

# CASCO BAY ISLAND TRANSIT DISTRICT

## BY-LAWS\*

### PREAMBLE

The following are the By-Laws of the Casco Bay Island Transit District.

As used herein the word *District*, unless the context shall indicate another or different meaning or intent, shall mean the Casco Bay Island Transit District created by P. & S. Law, 1981 Chapter 22.

These By-Laws are constituted to provide for the government of the District and its Directors and Executive Committee, to regulate the transaction of the business of the District, to promote the essential welfare of the District, and to carry into effect the objectives of the District as set forth in the Public Laws of the State of Maine.

### ARTICLE I – DIRECTORS AND OFFICERS

Section 1, Directors. The Directors of the District are determined by election as provided for in P. & S. Law, 1981 Chapter 22, of the State of Maine. The Board of Directors shall have charge of and supervise the management, operation and direction of all business and affairs of the District.

The Annual Meeting of the Board of Directors will be conducted as part of the first regular meeting of the Board of Directors held after the District's Annual Election.

If the date of the municipal elections for the City of Portland is changed at any time, then the three (3) year term of each Director then in office automatically shall be either extended (if the election is moved to a later date) or shortened (if the election is moved to an earlier date) to reflect the change in the date of the municipal elections for the City of Portland.

Section 2, President. The President will preside at all meetings of the Executive Committee and Directors and shall perform all the duties commonly incident to his/her office and shall perform other duties and have such other powers as the District may from time to time designate. The President shall be a member, *ex-officio*, of every committee of the Directors except the Nominating Committee, of which he/she shall not be a member.

Section 3, Vice Presidents. A First and Second Vice President shall perform the duties and have the powers of the President during the absence or disability of the President. In the President's absence, meetings of the Executive Committee and of the Directors shall be chaired by the First Vice President, or in his/her absence the Second Vice President. They shall perform all duties commonly incident to this office and have powers as the District may from time to time designate.

Section 4, Clerk. The Clerk shall endeavor to be present at all meetings of the Directors and shall oversee the keeping of accurate records by the designated recording secretary of the proceedings at such meetings, which books shall respectively be opened at all reasonable times to the inspection of any Director or member of the Executive Committee. Following approval of minutes of Board meetings, the Clerk shall sign the approved minutes. The Clerk shall see that all notices are duly given in accordance with the provisions of these By-Laws or as required by Law. The Clerk shall oversee the keeping of the records of the District and of the seal of the District and shall see that the seal of the District is affixed to all documents, the execution of which on behalf of the District under its seal is duly authorized, in accordance with the provisions of these By-Laws. The Clerk shall perform all duties commonly incident to his/her office and shall perform such other duties and have such other powers as the District may from time to time designate. In the absence of the Clerk from any meeting of the Directors, the Assistant Clerk shall assume all of the duties of the Clerk.

Section 5, Treasurer. The Treasurer shall oversee the care and custody of all the money, funds, valuable papers and documents of the District necessary for exercising, under the supervision of the District, all the powers and duties commonly incident to the office of Treasurer. The Treasurer shall oversee the records of deposits of the funds of the District in such bank or banks, trust or trust companies, or with such firms doing a banking business as the District may from time to time designate. He/she may, on behalf of the District, endorse for deposit or collection all checks, notes and other obligations payable to the District or its order, and may oversee acceptance of drafts on behalf thereof. He/she shall have oversight of the keeping of accurate books of account of all official transactions, which books shall be the property of the District, and, together with all other of its property shall be subject at all times to the inspection and control of the Board of Directors and within the possession of the District. All receipts and vouchers for payments made to the District and all checks, drafts, notes or other official obligations for the payment of money by the District shall be signed by the Treasurer except as the District, through Executive Committee and/or Directors, may otherwise specifically order.

Section 6, Assistant Clerk. The Assistant Clerk will perform the duties of the Clerk in the absence or disability of the Clerk, and may assist in the duties of the Clerk as designated. The Assistant Clerk will perform other duties and have powers as the District may from time to time so designate.

Section 7, General Manager. The General Manager, referred to hereafter as the *Manager*, is the Chief Executive Officer of the District, and under the direction of the Directors shall have general oversight, care, and management of all properties and business in its departments and supervision of its officers (other than its Directors), its agents and employees in the discharge of all duties not specifically otherwise prescribed by law or by the Directors. The Manager shall devote full time to the affairs of the District and furnish a suitable bond, when and if called upon to do so. The Manager shall have and exercise power and fulfill such duties as may be assigned to him/her from time to time by the Directors. The Manager shall serve at the pleasure of the Directors. The Manager shall serve as staff to every committee of the Directors except the Personnel and Nominating Committees, and may assign other staff, as necessary, to support the functions of committees.

Section 8, Attendance. Directors are expected to be physically present at meetings of the Board of Directors and committees to which they have been appointed, however, participation by telephone, or other technology allowing all directors to hear one another at the same time, may constitute presence in person at any meeting of the Directors or any committee of the Board of Directors with the prior approval of the President or committee chairman.

Section 9, Resignations of Officers or Directors. Any Director or Officer (other than either of the Directors appointed by the City Council of Portland or the Commissioner of Transportation of the State of Maine) may resign at any time by giving notice of such resignation to the President and such resignations need not be formally accepted by the Board of Directors in order to be effective. Unless an effective date is specifically stated in the notice, such resignations shall be effective upon receipt by the President.

Section 10, Replacement of Officers. If any officer of the Board becomes fully disabled, dies or resigns, then the Board shall elect another of its members to replace such person as an officer to serve until the next election of officers.

Section 11, Replacement of Directors. The Directors may fill a vacancy on the Board of Directors by appointing a Director to serve until the next municipal election. Such appointed Director must meet the eligibility requirements for the same geographic area as the former Director whose term the appointed Director will serve. If the term of a vacating Director extends beyond the date of the next municipal election, a new director shall be elected at the next municipal election to fill the remainder of that term as provided in Article I, Section 1. When a vacancy occurs after the deadline for nominating candidates in such election, the Directors may fill the vacancy by appointing a Director until the following municipal election.

Section 12, Removal from Office. Any member of the Executive Committee may be removed from the Committee, with or without cause, by a majority vote of the Board of Directors at any duly called and properly noticed meeting of the Board of Directors; provided, however, that such action shall appear as a business item on the Agenda for such meeting. The Director involved shall be given an opportunity to be heard at such a meeting. A vacancy in any office created by a removal by vote of the Directors shall be filled by the Directors and may be so filled at the same meeting, until such time as a new election occurs.

Section 13, Interpretation of Duties. In the event of any difference between any of the Directors of the District as to the application of these By-Laws or in pursuance of their duties, such difference shall be submitted to the President of the District for resolution by the Directors.

Section 14, Nominating Committee; Elections. There shall be a Nominating Committee consisting of any three (3) Directors (except the President) chosen as follows: at a regular meeting of the Directors, after due notice thereof has been given in the call to such meeting, each Director shall choose three members of the Nominating Committee by secret ballot, and the three Directors receiving the greatest numbers of votes shall constitute the Nominating Committee for purposes of the next election. Elections to fill vacancies in the Executive Committee, or in offices of Clerk and Assistant Clerk, may be held at any regular meeting following the selection of a Nominating Committee, provided notice thereof is given in the call to such meeting. It shall be the duty of the Nominating Committee to nominate at least one candidate, and no more than two candidates, for each office to be filled. Nominations may also be made by other Directors at the meeting where an election is held. Nominations need not be seconded. Every election of Executive Committee members and of the Clerk and Assistant Clerk shall be by secret ballot, and no person shall be elected to the Executive Committee or as Clerk or Assistant Clerk except by vote of the majority of Directors in attendance at the meeting where the election is held.

## **ARTICLE II – COMMITTEES**

Section 1, Executive Committee, Clerk and Assistant Clerk. The Executive Committee of the District shall consist of a President, the First and Second Vice Presidents and the Treasurer from the ranks of Directors, and such other members as are needed and designated by the Directors. Upon nominations by the Nominating Committee, the members of the Executive Committee and the Clerk and Assistant Clerk shall be elected at the Annual Meeting or at any meeting held in lieu thereof, and shall serve for the year following the date fixed by these By-Laws for the Annual Meeting and until their respective successors shall be duly elected and qualified.

The Directors appointed by the City Council of Portland and the Commissioner of Transportation of the State of Maine may not be members of the Executive Committee.

Section 2, Operations Committee. There shall be an Operations Committee composed of no fewer than three (3) Directors and member(s) of the public appointed by the President at the first meeting of the Directors following each Annual Meeting. It shall be the duty of this committee to monitor the ferry operations of the District and to make recommendations to the Board from time to time regarding ferry schedules, equipment needs of the District, and such other matters regarding the ferry operations of the District as the committee shall deem appropriate.

Section 3, Governmental Relations Committee. There shall be a Governmental Relations Committee composed of no fewer than three (3) Directors and member(s) of the public appointed by the President at the first meeting of the Directors following each Annual Meeting. It shall be the duty of this committee to monitor all of the District's relationships with governmental agencies, including the United States Coast Guard, the Federal Transit Administration, the Maine Department of Transportation, the City of Portland, the Town of Long Island, the Town of Chebeague Island and all other Federal, State and local agencies, and to make recommendations to the Board regarding governmental relations or activities affecting the District as the committee shall from time to time deem appropriate.

Section 4, Pension Committee. There shall be a Pension Committee composed of the Treasurer of the Board and at least one other Director appointed by the President at the first meeting of the Directors following each Annual Meeting. The Pension Committee shall also include an employee of the District who has vested rights in the District's Pension Plan, this member to be appointed by the President upon recommendation by a vote of the participating employees. It shall be the duty of the Pension Committee to monitor the performance and functioning of any pension plan provided by the District for the benefit of its employees, and to make such recommendations to the Board as the committee shall from time to time deem appropriate regarding its investments of such pension plan, the selection of investment advisors or managers for the pension plan, and related matters.

Section 5, Finance Committee. There shall be a Finance Committee composed of the Treasurer, no fewer than two (2) Directors and member(s) of the public appointed by the President at the first meeting of the Directors following each Annual Meeting. It shall be the duty of the Finance Committee to, monitor the financial performance of the District, to oversee development of both the annual operating budget and the long-term capital expense budget of the District, and to recommend revisions as necessary to the Board. The Finance Committee shall meet quarterly except as more frequent meetings are required with respect to the development of the annual budget.

Section 6, Personnel Committee: A Personnel Committee composed of the President and no fewer than three (3) Directors shall be appointed by the President at the first meeting of the Directors following the Annual Meeting. It shall be the duty of this committee to guide and review the General Manager, and to insure that the General Manager's goals are consistent with District policies and plans. This committee will evaluate the General Manager's performance, and recommend Board action with respect to his/her employment and compensation. The Board of Directors may assign other duties and responsibilities to the Personnel Committee.

Section 7, Additional Committees. Such other committees, standing or special, shall be appointed by the President as the Board shall from time to time deem necessary.

Section 8, Limits on Committee Authority. No committee, standing or special, shall have any authority to take any action that binds the District to any contract or agreement, or to take any other action or to state publicly any position on behalf of the District except as any such committee is granted specific powers for the taking of such actions by vote of the Board.

Section 9, Committee Chairpersons. The President shall appoint the chairperson of each standing and special committee of the Board, except that the Treasurer shall be the chair of the Finance Committee.

Section 10, Additional Committee Members. The President shall be an *ex officio* member of all committees of the District except for the Nominating Committee. A majority of the members of each committee shall be Directors.

Section 11, Terms of Committee Members. Members of all Committees shall serve for the year following the date fixed by these By-Laws for the Annual Meeting immediately preceding these appointments and until their successors are duly elected and qualified, or appointed, as applicable,

## **ARTICLE III – OFFICES**

The principle office of the District shall be in the City of Portland, County of Cumberland, State of Maine. The District may have such other offices either within or without the State of Maine as the District may determine as required. The address of the principal office may be changed from time to time by the Directors of the District.

## **ARTICLE IV – MEETINGS**

Section 1, Executive Committee and Directors. All meetings shall be held at the principal office of the District in Portland, Maine, unless some other place is definitely stated in the call thereof. Directors and Executive Committee will generally meet monthly on any mutually agreeable day approved by the Executive Committee, or more often on such schedule as they may adopt. The agenda for each meeting shall be provided to each Director via any reasonable means of delivery requested by the Director and conspicuously posted in the Portland ferry terminal at least five days prior to the day of meeting, and no business shall be transacted at any meeting except as set forth in the agenda. Special meetings may be called by the President, and shall be called at the request of one third of the Directors or a majority of the Executive Committee, provided that notice thereof, and of the business to be transacted thereat, is provided to every Director.

Section 2, Public Input. Any member of the public wishing to comment on any agenda item should notify the Chair of his/her desire at the start of the meeting. Agenda items on which several persons wish to speak will be moved up first in order to allow public comment. In all cases, the public should be given all reasonable opportunity to speak. The Directors, at their discretion, may impose a three-minute limit. This may be extended at the discretion of the Directors.

## **ARTICLE V – QUORUM**

The quorum for the Executive Committee shall be three members with a minimum of two votes cast therefor. The quorum of the Directors shall be two-thirds (2/3) of the Board of Directors then in office.

## **ARTICLE VI – VOTES**

The votes on the adoption of every resolution of the Executive Committee and the Directors shall be by *yeas and nays*. The names of the members moving and seconding the resolution shall be entered into the minutes. Any Director may request that a vote may be taken by roll call, and it shall be recorded as such. Any item up for vote shall be approved if it receives the affirmative vote of the majority of members present at a meeting at which a quorum is present.

## **ARTICLE VII – SEAL**

The official seal of the District shall consist of the embossed impression of a circular metallic disk containing the words *Casco Bay Island Transit District, Maine, 1981*.

## **ARTICLE VIII – AMENDMENTS**

These By-Laws may be altered, amended or repealed, in whole or in part, or new By-Laws may be adopted by a majority vote of the Directors of the District at any meeting, provided notice of the proposed alterations is given in the call of such meeting.

## **ARTICLE IX – WAIVER**

Whenever any notice is required to be given, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed the giving of such notice.

## **ARTICLE X- RULES OF ORDER**

The rules contained in the current edition of Roberts Rules of Order Newly Revised shall govern all meetings of the Board of Directors of the Casco Bay Island Transit District and all committees thereof to the extent that they are not inconsistent with these By-Laws or with any special rules of order that the Board of Directors may from time to time adopt. This By-Law shall not prevent the suspension of such rules of order as may from time to time be determined by vote in accordance with Roberts Rules of Order Newly Revised.