prescribe.~~ The Executive Director with the approval of the officers ~~may employ and terminate such employees as are necessary to transact the business of the Association, provided such employment is within the budget limits of the Association.~~ The Executive Director shall be the Clerk of the Corporation.

Standing Committees

Section 6.

- a. Executive Committee. The Executive Committee shall be composed of the Officers of the Association and the immediate Past President, and is chaired by the President. The Executive Committee shall transact routine and ordinary business between Directors' Meetings and report on any action taken at the next Directors' Meeting.

However only the Board of Directors ~~It~~ shall be responsible for interviewing individual candidates seeking employment as Executive Director, or representatives of firms wishing to provide for position of Executive Director functions and related

administrative services to the Association, unless said interview responsibility is expressly delegated to an ad hoc committee created and charged by Board resolution, and recommend selection to the full Board. The Executive Committee periodically review the performance of the Executive Director.

- b. Budget and Finance Committee. The President shall annually appoint a Budget and Finance Committee composed of the Secretary-Treasurer and four Board members. The President may appoint additional members as necessary. The Budget and Finance Committee, with the assistance of the Executive Director, shall prepare an annual proposed budget for presentation to the Board at its December meeting.
- c. Legislative Policy Steering Committee. The Legislative Policy Committee shall be comprised of those who participate in the weekly legislative conference calls, drawing one vote from each of the sixteen counties plus one vote from each of the following organizations for a total of 24 votes:
 - Maine Association of County Clerks, Administrators and Managers
 - Maine Association of County Treasurers
 - Maine Sheriffs Association
 - Emergency Management Agency Directors Association
 - Maine Registry of Deeds Association
 - Maine Jail Association
 - Maine Association of Registers of Probate
 - Maine Emergency Communications Directors Association
- d. Nominating Committee. The President shall annually appoint a five-member Nominating Committee composed of Board members. The Nominating Committee shall solicit and review applicants for the various State entities requiring or seeking County representation, and propose nominees to the Board of Directors for approval. The President may appoint additional members as necessary.
- e. Convention Planning Committee. The President shall annually appoint a Convention Planning Committee composed of two representatives from the host County and three other MCCA representatives. The President may appoint additional members as necessary.

Ad Hoc Committees Section 7. With the exception of ad hoc committees created to interview candidates or firms seeking the position of Executive Director, the President shall appoint ~~such~~ ad hoc committees or special committees from time to time as the President or the Board of Directors deem necessary for the proper conduct of the affairs of this Association. No committee so appointed shall be authorized to create any financial liability unless it first has been approved as to its purpose and amount by the Board of Directors.

ARTICLE IV. ELECTIONS AND TERMS OF OFFICE

Board of Directors Section 1. The Executive Director shall notify each County Commissioner ~~and the President of each Association named in Article III, Section 3~~ by December 1 of each year to caucus and elect a Director for the coming year from that county. ~~or that particular Association.~~ The Chairman of the Board of County Commissioners of each county ~~and the President from each Association~~ shall inform the Executive Director of the Board's nominee at least two weeks before the annual meeting. The Executive Director will advise all County Commissioners ~~and the President from each Association~~ of the entire list of proposed Directors at least one week before the annual meeting.

Officers and Nomination Section 2. Immediately following the election of the Board of Directors at the annual membership meeting, an Officer Nominating Committee of three Directors, appointed by the President, shall caucus and recommend nominees for officers from among the members of the Board for a term of one year, or until new officers are elected. The annual meeting will exercise its prerogative of accepting the recommendations of the Officer Nominating Committee or nominating and election of other candidates for each office from within the Board of Directors.

Terms of Office Section 3. Officers and Directors will be elected annually to serve one year terms or until their successors are elected. An officer shall not serve more than two (2) consecutive terms in any particular office.

Vacancies Section 4. In the event of a vacancy or the inability of a Director to serve, the respective county may appoint a new Director in the same manner to fill the unexpired term. In the event of a vacancy in the office of Vice President or Secretary-Treasurer, the vacancy will be filled by appointment by the President, subject to the approval of a majority of the Officers and Directors. A vacancy in the office of President shall be filled by appointment by a majority

of the Officers and Directors.

NACo Representatives

Section 5. The Board of Directors shall elect ~~a two~~ Commissioners from ~~a county~~ counties which ~~is a~~ are members of both the National Association of Counties and MCCA to represent MCCA at the National Association of Counties. The term of office shall be two years, and the election shall be conducted in January of the even-numbered years. All directors may participate in the vote for ~~the~~ NACo Representatives.

ARTICLE V. MEETINGS

Membership Meetings

Section 1. Any meeting of the general membership shall be held upon the call of the President or any five Directors ~~at least three of whom must be commissioners~~. A quorum requirement for a general membership meeting shall be satisfied when a majority of member counties are represented by at least one Commissioner. Delegates to any membership meeting of this Association shall consist solely of County Commissioners from member counties currently holding office ~~and representatives of the Associations named in Article III, section 2. holding office~~. Only Commissioners representing member counties of this Association ~~are those counties~~ which have paid current dues according to the assessment under Article IV of these Bylaws may be heard in debate. ~~or may vote at any membership meeting.~~ Each county shall have one vote, and only one vote, at any membership meeting.

Directors' Meetings

Section 2. Meetings of the Board of Directors and/or Officers shall be held anytime upon the call of the President or any five Directors, ~~at least three of whom must be Commissioners~~. A majority of the Board of Directors shall constitute a quorum for the discharge for business. It shall consist of at least nine Commissioners. An agenda shall be submitted through e-mail or regular mail by the Executive Director, with the approval of the President, to the Officers and Directors at least five days before any meeting unless time does not permit at the discretion of the President. New items may be added to the agenda at any meeting if a majority attending so vote. Delegates to the Board meetings shall be duly elected Directors or their proxy.

A representative from any of the following organizations shall be allowed to attend all Directors' Meetings and also allowed to speak at any Directors' meeting at the discretion of the President:

- Maine Association of County Clerks,

Administrators and Managers

- Maine Association of County Treasurers
- Maine Sheriffs Association
- Emergency Management Agency Directors Association
- Maine Registry of Deeds Association
- Maine Jail Association
- Maine Association of Registers of Probate
- Maine Emergency Communications Directors Association

Proxy Votes

Section 3. Any Director who must be absent from a meeting may be replaced as follows:

- ~~In the case of a Commissioner, B~~by a Commissioner from his County designated by him the Director or, if no other Commissioner is available, by an officer or employee of the county, designated in writing by the Board of County Commissioners to vote in ~~his~~ the Director's place.
- ~~In the case of a Director from an Association named in Article III, section 2, by a member of that association designated by the Director in writing.~~

Annual Meeting

Section 4. There shall be an annual membership meeting of the Association held in January of each year. The place of the annual meeting shall be determined by the Board of Directors.

Minutes

Section 5. Minutes of all meetings shall be sent to all Commissioners by the Executive Director by e-mail or regular mail as soon after each meeting as is practical.

Convention

Section 6. The Association shall hold an Annual Convention between September 1 and November 30 for all county officials, the purpose of which is to disseminate and share information in an effort to promote more effective and efficient county government.

ARTICLE VI. FINANCES

Budget & Dues

Section 1. At the regular December Board meeting, the Budget and Finance Committee shall present a method of dues assessment and a budget for the following year for review and amendment as necessary. The Committee shall then present it for adoption at the January membership meeting. When a budget and a method of assessment have been adopted at the aforesaid January meeting, the dues for the ensuing year shall be considered assessed.

Counties may opt to make two bi-annual payments of said assessments, one in January and one in July of the budget year.

Reports

Section 2. The Executive Director shall assist the Secretary-Treasurer in receiving and disbursing all monies of this Association at all times and shall submit at each annual meeting, or any other meeting if so requested, a report of all receipts and disbursements during the preceding year or any period thereof.

Audit or Review

Section 3. The accounts of this Association shall be audited at least once every two years by a competent accountant and may be annually reviewed in the opposite years by such or other person or persons to be selected by the Officers and Directors.

Bond

Section 4. If so established by contractual terms, the Executive Director shall furnish a satisfactory surety bond or such other instrument in an amount to be fixed by the Officers and Directors. the premium of such bond to be paid out of funds of this Association.

ARTICLE VII. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. Every Board Member and Officer of the Association shall be indemnified by the Association against all expenses and liabilities including the settlement thereof, and including counsel fees reasonably incurred by, or imposed upon such Board Member of the Association of Officer in connection with any proceeding to which he or she may be a party or in which he or she may become involved by reason of his or her being or having been a Board Member of the Association, whether or not he or she is a Board Member or Officer at the time such expenses and liabilities are incurred, to the fullest extent provided by law.

The rights to indemnification granted hereunder shall not be deemed exclusive or any other rights to indemnification against liabilities or the advancement of expenses to which such person may be entitled under any written agreement, board resolution, vote of members, statutes, or common law. The Association may, but shall not be required to, supplement the right to indemnification against liability and advancement of expenses under this Section by the purchase of insurance on behalf of any one or more of such persons, whether or not the corporation would be obligated to indemnify such person under this Section.

ARTICLE VIII. AMENDMENTS

Procedure	<u>Section 1.</u> These By-laws may be amended at the annual membership meeting or at any other membership meeting by a majority vote of all Commissioners present, provide the proposed amendments shall have been sent by ordinary mail or e-mail to all Commissioners of members counties and Directors of the Associations at least twenty days prior to such meeting.
Effective Date	<u>Section 2.</u> Amendments shall become effective immediately after being formally voted.

ARTICLE IX. DISSOLUTION

Procedure	<u>Section 1.</u> In the event of dissolution of the Maine County Commissioners Association, Inc., all its assets are to be prorated and returned to the participating counties in proportion to the amount of dues paid by each, after all obligations have been discharged.
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ARTICLE X. SEAL

Section 1. The Seal of this Corporation shall be a wafer seal stating on the face of it, Maine County Commissioners Association, Inc., Augusta, Maine 1968.

Signature: President

Date

Signature: Vice President

Date

Signature: Secretary-Treasurer

Date

Signature: Attested by Executive Director

Date