

**BYLAWS  
OF THE  
KENNEBEC REGIONAL DEVELOPMENT AUTHORITY**

**ARTICLE I  
NAME**

The name of this Authority shall be the Kennebec Regional Development Authority.

**ARTICLE II  
LEGAL BASIS FOR REGIONAL DEVELOPMENT AUTHORITY**

The Authority was created by Chapter 79 of the Private and Special Laws of the 118<sup>th</sup> Maine Legislature (1998).

**ARTICLE III  
BYLAW DEFINITIONS**

Authority: "Authority" refers to the Kennebec Regional Development Authority.

Act: "Act" refers to Chapter 79 of the Private and Special Laws of the 118<sup>th</sup> Maine Legislature (1998) creating the Authority, as such may be amended from time to time. (See Appendix A)

General Assembly: "General Assembly" refers to the governing body of the Authority which shall have as its members the Official Representatives.

Official Representative: "Official Representative" refers to a person who has been appointed or elected by a member municipality to represent that municipality in the General Assembly of the Authority.

Member of the Authority: "Member of the Authority" means a municipality which has satisfied the requirements of Article V.

Municipality: "Municipality" means a city, town, or plantation as defined by Maine law.

Municipal Legislative Body: "Municipal Legislative Body" refers to that part of a municipal government that exercises legislative powers under state law or local charter.

Municipal Officers: "Municipal Officers" refers to the selectmen or councilors of a town, or the mayor and aldermen or councilors of a city.

Municipal Official: "Municipal Official" refers to any elected or appointed member of a municipal government.

Executive Board: "Executive Board" refers to the Officers and others of the Authority, as provided for in Article VII of these Bylaws.

Host Community: "Host Community" refers to the municipality in which an economic development project sanctioned and financially supported by the Authority is sited.

#### **ARTICLE IV** **PURPOSE AND POWERS**

The powers of the Authority are as enumerated in Section 2 of the Act.

#### **ARTICLE V** **MEMBERSHIP**

##### Section 1: Eligibility

Eligibility for membership in this organization shall be open to any Municipality within the Kennebec Valley Economic Development District which, as designated by the Governor of Maine, includes Somerset County, Kennebec County, and Western Waldo County.

##### Section 2: Official Representatives

The Municipal Officers of each member of the Authority shall appoint one or more Official Representative(s) to the General Assembly. The number of Representatives shall be based on the municipality's current equalized State Valuation compared to the total current equalized State Valuation for all municipalities which are members of the Authority as provided for in the Act.

Each member of the Authority will be entitled to one (1) Representative. In addition, when a member municipality has an equalized State Valuation that is at least 5% of the total aggregate equalized State Valuation of all member

municipalities, it is entitled to one (1) additional Representative for each full additional 5% that the amount of its current equalized State Valuation is in comparison to the total current equalized State Valuation of all member communities.

*(This is interpreted to mean that a municipality with an equalized State Valuation that is at least 5% of the total Valuation of all member communities, but less than 10% would be entitled to two (2) Official Representatives and a municipality with a current equalized State Valuation that is more than 10%, but less than 15% of the total equalized Valuation of all member communities would be entitled to three (3) Official Representatives.)*

Section 3: *Alternate Representatives*

Municipalities may appoint one (1) Alternate Representative who shall act in the place of an Official Representative from his or her municipality when such Official Representative is unable to act because of conflict of interest, physical incapacity, or absence. Alternate Representatives shall be invited to participate in all meetings of the General Assembly.

**ARTICLE VI**  
**GENERAL ASSEMBLY**

Section 1: *Purpose*

The General Assembly shall act as the policy making body of the Authority. It is comprised of the Official Representatives of the member municipalities.

Section 2: *Powers and Functions*

The powers and functions of the General Assembly shall include:

- A. The adoption of the Authority's Annual Budget as provided in Section 4 of this article.
- B. Determination of the amount, if any, to be paid annually by each member municipality as its pro rata share of the Annual Budget.
- C. The adoption and amendment of the Bylaws of the Authority.

- D. The election of the members of the Executive Board as provided for under Article VII, Section 2 of these Bylaws.
- E. The establishment of policy guidelines for the Executive Board.
- F. The approval of an annual strategic plan for the Authority.
- G. The consideration of all requests for admission or withdrawal of any participating municipality.
- H. All other powers vested in the Authority by the Act, laws of the State of Maine, and these Bylaws.

Section 3: Reimbursement

Official Representatives shall not be compensated for their services but may be reimbursed for expenses approved by the President and Treasurer.

Section 4: Regular Meetings

There shall be at least four (4) meetings of the General Assembly per year at a location to be determined by the General Assembly. One of these meetings shall be deemed to be the Annual Meeting held no later than March 31 of each year for the purpose of reporting on the finances of the Authority, electing Officers, and adopting an Annual Budget for the next fiscal year. Notice of such meeting shall be as provided for in the Act. The President may call a meeting, in addition to those scheduled by the General Assembly, whenever necessary.

Transition Provision Due to Bylaw Changes Approved 1-19-2012: The first time the next Annual Budget to be adopted shall occur is in March 2013 for the Fiscal Year beginning July 1, 2013.

- A. Notice of Meetings. A minimum of seven (7) calendar days written notice is required for all meetings of the General Assembly.

B. Voting.

1. Each Official Representative shall be entitled to one (1) vote. If a member municipality has appointed or elected an Alternate Representative to the General Assembly that Alternate Representative may vote in the absence of the member municipality's regular Official Representative when it is specifically stated by the President that such regular Official Representative is absent or unable to vote on behalf of the member municipality which he or she represents.
2. A simple majority of fifty percent (50%) +1 of the Official Representatives to the General Assembly in attendance and eligible to vote at any meeting shall constitute a valid vote on all matters before the General Assembly except as may be provided otherwise by these Bylaws.
3. In the event a vote is not able to be held on a matter that has been duly presented to, and discussed by, the General Assembly as described in these Bylaws, that vote may be held electronically through the official KRDA website as follows:
  - a. As described above, only eligible members are permitted to vote.
  - b. Circumstances calling for an electronic vote include, but may not be limited to:
    - i. Lack of a quorum at three (3) successive meetings as defined in Article VI, Section 4D, or
    - ii. Terms and/or deadlines coincident with the specific issue to be voted upon, or
    - iii. Call for this process by the Executive Board.
  - c. A notice shall be sent to the General Assembly membership announcing the vote including wording of the matter in question, a brief summary of the debate held prior to the vote, and published deadline for the vote to be completed.

- d. Only those duly eligible members, or designated alternate members as described in Article VI, Section 4B-1, are permitted to cast a vote.
- e. For that ballot to be valid, the following steps are required:
  - i. The member is to log into the Members Only section on the KRDA official website, using their assigned username and password.
  - ii. The member is to electronically mark his/her vote on the ballot as presented. Entry of the member community name will be required at time of voting.
  - iii. Upon completion of a cast ballot, the member will receive an electronic confirmation page of the vote and the Executive Director will receive e-mail notification of the vote being cast.
  - iv. The member will log out of the Members Only section of the official KRDA website.
- f. Once a vote by an eligible member, or members as determined by apportionment, has been cast and counted, additional votes will not be counted.
- g. In the event of a "super majority" vote, once a member community's single ballot has been cast and counted, further attempts to cast additional ballots will be disregarded.
- h. All balloting will be counted and recorded by the Executive Director and/or any designee appointed by the President as needed. All voting results will reported to the General Assembly through approved reporting mechanisms.
- i. Each vote is cast it is time and date stamped, and can be linked directly to the member login.
- j. All balloting is stored electronically and will not be deleted.

- C. Rules. The General Assembly may adopt such procedures, rules, and regulations as may be necessary for efficient administration of its activities which are not inconsistent with these Bylaws or the Act.
- D. Quorum. The presence of at least one (1) voting Official Representative from thirty percent (30%) of the membership (8 municipalities) shall constitute a quorum for the transaction of business at meetings of the General Assembly. In the event a quorum is not present, those Official Representatives present may vote to adjourn the meeting to another date.
- E. Attendance. An official representative is expected to attend a minimum of three (3) meetings of the General Assembly without reasonable excuse within a given fiscal year. If the representative neglects to carry out his or her duties, or commits an act of malfeasance as defined and described in policies adopted and maintained by the General Assembly, the General Assembly may vote to direct the Executive Board to communicate with the Board of Selectmen or City Council of the member community to request that the Selectmen or City Councilors either arrange for the representative in question to take the appropriate action to correct their lack of attendance, malfeasance, or failure to otherwise carry out their duties within the time period specified in the vote of the General Assembly, or, to replace the representative in question.

## **ARTICLE VII** **EXECUTIVE BOARD**

### Section 1: Purpose

The Executive Board shall provide policy guidance in pursuit of General Assembly purposes. To allow for the timely and efficient operation of the Authority, the Executive Board of the General Assembly shall act as a policy-making body whenever the General Assembly is not in session. The Executive Board shall

have the authority to act on behalf of the General Assembly, as provided for in these Bylaws.

## Section 2: Membership

The members of the Executive Board shall be determined as follows:

- A. Any Host Community shall have an Official Representative on the Executive Board.
- B. Membership on the Executive Board shall consist of no more than one Official Representative from any one municipality. Total membership of the Executive Board is limited as outlined in Article VII, Section 2-C below.
- C. Composition of the Executive Board shall consist of a President, President Elect, Secretary, Treasurer, Past President, and Chairs of the Planning and Marketing committees. An additional four (4) at large members shall be elected annually at the Annual Meeting. The representative of the Host Community shall be an additional (12<sup>th</sup>) member if not holding one of the positions described above. The Assistant Treasurer may assume voting responsibilities of the Treasurer on the Executive Board in the Treasurer's absence. The Vice Chairs of the Planning and Marketing Committees may assume voting responsibilities in the excused absences of their respective chairs. The Executive Director shall be an ex-officio member of the Executive Board.
- D. Each voting member of the Executive Board shall be an Official Representative appointed or elected by his/her respective municipality to the General Assembly, and shall have one vote regardless of that municipality's total membership within the General Assembly.
- E. The at-large members of the Executive Board shall be elected annually by the General Assembly at its Annual Meeting.
- F. Terms of office of President, President Elect, and Past President shall be two (2) years for each office. These offices have a term limit of one (1) term each, and may be served consecutively as one (1) term each. The Secretary and Treasurer offices shall be two (2) years each, and shall

have limits of two (2) consecutive terms each. Neither Committee Chairs nor at-large members will have term limits.

- G. An Executive Board member must attend six (6) of eight (8) official Executive Board meetings with no more than two (2) unexcused absences.
  - 1. A member who does not meet the attendance requirement is in jeopardy of being removed from the Executive Board.
  - 2. The President of the Authority will send written notice by certified mail to the Executive Board member and their municipality when he/she is in jeopardy of not meeting the attendance requirement in the manner as described in Article VI, Section 4E.
  - 3. The Executive Board is authorized to remove an Executive Board member by a majority vote on a case-by-case basis when he/she has not met the attendance requirement.
  - 4. An excused absence may be established by a member contacting the Authority office to advise the staff that he/she will not be able to attend a meeting of the Executive Board and the reason why he/she will not be able to do so.

### Section 3: Powers

The Executive Board shall have the following powers and authority:

- A. To act for the General Assembly when the General Assembly is not in session, and to carry out all powers of the General Assembly set forth in Article VI.
- B. To have exclusive authority on the following personnel related matters:
  - 1. Establish and amend, when necessary, personnel policies for the organization,
  - 2. Hire an Executive Director,
  - 3. Evaluate the performance of the Executive Director,
  - 4. Discharge or discipline the Executive Director, and

5. Appoint the Personnel Committee which will have the final authority for the disposition of personnel grievances.
- C. The Executive Board shall create two (2) Standing Committees: Planning and Marketing. The Executive Board may also appoint temporary and ad hoc committees as the need may arise. The Executive Board shall have the authority to define duties and responsibilities of all permanent and temporary committees. The members of such committees may be Official Representatives of the General Assembly, Executive Board, or other persons as provided for in the Act.
  - D. The Executive Board shall, in the absence of appointment of an Executive Director, provide for the performance of such duties, and assume oversight for routine operation(s) of sites under its jurisdiction. The President may, with the consent and approval of the Executive Board, assume the authority and all duties of said position until the appointment and approval of an Executive Director. The President may assign, in such instances, part of these duties and responsibilities to the President Elect.
  - E. The Executive Board shall prepare and present to the General Assembly, no later than March 31 of each year, a proposed Annual Budget for the next fiscal year as provided in Article VI, Section 4.
  - F. The Executive Board may issue Short Term Debt Bonds and/or Tax Anticipatory Notes to meet expenses and/or unanticipated revenue short falls relative to the most recently adopted/amended Annual Budget and subject to the authority to do so being granted to it by vote of the General Assembly.

#### Section 4: *Policies*

The Executive Board shall adopt and periodically review policies which shall include but not be limited to:

- A. Policy governing the position of Executive Director and staff
- B. Disbursement and check signing policy

Section 5: Meetings

- A. Meetings of the Executive Board shall be called by the President as frequently as, in his/her judgment, the accumulation of business to be transacted shall demand, and at places and times to be determined by him/her. There shall be at least six (6) meetings of the Executive Board each year.
- B. Meetings of the Executive Board may also be called by written petition of at least three (3) members of the General Assembly.
- C. A minimum of three (3) calendar days written notice of all meetings of the Executive Board shall be required except in an emergency, when the President or Executive Board may call a meeting on shorter notice.

Section 6: Quorum

A simple majority of 50% plus 1 of the eligible voting members of the Executive Board shall constitute a quorum for the transaction of business by the Executive Board. In the event a quorum is not present, those Official Representatives present may vote to adjourn the meeting to another date.

Section 7: Reports to the General Assembly

The Executive Board shall report to the General Assembly on a quarterly basis on its activities, including the issuance of any Short Term Debt Bonds and/or Tax Anticipatory Notes as outlined in this Article, Section 3.

**ARTICLE VIII**  
**OFFICERS**

Section 1: Officers

The Officers of the Authority shall include a President, President Elect, Treasurer, and Secretary who shall be elected by nomination from members of the General Assembly.

## Section 2: *Nomination of Officers*

The General Assembly may establish a Nominating Committee for the purpose of the nomination of Officers.

## Section 3: *Election of Officers*

The Officers shall be elected by the affirmative written ballots of a majority of the Official Representatives voting at the General Assembly during its Annual Meeting. The results of the ballot shall be ascertained and announced at that meeting. In case no candidate for a particular office shall receive a majority of the votes cast, the Official Representatives at that meeting shall, by vote, select the person to fill such office from the two candidates who received the greatest number of votes by written ballot.

## Section 4: *Terms of Office*

The terms of office shall begin on the first day of the fiscal year following the Annual Meeting. However, members of the Executive Board shall hold office until their successors have been elected and qualified.

## Section 5: *Vacancies*

The General Assembly may fill vacancies in offices occurring between annual elections in the balloting manner described in this section.

## Section 6: *Duties of Officers*

Except as provided for in the Act, the duties of the Officers are as follows:

- A. *President*: The President shall call meetings of the General Assembly and the Executive Board, shall preside at these meetings, except as otherwise provided, shall carry out the resolutions of the General Assembly and the Executive Board, and shall perform such other duties as are customary to the office.

- B. President Elect: The President Elect shall preside at meetings and perform the duties and exercise the power of the President in his or her absence or incapacity, or at the request of the President. The President Elect shall perform such other duties as may be assigned by the President, the General Assembly, or the Executive Board.
- C. Treasurer: The Treasurer shall review all cash disbursements and be authorized to sign checks as provided for in policies adopted by the Executive Board.
- D. Assistant Treasurer: The Assistant Treasurer shall assume all responsibilities of the Treasurer in her/his absence.
- E. Secretary: The Secretary shall be responsible for minutes of all meetings of the Executive Board and the General Assembly and shall provide that they be filed as a public record in the office of the Authority. The Secretary will serve as the Clerk for the organization.
- F. Past President: The Past President provides advice and leadership to the Executive Board regarding past practices and other matters to assist the Board in governing the Authority. The Past President may perform the duties of the President in the absence or disability of the President or President Elect. The Past President may perform duties as delegated by the President.

## **ARTICLE IX** **EXECUTIVE DIRECTOR**

The duties and authority of the Executive Director and staff shall be as provided for in policies adopted from time to time by the Executive Board.

## **ARTICLE X** **DISSOLUTION**

The Authority may only be dissolved if all of its members vote to do so as provided for in the Act. Any assets which remain after settlement of all corporate obligations shall be distributed to member governments in the same proportion

as the contributions of the member governments made in the last full fiscal year when such contributions were made prior to the date of termination.

## **ARTICLE XI** **AMENDMENTS**

- A. An amendment to the Bylaws may be proposed by the Executive Board, an ad hoc committee appointed by the Executive Board, or any group of Official Representatives who represent at least one-third (1/3) or of the Authority members, which group must submit such proposed amendment or amendments in writing to the Executive Board not less than fifteen (15) days prior to a regularly scheduled meeting.
- B. The Executive Board shall recommend or not recommend adoption of the proposed amendment or amendments to the General Assembly.
- C. Within thirty (30) days after recommendation by the Executive Board, the General Assembly shall convene a meeting to consider the proposed amendment or amendments.
- D. A two-thirds (2/3) majority vote of the Official Representatives, by ballot and within thirty (30) days of the date mailed, is necessary for adoption. If the ballot is not received by the date specified on the ballot, it will be counted as an affirmative vote. (Example: A vote of 22 of 33 Official Representatives is required to adopt a Bylaw amendment.)

## **ARTICLE XII** **BYLAW REVIEW**

The Bylaws shall be reviewed at least every three (3) years by the General Assembly and/or by a committee appointed by the General Assembly for that purpose.

**ARTICLE XIII**  
**RULES OF ORDER**

All business of the General Assembly, Executive Board, and committees shall be in accordance with Robert's Rules of Order.

**ARTICLE XIV**  
**ANNUAL AUDIT**

The General Assembly shall cause an annual audit of the financial records of the Authority to be performed, as required by applicable Maine statute.

**ARTICLE XV**  
**ASSESSMENTS**

In the event the estimated income of the Authority in any given budget year is expected to be less than the total amount of that budget, assessments shall be transmitted to each of the cities, towns and plantations which are members of the Authority in the form of warrants in substantially the same form as the warrants of the Treasurer of State or County Treasurer for taxes, which warrants shall be transmitted to the respective Assessors of said cities, towns and plantations no later than July 30<sup>th</sup> of the then current fiscal year of the Authority.

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