

BY-LAWS
WALDO COUNTY EXTENSION ASSOCIATION
Adopted at WCEA Annual Meeting 9-12-16

Article I

Name

The name of this organization shall be the Waldo County Extension Association (“WCEA”).

Article II

Purpose

Pursuant to 7 MRSA Chapter 7 (see Attachment A), the purpose of the WCEA is to serve as the official county extension association of Waldo County. As such, WCEA delivers two key functions:

- (1) WCEA provides local guidance and oversight to the University of Maine Cooperative Extension (“Extension”) for developing and implementing educational programs that will benefit Waldo County residents while strengthening Extension’s overall mission; and
- (2) WCEA serves as the extension arm of Waldo County Government, including managing County funds appropriated for extension education work

Article III

Duties and Responsibilities

The WCEA shall perform all functions assigned to the county extension association as described in 7 MRSA §191-196, including those duties assigned to the county education association executive committee.

The WCEA shall utilize the knowledge of its members and conduct constituent needs assessments so as to advise Extension on selecting and effectively implementing its educational programmatic efforts, especially as they relate to the serving the current and anticipated needs of Waldo County residents.

WCEA shall prepare an annual financial and programmatic report for the Waldo County Commissioners detailing work done during the prior year, as well as proposed for the ensuing year. WCEA shall manage and account for all County funds appropriated for county extension education.

The WCEA shall ensure that Extension serves all citizens of the county regardless of race, color, national origin, gender, religion, age, disability, veteran’s status, sexual orientation, including transgender status or gender expression, genetic information, citizenship status, and marital or family status. The WCEA will actively work to include citizens with limited resources or those considered to be underserved as well as to provide reasonable accommodation to qualified individuals with disabilities upon request.

More specific duties and responsibilities of the WCEA shall be described in the University of Maine Cooperative Partnership Matrix or any amendments thereto (Dec. 2010 version attached or available at <http://umaine.edu/plugged-in/policies-guidelines/policies-procedures-manual/section-one-organization/1-6/>) and is hereby made part of these bylaws by reference (see Attachment B).

Article IV

Membership Eligibility and Composition

Section 1. Eligibility.

- a. All residents of Waldo County Maine who support the mission and values of the University of Maine Cooperative Extension (“Extension”) are eligible to serve as members of the WCEA.

- b. WCEA members who move their residence from Waldo County during an elected term may, at the sole discretion of the WCEA, continue to serve through the remaining year until the next Annual Meeting.

Section 2. Composition.

- a. A minimum of seven (7) and a maximum of nineteen (19) members may serve on the WCEA at any one time.
- b. The WCEA will attempt to proportionally elect members who reside in the following six (6) defined regions of Waldo County:

<u>Region I</u>	Burnham, Troy, Unity, Thorndike, Jackson, and Freedom;
<u>Region II</u>	Knox, Palermo, Montville, Morrill, Liberty, and Searsmont;
<u>Region III</u>	Monroe, Winterport, Frankfort, and Prospect;
<u>Region IV</u>	Brooks, Swanville, Stockton Springs, Waldo and Searsport;
<u>Region V</u>	Belfast; and
<u>Region VI</u>	Belmont, Northport, Lincolnville, and Islesboro.

- c. The WCEA will further endeavor to include members representing a broad cross-section of Extension service interests and constituents.

Article V

Meetings

Section 1. Meeting Notice.

Notice of all WCEA meetings shall be shared by email to all members with agenda, minutes and other relevant documents posted on the WCEA web site or otherwise made available to members at least seven (7) days prior to the meeting whenever practicable. Such documents are available to any member of the public upon request to the County Extension office.

Section 2. Annual Meeting.

An Annual Meeting of the WCEA shall be held upon a date decided upon by the WCEA with broad public notice and invitation to attend. A program of interest to Extension constituents shall be attached to the Annual Meeting. The WCEA shall endeavor to schedule Annual Meetings as close as practicable to twelve months apart, while balancing the relevance of program content and likely attendance of Extension constituents.

Section 3. Regular Meetings.

The WCEA shall hold regular meetings at a time and place agreed upon by the membership, but no less than quarterly.

Section 4. Special Meetings.

Special meetings may be called by the President, and shall be called whenever four or more members of the WCEA make a request.

Section 5. Committee Meetings.

Meetings of committees may be set at WCEA meetings or called by the Chair of the Committee with notification to all WCEA members and at least one member of the Waldo County Extension staff for posting to the WCEA web site. Any WCEA member or Extension staff member may attend any committee meeting.

Section 6. Technology Allowed.

The WCEA may conduct entire meetings or facilitate attendance remotely by any member making a request by use of telecommunications, Internet or other virtual two-way communication method. Any documents distributed at a meeting shall be made available electronically to remote participants as soon as practicable to enable full participation.

Article VI

Quorum

Section 1. WCEA Meetings.

A majority of the WCEA membership shall constitute a quorum for the transaction of business at WCEA meetings. In the absence of a quorum at a duly called meeting, a non-business meeting may proceed, as long as minutes of the proceedings are officially recorded and distributed following the standard practices of the WCEA. Any decisions made at such a meeting must be clearly ratified at a future meeting with a quorum present.

Section 2. Committee Meetings.

Absent any decision made by the WCEA membership when a committee is established under Article X, there shall be no specific quorum requirement for committee meetings. Committee members will decide for themselves if sufficient participation has occurred to carry a decision forward within the scope of its authority.

Article VII

Order of Business

Robert's Rules of Order in its most recent revision shall be the parliamentary authority for conducting business sessions except when otherwise voted upon or as provided by these by-laws.

Article VIII

Election Procedure and Term of Service

Section 1. Election Procedure.

- a. The Nominating Committee shall prepare the slate of new WCEA members and officers for consideration at the Annual Meeting.
- b. No less than 60 days prior to the Annual Meeting, the Nominating Committee shall cause broad public notice of the opportunity to express interest in serving on the WCEA. Extension staff shall advertise the opportunity among program participants and facilitate communication with the Nominating Committee.
- c. Based on interest received, the Nominating Committee shall interview potential candidates to discuss responsibilities and duties. The Committee shall review the balance of composition desired of the WCEA as a whole and if necessary solicit interest among under-represented constituency groups to achieve a balanced and effective slate of members and officers for the ensuing year and anticipated term.
- d. Following Committee deliberation, the proposed slate of members and officers shall be provided to WCEA members at least seven (7) days prior to the Annual Meeting.

- e. During the Annual Meeting, existing WCEA members shall vote on the new slate of members and officers among other business conducted.
- f. Nominees need not be present at the Annual Meeting to be elected.
- g. Immediately following the Annual Meeting, the newly elected President shall preside over a brief meeting of the new WCEA members to confirm the date and time of the first meeting of the new term and address any other items of business needed to smoothly transition.

Section 2. Term of Service.

- a. WCEA members shall be elected for a term of three (3) years with the term commencing and ending on the dates of a corresponding Annual Meeting, except that the Nominating Committee may propose some shorter terms if needed to accomplish a reasonably even distribution of term end dates among members.
- b. WCEA members may be re-elected for a second consecutive three (3) year term. After serving two consecutive three (3) year terms, members must wait one year before being eligible for re-election.

Section 3. Vacancies Between Annual Meetings

Vacancies of members or officers of the WCEA may be temporarily filled between Annual Meetings. To fill a member vacancy, a WCEA member must be nominated by the Nominating Committee and receive unanimous approval from all members present at a duly posted WCEA meeting. Members elected to fill vacancies may only serve until the next Annual Meeting, at which time the WCEA may consider them for election to a full three-year term.

Section 4. Removal

- a. WCEA members who are acting outside the mission and values of Extension or who willfully violate WCEA policy may be removed by a two-thirds vote of the full WCEA membership following notice and a chance to be heard at a regular or special meeting.
- b. Repeated patterns of unexplained or unexcused absences may be grounds for removal. After three (3) consecutive unexcused absences, the member will be contacted by the President or Secretary to confirm the member's intent to fulfill her/his term. A fourth consecutive unexcused absence will be considered a voluntary resignation and the President or Secretary will notify the member in writing of their removal from the WCEA.

Article IX

Officers

Section 1. General Duties

The WCEA shall elect Officers to provide governance as provided under the authority of these Bylaws.

Section 2. Term of Office

- a. Officers shall be elected for one-year terms commencing and ending with a corresponding Annual Meeting.
- b. Officers shall normally serve no more than two consecutive terms, unless no Members are willing to accept nomination for the position

Section 3. Vacancies of Officers Between Annual Meetings

Officers may be temporarily elected by the WCEA to fill vacancies that occur between Annual Meetings. To fill an Officer vacancy, a WCEA member must be nominated by the Nominating Committee and receive unanimous approval from all members present at a duly posted WCEA meeting. The term for an Officer elected to fill a vacancy shall expire when a new Officer is elected at the next Annual Meeting.

Section 4. Removal of Officers.

Removal of Officers shall follow the same procedure as for removal of WCEA members.

Section 5. Duties of Officers

- a. President: The President shall perform such duties as usually pertain to the office of president. These include: Presiding at WCEA meetings; developing the meeting agendas in consultation with Extension staff, calling any special meetings of the WCEA or committees as further defined under the “Meetings” section of these Bylaws; appointing all standing committees or ad hoc committees; and notifying all WCEA members of all regular and special meetings not less than seven (7) days prior to the date of the meeting.
- b. Vice-President: The Vice-President shall perform the duties of the President when the President is absent or unavailable.
- c. Secretary: The Secretary shall perform such duties as usually pertain to the office of secretary. These include: Recording and keeping the minutes of all meetings of the WCEA and writing official correspondence.
- d. Treasurer: The Treasurer shall perform such duties as usually pertain to the office of treasurer. These include: Having charge of all WCEA funds; depositing the funds or arranging for their deposit in such bank as the WCEA shall direct; approving all vouchers and signing all checks as the WCEA shall direct, submitting monthly and annual financial reports to the WCEA and reporting the financial standing of the organization at the Annual Meeting, at regular meetings, to County Commissioners and leadership of Cooperative Extension as outlined in the Partnership Matrix, and at such times as the WCEA may require.

Article X

Committees

Section 1. Nominating Committee

No later than 90 days prior to the Annual Meeting, a Nominating Committee shall be established.

The duties of the Nominating Committee shall include: (1) presenting a slate of members and officers of the WCEA for election at the Annual Meeting; and (2) nominating members and officers to fill any vacancy that may occur between Annual Meetings.

The Nominating Committee shall consist of at least the President, one non-officer member of the WCEA and a Staff Educator of the Waldo County Cooperative Extension office.

Section 2. Other Committees

The President, with the approval of the WCEA, may appoint other standing and ad hoc committees as necessary to efficiently conduct WCEA business. Committee members need not be limited to members of the WCEA. The scope of authority of any committee, as well as any quorum requirement for conducting its business shall be clearly outlined and approved at a WCEA meeting.

Article XI

Remuneration

All members of the WCEA shall serve without remuneration, but may be reimbursed for necessary travel, hotel expenses and fees for training programs. The WCEA shall determine the amount of reimbursement.

Article XII

Fiscal Year

The fiscal year of the WCEA shall end December 31.

Article XIII

Amendments

The by-laws of the WCEA may be amended by a two-thirds vote of the members present at any duly called meeting of the WCEA. Notice of a proposed change in by-laws shall be included in the meeting notice.

Attachment A

Maine Revised Statutes

Title 7: AGRICULTURE AND ANIMALS

Chapter 7: EXTENSION WORK WITH STATE UNIVERSITY

§191. PURPOSE

In order to aid in diffusing among the people of this State useful and practical information on subjects relating to agriculture and natural resources, youth development, and home economics and community life and to encourage the application of the same, there may be inaugurated in each of the several counties of the State extension work which shall be carried on in cooperation with the Trustees of the University of Maine System and the University of Maine. [1985, c. 779, §26 (AMD).]

SECTION HISTORY

1985, c. 283, §1 (AMD). 1985, c. 779, §26 (AMD).

§192. DEMONSTRATIONS AND INFORMATION

Cooperative extension work shall consist of the giving of practical demonstrations in agriculture and natural resources, youth development, and home economics and community life and imparting information on those subjects through field demonstrations, publications and otherwise. This work shall be carried on in each county in such manner as may be mutually agreed upon by the executive committee of the county extension association provided for in section 193, and the trustees of the University of Maine System, the University of Maine, or their duly appointed representatives. [1985, c. 779, §27 (AMD).]

SECTION HISTORY

1985, c. 283, §2 (AMD). 1985, c. 779, §27 (AMD).

§193. COUNTY EXTENSION ASSOCIATIONS

For the purpose of carrying out this chapter, there may be created in each county or combination of 2 counties within the State an organization to be known as a "county extension association," and its services available to all residents of a county. Such county extension association shall have adopted a constitution and set of bylaws acceptable to the University of Maine and they shall be recognized as the official body within that county or counties for carrying on extension work in agriculture and natural resources, youth development, and home economics and community life within that county or counties in cooperation with the University of Maine. The county extension is viewed as a unique and important educational program of county government. The county extension association may make such regulations and bylaws for its government and the carrying on of its work as are not inconsistent with that chapter, provided that one such organization shall be formed in each county. [1985, c. 779, §28 (AMD).]

SECTION HISTORY

1985, c. 283, §3 (AMD). 1985, c. 779, §28 (AMD).

§194. BUDGET AND TAXES

The executive committee of each county extension association shall prepare an annual budget as requested, showing in detail its estimate of the amount of money to be expended under this chapter within the county or counties for the fiscal year, shall submit the same to a vote of the association at the regular annual meeting and, if the budget is approved by a majority vote of the members of the association present at such meeting, the executive committee shall submit the same to the board of county commissioners on a date requested by the county commissioners, and the county commissioners may, if they deem it justifiable, adopt an appropriate budget for the county extension program and levy a tax therefor. The amount thus raised by direct taxation within any county or combination of counties for the purposes of this chapter shall be used for the salaries of clerks, provision of office space, supplies, equipment, postage, telephone, a contribution toward the salaries of county agents and such other expenses as necessary to maintain an effective county extension program. Whenever the inhabitants of 2 counties shall unite for organization in one association, the executive committee shall present its budget to the county commissioners of both counties. The county commissioners of those counties shall meet jointly to consider and adopt a budget for each county. The amount and proportion of the budget shall be shared in a manner determined by mutual agreement at a joint meeting of the county commissioners. [1985, c. 283, §4 (AMD).]

SECTION HISTORY

1985, c. 283, §4 (AMD).

§195. ANNUAL REPORTS

A county extension association shall annually present to the University of Maine and the county commissioners its plan of extension work for the ensuing year and a full detailed report of its extension activities for the preceding fiscal year, including a detailed report of its receipts and expenditures from all sources. The financial report of a county extension association must be on forms prescribed by the University of Maine and the county commissioners. [2005, c. 512, §3 (AMD).]

SECTION HISTORY

1985, c. 283, §5 (AMD). 1985, c. 779, §29 (AMD). 2005, c. 512, §3 (AMD).

§196. BUILDING ASSOCIATIONS AUTHORIZED

The county commissioners of a county or combination of 2 counties in which there is a county extension association may form a county extension building association pursuant to this section and Title 13, chapter 81. In addition to the powers and authority granted and duties and limitations imposed under Title 13, chapter 81, the county extension building association has all the powers and authority granted under this section and is subject to all the duties and limitations imposed under this section, except that, in the case of any conflict between this section and Title 13, chapter 81, this section controls. A county extension building association is a political subdivision of the State and a constituted authority for purposes of the United States Internal Revenue Code of 1986, Section 103. [2001, c. 594, §1 (NEW) .]

1. Purpose. The purpose of a county extension building association is to acquire, by purchase, lease or otherwise, buildings and other real and personal property to be used by a county extension association in carrying out its public purposes under this chapter.

[2001, c. 594, §1 (NEW) .]

2. Directors. The county commissioners of the county or counties forming the county extension building association shall determine the method of choosing the building association's directors. A majority of the directors of a county extension building association must be appointed by the county commissioners of the county or counties comprising the affiliated county extension association.

[2001, c. 594, §1 (NEW) .]

3. Borrowing. In order to carry out its purpose, a county extension building association by a vote of the directors may borrow money on behalf of the county or of either or both of the counties comprising the affiliated county extension association by the issuance of bonds or notes and grant mortgages and security interest in the county extension building association's property to secure the obligations. All bonds or notes must be for a term not to exceed 30 years and contain such terms and conditions as the directors of the county extension building association determine. The bonds or notes may not be an obligation of or pledge the faith and credit of the State or any county or political subdivision other than the county extension building association. Bonds or notes may be issued by the county extension building association under this section without obtaining the consent of any commission, board, bureau or agency of the State or of the county or counties comprising the affiliated county extension association and without any other proceeding or conditions than those proceedings or conditions that are specifically required by this section.

[2001, c. 594, §1 (NEW) .]

4. Limitations; dissolution. No part of the net earnings of a county extension building association may inure to the benefit of any member, director or officer of the county extension building association or any private individual, except that reasonable compensation may be paid for services rendered, and a member, director or officer of a county extension building association or any private individual is not entitled to share in the distribution of any of the corporate assets on dissolution of the county extension building association. On the dissolution of a county extension building association or on the termination of its activities, the assets of the county extension building association remaining after the payment of its liabilities must be distributed to the county in which the county extension building association is housed.

[2001, c. 594, §1 (NEW) .]

SECTION HISTORY

2001, c. 594, §1 (NEW) .

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current through October 15, 2015. The text is subject to change without notice. It is a version that has not been officially certified by the Secretary of State. Refer to the Maine Revised Statutes Annotated and supplements for certified text.

Attachment B: Partnership Matrix

University of Maine Cooperative Extension Partnership			
Function	County Partner	University	
	County Extension Association (CEA) Members	Cooperative Extension Employees	Cooperative Extension Administrators
County Budget Procurement	Annually develop a county Extension budget in consultation with staff.	Provide relevant information to CEA and funders.	Provide information as requested about sources and levels of state and federal support.
	Present information to funders.	Attend county budget hearings as needed to support CEA members.	Answer questions from county officials regarding funding needs and priorities.
	Advocate for County Extension budget at county hearings/meetings.	Do not lobby funders.	
County Budget Management	Treasurer works with clerical staff to oversee office fiscal management.	Regularly monitor budget, expenses and accounting to ensure sound fiscal management.	Offer training for University employees “handling cash” through UMaine in Orono.
	Treasurer signs checks.	Clerical staff assemble bills and prepare checks for the CEA treasurer’s signature. No University employees are to sign CEA checks.	Provide software and training in computer bookkeeping for clerical staff.
	CEA regularly reviews income-expense reports.	Establish criteria and procedures for handling cost recovery monies.	
	CEA authorizes expenses of the CEA budget.	Not involved in direct negotiations of rental contracts, leases or other third-party agreements nor in advising CEA on expenditures.	
County Budget Financial Reporting	Coordinate year-end audit if required by CEA by-laws and/or county government.		
	CEA responsible for preparation of financial reports.	Assist with providing periodic financial reports to CEA.	
	CEA responsible for “closing the books” for calendar year and submitting financial reports to county commissioners and Cooperative Extension.	Clerical staff assist CEA in preparation of year-end financial reports	Requires annual financial report from each county.

Function	County Partner	University	
	County Extension Association (CEA) Members	Cooperative Extension Employees	Cooperative Extension Administrators
County Housing and Equipment	Provide accessible office space and appropriate office furniture and equipment. Negotiate and sign, where applicable, rental leases and contracts.	Articulate office space and equipment needs to the CEA in order to ensure adequate support for Cooperative Extension programs and personnel.	Support county efforts to ensure office accessibility for the public, including those with special needs.
	Ensure adequate funds are available to meet rental contracts and lease obligations, and mortgage payments where applicable.	Provide relevant information to CEA members who are responsible for negotiating rental leases and contracts.	
		Ensure a safe and sound working environment.	
	Support accessibility of programming for the public, including those with special needs.	Ensure accessibility of programming for the public, including those with special needs.	Communicate UMaine responsibilities for complying with Americans with Disabilities Act.
	CEA authorizes expenses of the CEA budget, including negotiating of rental contracts and leases.	Not involved in direct negotiations of rental contracts, leases or other third-party agreements nor in advising CEA on expenditures.	
Clerical Staffing	CEA provides funds for clerical staff services. Clerical staff are employees of UMaine Cooperative Extension.	Submit requests-to-fill and job descriptions.	Act upon requests to fill.
	Assist in hiring clerical staff by giving input into hiring process. May act as part of the UMaine Cooperative Extension search committee as requested by Cooperative Extension.	Coordinate and conduct hiring process at local level.	
		Orient new UMaine Cooperative Extension employees.	Provide funding and opportunities for professional development.
		Conduct supervision and performance evaluation.	
Staffing for Professional Positions	Work with faculty and administrators to prioritize staffing needs and develop relevant job descriptions.	Provide input along with CEA in prioritizing staff needs. Submit request-to-fill to PA.	Act upon requests for staffing.
	May be invited to serve on University search committees and be involved in search process for UMaine Cooperative Extension professional employees.	Convene and participate in University search committees. Evaluate candidates for hire. Search committee recommends appointment.	Accept candidate recommendations from search process and act upon them.
			Provide for supervision, professional development funding, and opportunities.

Function	County Partner	University	
	County Extension Association (CEA) Members	Cooperative Extension Employees	Cooperative Extension Administrators
Staffing for Professional Positions, cont.	May provide input into staff performance evaluations.	Supervise and conduct annual performance evaluations where applicable.	Supervise and conduct annual performance evaluations where applicable.
	Review and advise upon UMaine Cooperative Extension employee requests for sabbatical and educational leave.	Meet deadlines and complete paperwork for personnel actions. Solicit input and request support from colleagues and CEA members.	Make recommendations to UMaine administration and ensure proper documentation regarding personnel actions
Staffing for Faculty Positions	Work with local staff and administrators to prioritize vacancies and develop relevant job descriptions.	Provide input along with CEA in requesting vacancies to be filled and outlining job description. Submit requests-to-fill and proposed job description to PA.	Act upon requests for staffing.
	May be invited to serve on University search committees and be involved in search process for UMaine Cooperative Extension faculty.	Participate in University search committees. Evaluate candidates for hire. Search committee recommends appt.	Accept candidate recommendations from search process and act upon them.
	May provide input into annual administrative performance evaluations.	Act as part of peer evaluations where applicable.	Provide supervision and conduct annual performance evaluation.
	Review and advise upon UMaine Cooperative Extension employee requests for sabbatical and educational leave.	Meet deadlines and complete paperwork for personnel actions. Solicit input and request support from colleagues and CEA members.	Make recommendations to UMaine administration and ensure proper documentation regarding personnel actions.

Function	County Partner	University	
	County Extension Association (CEA) Members	Cooperative Extension Employees	Cooperative Extension Administrators
Plan of Work	Work with UMaine Cooperative Extension employees to develop plans of work based on high priority issues.	Gather relevant information to define high priority issues.	Coordinate development of statewide plan of work.
	May assist UMaine Cooperative Extension employees with implementation and evaluation of plans of work.	Work with CEA members to translate issues into educational program goals and outcome-based objectives.	Work with UMaine Cooperative Extension employees to secure and allocate resources in support of the plan of work.
	Monitor ongoing effectiveness in reaching plan of work outcomes.	Draft possible plans of action and ways to assess impacts in reaching outcome-based objectives. Refine, revise plans of work as needed.	Work with UMaine Cooperative Extension employees to refine plans of work as needed.
	Assist UMaine Cooperative Extension employees in reporting program impacts to key stakeholders throughout the year.	Submit plans of work and periodic program reports to supervisors, CEA members and county commissioners.	Submit UMaine Cooperative Extension plan of work and annual report to National Institute of Food and Agriculture (NIFA) at USDA.
		Work with colleagues and stakeholders to make the best use of resources. Ensure that programs reach diverse audiences.	Communicate statewide program impacts to key stakeholders throughout the year.
Publicity	Assist UMaine Cooperative Extension employees in publicizing Extension programs to reach diverse audiences.	Promote all programs and educational resources to diverse audiences.	Coordinate promotional and public relations activities in collaboration with UMaine Cooperative Extension employees, MEA and UMaine Public Affairs.
	Work with Maine Extension Association to coordinate statewide PR initiative.	Assist CEA's in publicizing programs and reporting program impacts.	
		Provide relevant information for county and statewide promotion of Extension and UMaine.	