

MAINE STATE LEGISLATURE

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JAMES E. TIERNEY
ATTORNEY GENERAL

STATE OF MAINE
DEPARTMENT OF THE ATTORNEY GENERAL
STATE HOUSE STATION 6
AUGUSTA, MAINE 04333

June 9, 1988

Honorable John L. Martin
Speaker, House of Representatives
State House
Augusta, Maine 04333

Dear Speaker Martin:

You have inquired whether a regional planning commission, formed pursuant to the Regional Planning Commission Act, 30 M.R.S.A. § 1966, *et seq.*, may establish, through its by-laws or otherwise, a subordinate governing body whose members are not members of the commission itself. For the reasons which follow, it is the Opinion of this Department that, while a regional planning commission may establish a subordinate governing body, such a body must consist entirely of members of the commission itself.

Your question derives from the organizational structure of the Northern Maine Regional Planning Commission. The organizational history of this Commission was set forth by this Department in an Opinion to Representative John P. Daggett, a copy of which is enclosed, and need not be repeated here. Op.Me.Att'y Gen. 85-2.1/ With regard to your inquiry, however, it is necessary to recite several other facts, as this

1/ This Opinion concluded that a regional planning commission may not create a subsidiary corporation to engage in activities which the commission itself was not authorized by statute to undertake, such as engaging in a profit-making business. This Department continues to adhere to this position.

office understands them. Following the Commission's creation in 1969, it incorporated itself as the Northern Regional Planning Commission, Inc.^{2/} Later, the Commission created a second corporation, the Northern Maine Regional Planning Commission, Inc.^{3/} The composition of the membership of the two corporations is similar, as an inspection of Article 4 of each corporation's by-laws will reveal. More significantly for present purposes, however, is the method of composition of the respective corporation's "executive board of directors," a body much smaller in number than the Commission itself. Under Article 7 of the respective by-laws, each corporation's executive board consists of twelve members selected by each of twelve groups of member municipalities denominated "community districts,"^{4/} and thirteen other directors to be appointed by the twelve municipal directors, none of whom need be nominated by any municipality whatever. In addition, this Department is advised that the Executive Director of the Commission takes the position that the municipal representatives of a "community district" need not appoint one of their own number to the district's seat on the Executive Board of Directors. Thus, it is possible, and apparently is the case as well, that the Executive Board will have on it at any one time a substantial number of directors who are not representatives of the member municipalities of the Commission.

The question which you raise is whether this circumstance is lawful. In the view of this Department, it is not.

Representation on a regional planning commission is governed by 30 M.R.S.A. § 1996-B. That section contemplates that members of the commission shall be appointed by its constituent municipalities or, if the commission shall so provide in its by-laws, by any county within its territorial jurisdiction. There is no provision for the appointment of members by any other entity.

^{2/} In its original form, the Regional Planning Commission Act, 30 M.R.S.A. § 4511, et seq., did not provide for the incorporation of regional planning commissions. Incorporation, however, is now required. 30 M.R.S.A. § 1966-A. A copy of the bylaws of this corporation is attached.

^{3/} A copy of this corporation's bylaws is also attached to this Opinion.

^{4/} One of these community districts constitutes the Loring Air Force Base, which is neither a municipality of the state nor a county of the state, the only governmental entities eligible by law to appoint members of a regional planning commission. 30 M.R.S.A. § 1996-B.

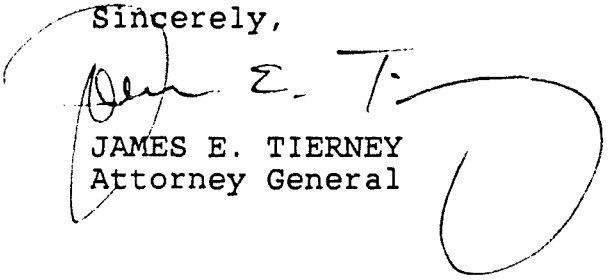
With regard to subordinate governing bodies (such as "executive boards") of regional planning commissions, the Act is completely silent. Nonetheless, there is no reason to suppose that such boards may not be formed, particularly in the case of a commission such as the Northern Maine Regional Planning Commission which has many constituent municipalities and therefore a very large governing body. The question thus becomes whether, if such an executive board is established, it may contain members who are not members of the commission's governing body itself.

While the Act is also silent on this point, it is quite clear that such a development would be inconsistent with its terms. The Legislature has authorized any seven or more municipalities to band together to form a regional planning commission to assist them in their planning responsibilities. 30 M.R.S.A. § 1996. As indicated above, the method of selecting members of a commission is set forth in the Act, 30 M.R.S.A. § 1996-B, and is restricted to member municipalities and counties. The establishment of a body subordinate to a commission which is to operate the commission but which is composed of persons who are not members of the commission's governing body, such as non-governmental officials chosen by the governmental officials who are members of the commission, is inconsistent with the Act, since it vests operational power in persons not authorized by the Legislature to exercise it. Thus, while the governing body of a commission may create a sub-unit of itself, whether denominated an "executive board" or otherwise, to operate the commission, it may not constitute that sub-unit with members from outside its own membership.

This conclusion is not altered by the fact that the Legislature has required that regional planning commissions be incorporated in accordance with the Maine Nonstock Corporation Act, 13 M.R.S.A. § 901, et seq. As indicated in the prior Opinion of this Department concerning the ability of regional planning commissions to engage in profit-making activities, the fact that such commissions must be incorporated does not, in this Department's view, expand their powers beyond those set forth in the Regional Planning Commission Act. Thus, since that Act clearly restricts the governance of regional planning commissions to persons appointed by their constituent municipalities, the fact that "outside directors" may be appointed under the Nonstock Corporation Act is of no legal consequence. To find otherwise would be to find that the Legislature, in requiring that regional planning commissions be incorporated, intended that they could in effect be governed by persons who are not municipal or county officials. As indicated above, such a conclusion is clearly inconsistent with the entire thrust of the Regional Planning Commission Act.

I hope the foregoing answers your question. Please feel free to reinquire if further clarification is necessary.

Sincerely,



JAMES E. TIERNEY
Attorney General

JET/ec
Enc.

cc: Milford Libby, Chairman
Northern Maine Regional Planning Commission

by-laws

NORTHERN MAINE REGIONAL PLANNING COMMISSION, INC.

ARTICLE 1:

LEGAL BASIS FOR PLANNING COMMISSION

The legal basis for this regional planning commission are contained in Title 30, M.R.S.A., Chapters 9, 204, and 239, and other applicable statutes.

ARTICLE 2:

NAME

Northern Maine Regional Planning Commission, Inc. shall conduct business under its corporate name.

ARTICLE 3:

PURPOSES

The purposes of the Northern Maine Regional Planning Commission, Inc., shall be as set forth in its Certificate of Organization.

ARTICLE 4:

MEMBERSHIP

A.
Cities, towns, and plantations (communities) within the Northern Maine Planning and Development District which have chosen to become members in accordance with the statutes made and provided therefore and which have complied with Article 5 of these By-Laws shall be members of the Commission. There shall be at least 7 member communities. Each community which is a member of the Commission shall be entitled to have two (2) representatives and one (1) alternate representative on the Commission (Community Representatives). Community Representatives shall be appointed by and serve at the pleasure of community officials. Community officials shall, however, reaffirm their appointments following annual elections of community officers to accommodate statutory language which says that at least one representative for each municipality shall be a municipal officer. Community representatives shall have full voting privileges and shall be eligible to hold any office in the Commission, except those for which remuneration is provided. Communities which are not members of the Commission may be associate members and may appoint delegates to the Commission. Delegates

shall have no vote in the official proceedings and shall not be eligible to hold office in the Commission, but may participate to any other extent in the Commission's activities and discussions in behalf of regional planning and development.

B.

The County of Aroostook, in recognition of its annual contribution to the Commission's planning and development program, is accorded membership and may have two (2) representatives and one (1) alternate representative on the Commission (County Representatives). Appointed by Aroostook County Commissioners from their number, County Representatives shall have full voting privileges and shall be eligible to hold any office in the Commission, except those for which remuneration is provided.

C.

Voting members of the Commission's Executive Board of Directors, determined as hereinafter provided in the By-Laws, where different than those representatives otherwise qualified in this article, shall also be eligible to hold any office in the Commission, except those for which remuneration is provided.

D.

The Community Representatives and County Representatives shall be considered the "Governing Body" for purposes of Title 30 M.R.S.A. §4513 (1978) and as it may be amended, since they choose the Directors of the Corporation and have the general powers of the members of a non-profit corporation as set forth by law. These By-Laws shall constitute the agreement called for in Title 30 M.R.S.A. Chapter 204 (1978), and as it may be amended, as to municipalities which are members of the Commission.

ARTICLE 5:

APPROPRIATIONS TO THE COMMISSION

A.

The Commission's Executive Board of Directors and Administrative Staff shall prepare an annual budget and shall determine on an equitable basis the amount to be paid by each community within its service area. The amounts shall be approved by the Executive Board and certified to community officers in sufficient time to allow for appropriations to be made. The failure of a community to appropriate and pay the amount determined by the Commission, within a year of the mailing of the assessment notice, terminates its membership.

B.

The Commission's Executive Board and Administrative Staff may, in recognition of planning and development services provided to the County and its unorganized townships, request the County to appropriate an equitable portion of the annual budget. The amount shall be approved by the Executive Board and certified to the County Budgeting System in sufficient time to allow for appropriations to be made.

ARTICLE 6:

MEETINGS OF MEMBERS

A.

The representatives of the full membership shall meet at least once annually at such place, date, and time as determined by the Executive Board of Directors. Additionally, there shall be at least one regional information meeting annually in each of the five (5) labor market areas served by the Commission for members in those areas. Notice shall be provided to each representative and delegate and director, by mail, at least ten (10) days in advance of these meetings. Other municipal officials, members of the legislative delegation and members of the public may be invited to attend these meetings and participate therein, but shall have no voting privileges.

B.

Special meetings of the members may be called by the Chairman or by not less than eight (8) members of the Executive Board of Directors. Notice of such a special meeting shall be mailed to member community representatives, County representatives, non-member community delegates, other members, and to each municipal office, not less than ten (10) nor more than fifty (50) days before the date of the meeting. Only such business as was contained in the notice of such meeting may be conducted.

C.

A quorum for any meeting of the full membership shall consist of representatives of 10% of the communities belonging to the Commission; for area meetings, 25% of the involved communities. Voting shall be by a majority of the members' representatives present and voting. All membership meetings shall be open to the public.

ARTICLE 7:

EXECUTIVE BOARD OF DIRECTORSA. Powers

The Executive Board of Directors (Directors) shall have general control and supervision of the business of the Commission, shall possess all the power which this corporation may exercise in carrying out its purposes and may delegate any part of such power to any officer or to any committee of the Directors.

B. Composition

Between the County of Aroostook and a total of 73 organized communities located within the Northern Maine Planning and Development District, the Commission has a potential membership of 222 representatives, delegates, and alternates. For purposes of selecting a workable Executive Board of Directors to oversee the day-to-day operations of the Commission, groups of adjoining communities have

been banded together into Community Districts related to recognized socio-economic ties. Each Community District is comprised of approximately 10,000 people, except in sparsely populated groupings where "area" rather than "population" was used as a more equitable yardstick for workable community groupings. To give voice to inhabitants of a major military installation, Community District 3 consists of Loring Air Force Base. In like manner, residents of unorganized townships are encompassed in Community District 10 and represented by the County Commissioners. This resulted in creation of the following twelve Community Districts:

- | | | |
|----------------|--------------|-------------|
| 1. | 7. | 10. |
| Allagash | Ashland | Unorganized |
| Eagle Lake | Castle Hill | Townships |
| Fort Kent | Chapman | |
| Frenchville | Garfield | 11. |
| New Canada | Mapleton | Caswell |
| St. Agatha | Masardis | Limestone |
| St. Francis | Nashville | New Sweden |
| St. John | Oxbow | Perham |
| Wallagrass | Portage Lake | Stockholm |
| Winterville | | Wade |
| | 8. | Washburn |
| 2. | Hammond | Westmanland |
| Cyr | Hodgdon | Woodland |
| Grand Isle | Houlton | |
| Hamlin | Linneus | 12. |
| Madawaska | Littleton | Amity |
| Van Buren | Ludlow | Bancroft |
| | Monticello | Cary |
| 3. | New Limerick | Danforth |
| Loring AFB | | Glenwood |
| | 9. | Haynesville |
| 4. | Benedicta | Macwahoc |
| Caribou | Crystal | Orient |
| | Dyer Brook | Reed |
| 5. | Hersey | Weston |
| Presque Isle | Island Falls | |
| | Merrill | |
| 6. | Moro | |
| Blaine | Mount Chase | |
| Bridgewater | Oakfield | |
| E. Plantation | Patten | |
| Easton | Sherman | |
| Fort Fairfield | Smyrna | |
| Mars Hill | Stacyville | |
| Westfield | | |

In each of the so-established Community Districts, Community Representatives of that District shall meet together initially to select a Director, and an Alternate if desired, to represent their District on the Executive Board of Directors. Those nominated and elected as Executive board Directors or Alternates must be residents of the Community Districts from which they are chosen. Exceptions to these procedures: The Director for Community District 3 (Loring AFB) shall be appointed by the Base Commander, and the Director for Community District 10 (Unorganized Townships) shall be appointed by the Arostook County Commissioners.

The 12 Directors so chosen and others as seated in accordance with this paragraph shall, as needed, seat up to 13 additional voting Directors, (Special Interest Directors) to fulfill mandated representation requirements and/or to propogate more soundly based development strategy planning. These Special Interest Directors shall be nominated and elected, except where otherwise stipulated, by the Executive Board. They shall include four (4) Directors representing Economic Area interests, including one (1) for every 25,000 people, or major portion thereof, from each of Northern Maine's three (3) recognized Economic Areas; one (1) Director representing Banking & Financial Interests; one (1) Director representing Forest Landowner Interests; one (1) Director representing Agricultural Processing Interests; one (1) Director representing Forest Products Manufacturing Interests; one (1) Director to represent Minority Race Interests appointed by an organization or organizations representing such minority interests which has or have been so recognized from time to time by the Directors; one (1) Director representing Interests of the region's Unemployed and Underemployed; one (1) Director representing Environmental Interests; and two (2) Directors, elected as needs arise, to provide expertise in meeting any further Commission assignments, challenges, or representation requirements which may emerge. An alternate may also be elected or appointed for each Director. Alternates may participate in all discussions but shall not have a vote except in the absence of designated Directors.

The Executive Board of Directors may also appoint non-voting Advisory Members and Honorary Members, including Ex-officio past chairmen who no longer hold a voting seat.

C. Term of Office

Unless otherwise stipulated in their election or appointment, Directors shall serve open-ended terms of office. However, after a Director has served at least one year in office, a new Community District election shall be called at the request of any Member Community of the District involved. Special Interest Directors may be replaced by those entities responsible for their selection. A new election shall also be called at the request of a Director who wishes to be replaced, when vacancies occur for whatever reason, and by vote of the Executive Board when attendance by a Director is considered inadequate for proper representation of the district or interest involved.

D. Remuneration

While Directors shall not be paid for their services, they may be reimbursed, upon vote of the Directors, for expenses incurred on behalf of the Commission.

ARTICLE 8:

DIRECTORS MEETINGS

A. Annual Meeting

The annual meeting of the Directors shall be held in April of each year at a place, date, and time to be set by the Directors. At the annual meeting, the Directors shall elect the officers of the Commission and shall conduct such other business as may be deemed appropriate.

B. Special Meetings

The Directors shall have at least six (6) regular meetings per year. These regular meetings shall be scheduled by vote of the Directors. Special meetings of the Directors may be called by the Chairman or by any eight (8) Directors. Notice of each meeting shall be mailed to each Director at least five (5) days in advance of the meeting.

C. Quorum and Voting

Eight (8) Directors shall constitute a quorum for the transaction of business. All votes shall be by a majority of the Directors present and voting.

ARTICLE 9:

OFFICERS

A. Designation

Officers of the Commission shall include a Chairman, a First Vice Chairman and Second Vice Chairman, a Secretary and a Treasurer. The Vice Chairmen shall reside in different economic areas from each other and from the Chairman. The Chairman and Vice Chairmen shall be limited to serve not more than two (2) consecutive one-year terms of office. A Vice Chairman may, however, be selected as Chairman. After one (1) year out of office, a person shall be eligible to again hold the office of Chairman or Vice Chairman.

B. Nomination and Election

A Nominating Committee consisting of three (3) Directors shall be appointed by the Directors at least thirty (30) days in advance of the annual meeting of the Directors. The Nominating Committee shall nominate a slate of one (1) or more candidates for each office to be filled. The report of the Nominating Committee shall be mailed to all of the Directors at least seven (7) days in advance of the annual meeting. Other nominations may be made by Directors at the time of the election. Election of the Officers shall be by a majority vote of the Directors voting. If on any vote a candidate for any office shall not receive a majority of the votes cast, then a second vote shall be had on the two

candidates receiving the most votes. In the event such second vote shall result in a tie, then the winner shall be determined by a coin toss.

C. Term of Office

The Officers shall be elected for a term of one year, but shall remain in office until their successors have been elected and installed.

D. Vacancy

If an office becomes vacant, the Directors may elect a successor to fill the vacancy for the remainder of the year.

E. Duties of Officers

The Chairman shall call meetings of the Commission and the Directors and shall preside at these meetings. He shall, except as otherwise provided, create and discharge standing committees and special committees and serve as a non-voting ex-officio member of all committees, except in the case of a tie when he shall vote. He shall also perform such other duties as are customary of the office of the President of a corporation and shall be considered as the President of this Corporation.

The First Vice Chairman and then the Second Vice Chairman shall act as Chairman in the absence or incapacity of the Chairman.

The Secretary and the Treasurer shall each perform such duties as are customary to their offices and such other duties as are given to them by the Directors. The Treasurer, at the expense of the Commission, shall be bonded for the faithful performance of his duties in an amount to be determined and approved by the Commission.

ARTICLE 10:

STAFF

The Staff of the Commission shall include an Executive Director and such other necessary administrative and technical staff as may be approved by the Directors.

The Executive Director shall be in charge of the office and all other employed staff; shall conduct a regional planning program; shall supervise the work of the Commission subject to the approval of the Directors within the framework of applicable statutes; shall be in charge of all general correspondence of the Commission; shall receive all money due the Commission; shall prepare an annual budget, including estimated revenues and expenditures for the fiscal year, to be submitted to the Directors for review and approval; and shall keep accounts which shall be submitted for an annual auditing as prescribed by the Directors. He shall further undertake such other duties as the Directors shall assign to him and shall follow out their instructions.

The Executive Director and such other members of the staff as the Directors may determine, at the expense of the Commission, shall be bonded for the faithful performance of their duties in an amount to be determined and approved by the Commission.

ARTILCLE 11:

GENERAL CORPORATION LIMITATIONS

A.

This Corporation is to be organized without capital stock and shall be operated exclusively for those public purposes stated in its Certificate of Organization, and all the assets and income of this Corporation shall be used exclusively for its public purposes; and no part thereof shall inure to the benefit of any member of the Corporation or any individual, provided however that nothing herein contained shall be construed to prevent the payment by the Corporation of salaries and expenses to employees of the corporation and of expenses to Directors and Officers of the Corporation.

B.

The Corporation shall have all corporate powers and be subject to all corporate limitations as set forth in Title 13-B, M.R.S.A., and as it may be amended.

C.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

D.

The Corporation shall not participate in any partisan politics or participate in any public campaign on behalf of any candidate for public office.

E.

Notwithstanding any other provisions of these By-Laws, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

F.

Upon termination of the Corporation, after all debts, liability, and obligations of the Corporation have been paid and discharged, or adequate provision has been made therefor, all remaining property and assets of the Corporation shall be

distributed proportionately among the member municipalities in the same manner as requests for contributions from them were last computed before termination.

ARTICLE 12:

ANNUAL REPORT

The Executive Director, Secretary, and Treasurer shall prepare an annual written report which shall be prepared in time for the annual Directors' Meeting in April of each year.

ARTICLE 13:

PARLIAMENTARY AUTHORITY

Any rules of parliamentary procedure not covered by these By-Laws shall be governed by the latest edition of Roberts Rules of Order.

ARTICLE 14:

AMENDMENTS

Upon vote of the Directors or upon request by resolution through written ballot by a majority of the Municipal Representatives, a proposed amendment to the By-Laws shall be submitted to the Directors in preliminary form for consideration and comment for a period of not less than thirty (30) days. Adoption of any amendments shall require the affirmative vote of a majority of the Directors present and voting at the first Directors' Meeting scheduled following that thirty (30) day period.

ARTICLE 15:

SAVINGS CLAUSE

Any portion of these By-Laws found to be contrary to law shall not invalidate other portions.

Adopted by vote of the directors on May 22, 1985
Philip F. Peterson
Philip F. Peterson, Secretary

by-laws

NORTHERN REGIONAL PLANNING COMMISSION, INC.
d/b/a/ Northern Maine Regional Planning Commission
(Commission)

(As Amended Dec. 18, 1980)

article 1 : legal basis for planning commission

The legal basis for this regional planning commission are contained in Title 30, Maine Revised Statutes, 1964, Chapter 9 and 239, and other applicable statutes.

article 2 : name

Northern Regional Planning Commission, Inc. may conduct business under its corporate name or as the Northern Maine Regional Planning Commission.

article 3 : purposes

The purposes of the Commission shall be as set forth in its Certificate of Organization and Amendments thereto.

article 4 : membership

A.

Cities, towns, and plantations (communities) within the Northern Maine Planning & Development District which have chosen to become members in accordance with the statutes made and provided therefore and which have complied with Article 5 of these By-Laws shall be members of the Commission. There shall be at least 25 member communities. Each community which is a member of the Commission shall be entitled to have two (2) representatives and one (1) alternate representative on the Commission (Community Representatives). Community Representatives shall be appointed by and serve at the pleasure of community officials. Community officials shall, however, reaffirm their appointments following annual elections of community officers to accommodate statutory language which says: "At least one representative for each municipality shall be a municipal officer or the chief administrative official of the municipality or their designee..." Community representatives shall have full voting privileges and shall be eligible to hold any office in the Commission, except those for which remuneration is provided. Communities which are not members of the Commission may be associate members and may appoint delegates to the Commission. Except where otherwise provided in Article 4:C, delegates shall have no

vote in the official proceedings and shall not be eligible to hold office in the Commission, but may participate to any other extent in the Commission's activities and discussions in behalf of regional planning and development.

B.

The County of Aroostook, in recognition of its annual contribution to the Commission's planning and development program, is accorded membership and may have two (2) representatives and one (1) alternate representative on the Commission (County Representatives). Appointed by Aroostook County Commissioners from their number, County Representatives shall have full voting privileges and shall be eligible to hold any office in the Commission, except those for which remuneration is provided.

C.

Voting members of the Commission's Executive Board of Directors, determined as hereinafter provided in the By-Laws, where different than those representatives otherwise qualified in this article, shall also have full voting privileges and shall be eligible to hold any office in the Commission, except those for which remuneration is provided.

article 5 : appropriations to the commission

A.

The Commission's Executive Board of Directors and Administrative Staff shall prepare an annual budget and shall determine on an equitable basis the amount to be paid by each community within its service area. The amounts shall be approved by the Executive Board and certified to community officers in sufficient time to allow for appropriations to be made. The failure of a community to appropriate and pay the amount determined by the commission, within a year of the mailing of the assessment notice, terminates its membership.

B.

The Commission's Executive Board and Administrative Staff may, in recognition of planning and development services provided to the County and its unorganized townships, request the County to appropriate an equitable portion of the annual budget. The amount shall be approved by the Executive Board and certified to the County Commissioners and to the County Legislative Delegation in sufficient time to allow for appropriations to be made.

article 6 : meetings of members

A.

The full membership shall meet at least once annually at such place, date, and time as determined by the Executive Board of Directors. Additionally, there shall be at least one regional information meeting annually in each of the five (5) labor market areas served by the commission for members in those areas. Notice shall be provided to each representative and dele-

gate and director, by mail, at least ten (10) days in advance of these meetings. Other municipal officials, members of the legislative delegation and members of the public may be invited to attend these meetings and participate therein, but shall have no voting privileges.

B.

Special meetings of the members may be called by the Chairman or by not less than eight (8) members of the Executive Board of Directors. Notice of such a special meeting shall be mailed to member community representatives, County representatives, non-member community delegates, other members, and to each municipal office, not less than ten (10) not more than fifty (50) days before the date of the meeting. Only such business as was contained in the notice of such meeting may be conducted.

C.

A quorum for any meeting of the full membership shall consist of representatives of 10% of the communities belonging to the commission; for area meetings, 25% of the involved communities. Voting shall be by a majority of the members' representatives present and voting.

article 7 : executive board of directors

A. Powers

The Executive Board of Directors (Directors) shall have general control and supervision of the business of the Commission, shall possess all the power which this corporation may exercise in carrying out its purposes any may delegate any part of such power to any officer or to any committee of the Directors.

B. Composition

Between the County of Aroostook and a total of 73 organized communities located within the Northern Maine Planning and Development District, the Commission has a potential membership of 222 representatives, delegates, and alternates. For purposes of selecting a workable Executive Board of Directors to oversee the day-to-day operations of the Commission, groups of adjoining communities have been banded together into Community Districts related to recognized socio-economic ties. Each Community District is comprized of approximately 10,000 people, except in sparsely populated groupings where "area" rather than "population" was used as a more equitable yardstick for workable community groupings. To give voice to inhabitants of a major military installation, Community District 3 consists of Loring Air Force Base. In like manner, residents of unorganized townships are encompassed in Community District 10 and represented by the County Commissioners. This resulted in creation of the following twelve Community Districts:

1.
Allagash
Eagle Lake
Fort Kent
Frenchville
New Canada
St. Agatha
St. Francis
St. John
Wallagrass
Winterville

2.
Cyr
Grand Isle
Hamlin
Madawaska
Van Buren

3.
Loring AFB

4.
Caribou

5.
Presque Isle

6.
Blaine
Bridgewater
E. Plantation
Easton
Fort Fairfield
Mars Hill
Westfield

7.
Ashland
Castle Hill
Chapman
Garfield
Mapleton
Masardis
Nashville
Oxbow
Portage Lake

8.
Hammond
Hodgdon
Houlton
Linneus
Littleton
Ludlow
Monticello
New Limerick

9.
Benedicta
Crystal
Dyer Brook
Hersey
Island Falls
Merrill
Moro
Mount Chase
Oakfield
Patten
Sherman
Smyrna
Stacyville

10.
Unorganized
Townships

11.
Caswell
Limestone
New Sweden
Perham
Stockholm
Wade
Washburn
Westmanland
Woodland

12.
Amity
Bancroft
Cary
Danforth
Glenwood
Haynesville
Macwahoc
Orient
Reed
Weston

In each of the so-established Community Districts, Community Representatives of that District shall meet together initially to select a Director and an Alternate if desired, to represent their District on the Executive Board of Directors. Those nominated and elected as Executive Board Directors or Alternates must be residents of the Community Districts from which they are chosen. Exceptions to these procedures: The Director for Community District 3 (Loring AFB) shall be appointed by the Base Commander and the Director for Community District 10 (Unorganized Townships) shall be appointed by the Aroostook County Commissioners.

The 12 Directors so chosen and others as seated in accordance with this paragraph shall, as needed, seat up to 13 additional voting Directors, (Special Interest Directors) to fulfill mandated representation requirements and/or to propagate more soundly based development strategy planning...nominated and elected, except where otherwise stipulated, by the Executive Board. These Special Interest Directors shall include four (4) Directors representing Economic Area interests, including one (1) for

every 25,000 people, or major portion thereof, from each of Northern Maine's three (3) recognized Economic Areas; one (1) Director representing Banking & Financial Interests; one (1) Director representing Forest Landowner Interests; one (1) Director representing Agricultural Processing Interests; one (1) Director representing Forest Products Manufacturing Interests; one (1) Director, appointed by the Association of Aroostook Indians, to represent Minority Race Interests; one (1) Director representing Interests of the region's Unemployed and Underemployed; one (1) Director representing Environmental Interests; and two (2) Directors, elected as needs arise, to provide expertise in meeting any further Commission assignments, challenges, or representation requirements which may emerge. An alternate may also be elected or appointed for each Director. Alternates may participate in all discussions but shall not have a vote except in the absence of designated Directors.

The Executive Board of Directors may also appoint non-voting Advisory Members and Honorary Members, including Ex-officio past chairmen who no longer hold a voting seat.

C. Term of Office

Unless otherwise stipulated in their election or appointment, Directors shall serve open-ended terms of office. However, after a Director has served at least one year in office, a new Community District election shall be called at the request of any Member Community of the District involved and Special Interest Directors may be replaced by those entities responsible for their selection. A new election shall also be called at the request of a Director who wishes to be replaced, when vacancies occur for whatever reason, and by vote of the Executive Board when attendance by a Director is considered inadequate for proper representation of the district or interest involved.

D. Remuneration

While Directors shall not be paid for their services, they may be reimbursed, upon vote of the Directors, for expenses incurred on behalf of the Commission.

article 8 : directors meetings

A. Annual Meeting

The annual meeting of the Directors shall be held in April of each year at a place, date and time to be set by the Directors. At the annual meeting, the Directors shall elect the Officers of the Commission and shall conduct such other business as may be deemed appropriate

B. Special Meetings

The Directors shall have at least six (6) regular meetings per year. These regular meetings shall be scheduled by vote of the Directors. Special meetings of the Directors may be called by the Chairman or by any eight (8) Directors. Notice of each meeting shall be mailed to each Director at least five (5) days in advance of the meeting.

C. Quorum and Voting

Eight (8) Directors shall constitute a quorum for the transaction of business. All votes shall be by a majority of the Directors present and voting.

article 9 :
officers

A. Designation

Officers of the Commission shall include a Chairman, a First Vice Chairman and Second Vice Chairman, a Secretary and a Treasurer. The Vice Chairman shall reside in different economic areas from each other and from the Chairman. The Chairman and Vice Chairman shall be limited to serve not more than two (2) consecutive one year terms of office. A Vice Chairman may, however, be selected as Chairman. After one (1) year out of office, a person shall be eligible to again hold the office of Chairman or Vice Chairman.

B. Nomination and Election

A Nominating Committee consisting of three (3) Directors shall be appointed by the Directors at least thirty (30) days in advance of the annual meeting of the Directors. The Nominating Committee shall nominate a slate of one (1) or more candidates for each Office to be filled. The report of the Nominating Committee shall be mailed to all of the Directors at least seven (7) days in advance of the annual meeting. Other nominations may be made by Directors at the time of the election. Election of the Officers shall be by a majority vote of the Directors voting. If on any vote a candidate for any office shall not receive a majority of the votes cast, then a second vote shall be had on the two candidates receiving the most votes. In the event such second vote shall result in a tie, then the winner shall be determined by a coin toss.

C. Term of Office

The Officers shall be elected for a term of one year, but shall remain in office until their successors have been elected and installed.

D. Vacancy

If an office becomes vacant, the Directors may elect a successor to fill the vacancy for the remainder of the year.

E. Duties of Officers

The Chairman shall call meetings of the Commission and the Directors and shall preside at these meetings. He shall, except as otherwise provided, create and discharge standing committees and special committees and serve as a non-voting ex-officio member of all committees, except in the case of a tie when he shall vote. He shall also perform such other duties as are customary of the office.

The First Vice Chairman and then the Second Vice Chairman shall act as Chairman in the absence or incapacity of the Chairman.

The Secretary and the Treasurer shall each perform such duties as are customary to their offices and such other duties as are given to them

by the Directors. The Treasurer, at the expense of the Commission, shall be bonded for the faithful performance of his duties in an amount to be determined and approved by the Commission.

article 10 : staff

The Staff of the Commission shall include an Executive Director and such other necessary administrative and technical staff as may be approved by the Directors.

The Executive Director shall be in charge of the office and all other employed staff; shall conduct a regional planning program; shall supervise the work of the Commission subject to the approval of the Directors within the framework of applicable statutes; shall be in charge of all general correspondence of the Commission; shall receive all money due the Commission; shall prepare an annual budget, including estimated revenues and expenditures for the fiscal year, to be submitted to the Directors for review and approval; and shall keep accounts which shall be submitted for an annual auditing as prescribed by the Directors. He shall further undertake such other duties as the Directors shall assign to him and shall follow out their instructions.

The Executive Director and such other members of the staff as the Directors may determine, at the expense of the Commission, shall be bonded for the faithful performance of their duties in an amount to be determined and approved by the Commission.

article 11 : general corporation limitations

A.

This corporation is to be organized without capital stock and shall be operated exclusively for those public purposes stated in its Certificate of Organization, and all the assets and income of this corporation shall be used exclusively for its public purposes; and no part thereof shall inure, to the benefit of any member of the corporation or any individual, provided however that nothing herein contained shall be construed to prevent the payment by the corporation of salaries and expenses to employees of the corporation and of expenses to Directors and Officers of the corporation.

B.

The corporation shall have all corporate powers and be subject to all corporate limitations as set forth in Title 13-B, M.R.S.A., and as it may be amended.

C.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

D.

The corporation shall not participate in any partisan politics or participate in any public campaign on behalf of any candidate for public office.

E.

Notwithstanding any other provisions of these By-Laws, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

F.

Upon the dissolution of the corporation, the Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for public purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

G.

The corporation shall operate pursuant to Title V of the Small Business Investment Act and shall not participate in any other S.B.A. Program.

H.

The corporation shall maintain a reasonably accessible place of business, have a separately listed telephone number and be open to the public during normal business hours.

article 12 : annual report

The Executive Director, Secretary and Treasurer shall prepare an annual written report which shall be prepared in time for the annual Directors Meeting in April of each year.

article 13 : parliamentary authority

Any rules of parliamentary procedure not covered by these By-Laws shall be governed by the latest edition of Roberts Rules of Order.

article 14 : amendments

Upon authorization of the Directors or upon request by resolution through written ballot by a majority of the Municipal Representatives, a proposed amendment to the By-Laws shall be submitted to the Directors in preliminary form for consideration and comment for a period of not less than thirty (30) days. Adoption of any amendments shall require the affirmative vote of a majority of the members present and voting at the first Directors Meeting scheduled following that thirty (30) day period.

article 15 : savings clause

Any portion of these By-Laws found to be contrary to law shall not invalidate other portions.