

**BYLAWS**  
**SOUTHERN MAINE PLANNING and DEVELOPMENT COMMISSION, Incorporated**  
**JUNE 12, 2013**

**ARTICLE I**

**NAME**

The name of this corporation is the Southern Maine Planning and Development Commission (known as SMPDC).

**ARTICLE II**

**LEGAL BASIS**

Section 1.

The legal basis for SMPDC is Title 13, MRSA, Chapter 81, and Title 30-A, MRSA, Section 2311 - 2316.

Section 2.

Title 30-A, MRSA, Section 2313, 1. allows SMPDC to study area governmental problems common to 2 or more member municipalities, to promote cooperative arrangements and actions among member municipalities, and to make recommendations for review and action to its member municipalities and other public agencies that perform functions within the region.

Section 3.

Title 30-A, MRSA, Section 2313, 2, gives SMPDC the authority, on behalf of one or more member municipalities and upon appropriate action of the municipalities' legislative bodies, to exercise any power capable of exercise by a member municipality, except legislative powers, taxing powers, and eminent domain powers.

**ARTICLE III**

**PURPOSE**

The purpose of SMPDC is to strengthen local municipal self-government while combining total resources for meeting regional challenges beyond individual capacities; to serve as a mutual forum to identify, study, and bring into focus regional challenges and opportunities; provide organizational support to enable communication and coordination among governments and agencies concerned with regional issues and opportunities; to act as an advocate where membership directs; and to exercise such powers as the member municipalities may delegate.

**ARTICLE IV**

**MEMBERSHIP AND REPRESENTATION**

Section 1.

Eligibility for membership in SMPDC is open to any municipality or county in the geographic area known as the Southern Maine Planning and Development District as described by Maine Gubernatorial Executive Order.

Section 2.

Application for admission or requests for withdrawal may only be done by a formal resolution adopted by the legislative body of the municipality or the Board of County Commissioners of the county

requesting consideration. The Executive Committee of SMPDC may vote to suspend any member for failure to meet membership criteria.

### Section 3.

The board of municipal officers of each member municipality of SMPDC is eligible to appoint two representatives to the SMPDC General Assembly. Any municipal member having a population over 10,000 as determined by the latest decennial census may appoint one additional representative for every 10,000 population or fraction thereof over 10,000 population. At least one-half of the representatives of any municipal member must be municipal officers -- Selectmen or Council Members. (MRSA, Title 30-A, Section 2313 requires that at least half of the representatives from each member municipality be municipal officers.) The Board of County Commissioners of member counties may appoint two representatives to the General Assembly.

## **ARTICLE V ORGANIZATION**

### Section 1.

#### General Assembly

- A. The General Assembly is the policy making body of SMPDC. The powers and functions of the General Assembly include the adoption of the SMPDC work plan and budget; election of officers and other Executive Committee members; adopting and amending the Bylaws, the Regional Policies, and the Strategic Plan, and the acceptance of municipal powers as a member municipality's legislative body may delegate.
- B. Each representative to the General Assembly must be appointed, by the municipal officers, prior to the annual meeting of the General Assembly and serves for a term of one year and until replaced. However, the term of any General Assembly member who is a municipal officer ends if that member is no longer a municipal officer.

### Section 2.

#### Officers

- A. The officers of the SMPDC consist of a Chair, a Vice Chair, a Treasurer, and a Secretary. These officers serve as the officers of both the General Assembly and of the Executive Committee.
- B. Officers are elected at the annual meeting of the General Assembly and serve for a term of one year or until their successors are elected. Election may be by show of hands vote or written ballot. A majority vote of those General Assembly members present and voting is needed to elect.
- C. The Chair of the SMPDC presides over the meetings of the General Assembly and the Executive Committee. In the absence the Chair, the Vice Chair presides. In the absence of the Vice Chair the next highest ranking officer presides; the Treasurer, then the Secretary.
- D. The Treasurer is responsible for care and custody of all the funds and the securities of the SMPDC and to ensure that they are deposited in the name of the SMPDC in the bank or banks as the Executive Committee may direct. The Treasurer must provide a report of the finances at each meeting of the Executive Committee and at each annual meeting of the General Assembly. The Treasurer is responsible for disbursement of funds as is required to pay for the operations of the SMPDC. The Treasurer may direct the Executive Director to undertake the disbursements. The

Executive Director must consult with the Treasurer in the preparation of the proposed work plan and budget.

- E. The Secretary is responsible for keeping the minutes of the Executive Committee meetings and the meetings of the General Assembly. The Executive Committee may delegate this duty to the Executive Director.
- F. The Executive Committee may fill any vacancy in any office until the next Annual Meeting.

### Section 3.

#### Executive Committee

- A. The Executive Committee consists the officers of the SMPDC General Assembly, and ten members of the General Assembly elected by the General Assembly at the SMPDC Annual Meeting.
- B. The Executive Committee has the following functions and powers:
  - (1) To act on behalf of the General Assembly in conducting the business of the SMPDC.
  - (2) To appoint, fix the salary of, and remove for cause the Executive Director.
  - (3) To propose an annual work plan and budget to the General Assembly.
  - (4) From time to time to consider and recommend action on regional policies, a strategic plan, and other studies or plans.
  - (5) To set annual membership criteria.
  - (6) To set fees for services rendered to member and non-member municipalities.
  - (7) To oversee the receiving, holding, and disbursing of funds of the SMPDC.
  - (8) To provide for an annual audit.
  - (9) To exercise such municipal powers as may be delegated to SMPDC by any of its members.
  - (10) To create committees to serve from time to time as it deems appropriate.
  - (11) To fill any vacancy on the Executive Committee and of any of the officers until the next annual meeting of the General Assembly.

## **ARTICLE VI MEETINGS**

### Section 1.

#### General Assembly

- A. The General Assembly must meet annually during the month of June, with the date, time, and place determined by the Chair. Fifteen days notice of the date, time, and place must be given to each member municipality and county, and each member of the General Assembly.
- B. Special meetings may also be called by the Chair, by a majority vote of the Executive Committee, or by request of 25 percent of the members of the General Assembly. Notice of a special meeting must be mailed at least seven days prior to the date of the meeting and addressed to the head elected official of each member of the SMPDC and to the members of the General Assembly.
- C. Each member of the General Assembly is entitled to one vote. Twenty percent of the members of the General Assembly constitutes a quorum.
- D. Votes of the General Assembly, including elections, may be by show of hands or written ballot.

- E. Records will be maintained at the offices of SMPDC.
- F. Parliamentary authority is the current edition of Robert's Rules of Order Newly Revised for all matters not covered in these bylaws.

Section 2.

Executive Committee

- A. The Executive Committee must meet regularly with the Executive Director, generally on a monthly basis, with the date, time, and place of each regular meeting determined by the Executive Committee.
- B. Special meetings may be held at the call of the Chair, at the direction of the General Assembly, or upon request of a majority of the members of the Executive Committee. The Secretary of the SMPDC must cause notice to be given of the business to be conducted and the date, time, and place of the special meeting to each member of the Executive Committee at least five days prior to the meeting.
- C. Each member of the Executive Committee has one vote. Seven of the members of the Executive Committee constitutes a quorum. Votes of the Executive Committee are by show of hands vote.
- D. The Executive Committee may create ex-officio, non-voting, memberships on the Executive Committee.
- E. Records will be maintained at the offices of SMPDC.
- F. Parliamentary authority is the current edition of Robert's Rules of Order Newly Revised for all matters not covered in these bylaws.

**ARTICLE VII**

**STAFF**

Section 1.

Executive Director

The Executive Director is in charge of the office and the hiring of all employed and contractual staff; directs the activities outlined in the annual work plan and budget; is in charge of general correspondence; receives all funds of the SMPDC; prepares the annual work plan and budget, including estimates of revenues and expenditures for the fiscal year; keeps accounts which are open for inspection by the Executive Committee; and performs such other duties as the Executive Committee may assign.

Section 2.

Other Staff

- A. Other staff may consist of personnel, either employed or on a contractual basis, in positions established by the Executive Committee.
- B. No employee of SMPDC may be a member of the General Assembly.

**ARTICLE VIII  
FINANCES**

Section 1.

Funds

Funds which accrue to the SMPDC for its use in furthering its aims and purposes are controlled, disbursed, and accounted for in a manner prescribed by these Bylaws and the Executive Committee.

Section 2.

Fiscal Year

The fiscal year of the SMPDC is July 1 to June 30.

Section 3.

Bonds

The Treasurer and the Executive Director may be bonded for the faithful performance of their duties in the sum and with such sureties as the Executive Committee may require and approve. The cost of bonds are paid by the SMPDC.

Section 4.

Reimbursement of General Assembly Members

Members of the General Assembly may not be remunerated for their services, but may be reimbursed upon approval of the Executive Committee for expenses incurred on behalf of the SMPDC.

**ARTICLE IX  
COMMITTEES**

Section 1.

Nominating Committee

- A. The Nominating Committee consisting of five members of the General Assembly must be appointed by the Executive Committee at its regular meeting in March.
- B. The Nominating Committee must recommend a slate of Officers and Executive Committee members to be voted on at the annual meeting of the General Assembly. They may recommend more than one person for any office and they must take into consideration geographic distribution of nominees. Consent to serve must be obtained from all nominees before nominations are made. Additional nominations may be made from the floor by members of the General Assembly at the annual meeting.

Section 2.

Finance Committee

- A. The Finance Committee consists of the Treasurer and two members of the Executive Committee appointed by the Chair of the SMPDC. The Treasurer is Chair of the Finance Committee.
- B. The Finance Committee reviews and makes recommendations to the Executive Committee concerning the budget and other financial matters.

Section 3.

Personnel Committee

- A. The Personnel Committee consists of the Vice Chair and two members of the Executive Committee appointed by the Chair of the SMPDC.
- B. The Personnel Committee reviews and makes recommendations to the Executive Committee concerning staff positions and other personnel matters.
- C. The Personnel Committee with advice from the Finance Committee must annually make a recommendation to the Executive Committee concerning compensation levels for the staff.

Section 4.

Other Committees

The Executive Committee may create other committees to study and make recommendations on issues affecting the region with respect to such matters as land use, capital improvements, natural resources, intergovernmental relations, solid waste and recycling management, coordination of public services, and internal organization. The Chair of the SMPDC appoints the members of any committee created.

**ARTICLE X  
AMENDMENTS**

These bylaws may be amended by a two-thirds vote of the members present and voting at the annual or special meeting of the General Assembly, provided the proposed amendment is sent with the written notice of the meeting to each member.

**ARTICLE XI  
MISCELLANEOUS**

Section 1.

Annual Reports

The Chair, Executive Director, Treasurer, and Secretary must prepare annual reports which are included in the Annual Report of the SMPDC and are presented at the annual meeting of the General Assembly.

Section 2.

Regional Cooperation

SMPDC may join with other regional councils to promote regional interests within the state of Maine, New England, and the Nation. The Chair of the SMPDC may appoint representatives to such organizations.

Section 3.

Termination

- A. In the event the General Assembly or Executive Committee determines by vote that it is necessary to dissolve the SMPDC, the Executive Committee must adopt a resolution to such effect which must be submitted to the legislative bodies of the member municipalities and the Board of County Commissioners of member counties.
- B. Termination of the SMPDC requires the affirmative vote on a resolution to terminate and dissolve the SMPDC by two-thirds of the member municipalities.

C. If terminated and dissolved, upon settling the debts, liabilities, and obligations of the SMPDC, the remaining assets of the SMPDC must be divided proportionately among the member municipalities on the basis of their state valuation.

Section 4.

Saving Clause

If any portion of these Bylaws is found to be contrary to law, it does not invalidate other portions.

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