

BY-LAWS

LINCOLN COUNTY REGIONAL PLANNING COMMISSION

ARTICLE I. LEGAL BASEIS FOR PLANNING COMMISSION

The legal bases for the establishment and authority of this regional corporation, as one of the several regional planning commissions in the State, are contained in MRSA Title 13, Chapter 81, and Title 30-A, Chapter 119, Section 2321.

ARTICLE II. NAME AND SERVICE AREA

The name of this Planning Commission shall be the LINCOLN COUNTY REGIONAL PLANNING COMMISSION, hereinafter referred to as the "Commission". This area comprises all Lincoln County municipalities.

ARTICLE III. PURPOSES

The purposes of the Commission shall be to provide land use, economic and community development planning, and related technical assistance to Lincoln County, hereinafter referred to as the "County", and all municipalities within Lincoln County, hereinafter referred to as the "municipalities", pursuant to M.R.S.A. Title 30-A, Sections 2321 and 2342.

For these purposes, the Commission may accept funds, grants, gifts and services from the government of the United States or its agencies, from the State or its departments, agencies or instrumentalities, from any other governmental unit, whether a member or not, and from private and civic sources.

ARTICLE IV. REPRESENTATION OF MEMBER MUNICIPALITIES AND COUNTY

SECTION 1. The Commission's governing body, known as "the Board" shall be comprised of the appointed representatives from member municipalities and the County.

SECTION 2. The County as well as any municipality within Lincoln County may vote to become a member of the Commission upon approval by the County Commissioners and municipal officers, respectively. Each member municipality and the County shall be entitled to two representatives (Board members), and each representative shall be entitled to one (1) vote. Due to the County's roles in approving the LCRPC's budget and hiring, the County Commissioner appointed to the Board shall be a non-voting member of both the Board and the Executive Committee.

Municipal representatives to the Board shall be appointed by a majority vote of the municipal officers of each respective member municipality, and these names shall be furnished to the Commission. One representative for each municipality must be a municipal officer or a designee.

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The representatives serve at the will of the municipal officers of their town. The County representatives shall be appointed by vote of the County Commissioners, and serve at the will of the County Commissioners. One of the County representatives must be a currently-sitting County Commissioner.

Each member municipality and the County may appoint one alternate who may serve in the absence of their representatives, or in the case of a representative's abstention from voting because of direct personal interest. When serving in either of these capacities, an alternate shall have full voting privileges. Alternates shall not be eligible to hold an office.

SECTION 3. The initial terms of the two representatives shall be staggered: one 2-year term, and one 3-year term. In succeeding appointments, representatives shall be appointed for 3-year terms or as appropriate to maintain the balance of staggered terms.

SECTION 4. In the event of vacancies of a municipal or county representative, a representative shall be appointed to fill the unexpired term in the same manner as a regular appointment.

SECTION 5. Residents or any interested parties from any non-member municipalities are welcome to attend any Commission meeting, but only the official representatives and alternates from member municipalities and the County shall have voting privileges.

ARTICLE V. ANNUAL BUDGET

The annual budget must be approved by the County Commissioners. The staff shall submit a draft budget to the Executive Committee or full Board, depending on the schedule of the County's budget process. In the event the County Commissioners adjust the budget request, the Executive Committee Board shall revise the budget in accordance with the approved funding.

ARTICLE VI. BOARD MEETINGS

SECTION 1. ANNUAL MEETING

The Board shall normally meet 6 times a year, with dates, time and place determined by Board in coordination with the Executive Committee. The Annual Meeting shall be held in April unless the Executive Committee determines a more appropriate time for the Annual Meeting. In no case may the Board go for more than thirteen (13) months without an Annual Meeting of its representatives.

SECTION 2. VOTING

Voting at Board, Executive and other committee meetings shall be in person or by telephonic, video, electronic, or similar means of communication which allows all persons participating in the meeting to hear each other. Proxy voting shall not be permitted.

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SECTION 3. ELECTION OF OFFICERS

The Officers of the Commission shall consist of a Chair, Vice-chair, Secretary and Treasurer. The Officers shall be elected at the Annual Meeting by the affirmative votes of a majority of the representatives voting. The results of the voting shall be ascertained and announced at the Annual Meeting.

SECTION 4. DUTIES OF OFFICERS

The Officers shall perform such duties as are customary to the office, including any duties as are assigned by these Bylaws, or expressly authorized by the full Commission. If authorized by Board, the Chair shall act as the representative of the Executive Committee in between meetings of the Committee and the Board. The Chair shall preside at meetings of the Board and Executive Committee, may call special meetings of both, and shall present a report to the Annual Meeting. The Chair shall also be an ex-officio, non-voting member of all other committees. The Vice-Chair shall act as chair in the absence or incapacity of the Chairperson. The Secretary shall be responsible for reviewing the minutes prior to their printing. The Treasurer shall supervise the expenditures of the LCRP Commission.

SECTION 5. ADDITIONAL MEETINGS

Additional meetings of the Board may be called by the Chairperson, a majority vote of the Executive Committee, or by a petition of twenty percent of the Board members.

SECTION 6. NOTICE OF MEETINGS

Notice of all meetings of the Board shall be emailed, mailed, or otherwise communicated to the representatives by the staff or Chair at least two weeks prior to the meeting, except in an emergency, when with the approval of a majority of the Executive Committee, the Chairperson may call a meeting on shorter notice.

SECTION 7. QUORUM

For the transaction of business, a quorum shall consist of 10 appointed representatives. Lacking a quorum at a meeting, the Board may discuss and propose actions and conduct other business but may not take any votes. If official action is required on a matter, the issue may be taken up at the next scheduled Board meeting.

SECTION 8. OPEN TO THE PUBLIC

All meetings of the Board, Executive Committee, and other committees or sub-committees shall be open to the public, and all actions of the Board, Executive Committee, and other committees shall be conducted in conformance with the Maine Freedom of Access Act (the "Right to Know Law").

SECTION 9. MINUTES OF MEETINGS

Minutes of all meetings of the Board and Executive Committee shall be written by the Secretary or staff person and shall be available for public inspection. After review by the Secretary, copies of full Board minutes shall be emailed/mailed to Commissioners. The minutes do not become official until approved by the Board or Executive Committee as appropriate.

ARTICLE VII. EXECUTIVE COMMITTEE

SECTION 1. EXECUTIVE COMMITTEE MEMBERSHIP

The Executive Committee shall consist of no more than 8 persons, including the four officers, one County Board member, and 3 Board members who shall be elected on the basis of the County Commissioner districts, with 1 elected from each district:

District 1: Boothbay, Boothbay Harbor, Edgecomb, Southport, Westport Island & Wiscasset

District 2: Bremen, Bristol, Monhegan Plantation, Nobleboro, South Bristol & Waldoboro

District 3: Alna, Damariscotta, Dresden, Jefferson, Newcastle, Hibberts Gore, Somerville & Whitefield

Any one town shall not have more than one seat on the Executive Committee, except if waived by a majority vote of the full Board (such as for the seat appointed by the County Commissioners, and if in the event two members from the same town are elected as an officer and a district representative).

SECTION 2. TERMS OF OFFICE

The Board members from each district shall at the Annual Meeting elect from amongst themselves one representative to the Executive Committee.

The terms of office shall begin immediately after the Annual Meeting of each year at which Executive Committee members were declared elected and shall end immediately after the Annual Meeting of each year at the end of their term. However, outgoing officers shall hold office until their successors have been elected. All officers shall have one-year terms. However, the Chair shall serve no more than five consecutive terms, and may be re-elected as chair only following a one-year break in service as chair.

SECTION 3. VACANCIES

The Executive Committee may fill, by majority vote, vacancies on the Executive Committee occurring between annual meetings and elections to complete a vacant or unexpired term, ensuring that a balance in geographic representation is maintained. Officers shall hold office for the balance of the term or until their successors are elected and installed.

SECTION 4. DUTIES OF EXECUTIVE COMMITTEE

The Executive Committee may act on administrative matters on behalf of the Board and only such other matters as may be specified in these By-laws or expressly authorized by the Board. The Executive Committee may propose policies and recommend the use or allocation of funds, but shall not make policy and financial decisions unless specifically authorized by the Board. The Executive Committee shall be subject to the direction of the Board, and none of its acts shall conflict with actions taken by the Board.

SECTION 5. EXECUTIVE COMMITTEE MEETINGS

Regular meetings of the Executive Committee shall be held in the intervening months between Board meetings at least six times a year. Special meetings of the Executive Committee may be called by the Chairperson or may be called upon the request of the majority of the Executive Committee.

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Two (2) weeks of notice of all meetings of the Executive Committee shall be given by the staff to all Board members (and alternates), except in an emergency, when the Chair may call a meeting on shorter notice.

SECTION 6. QUORUM

A simple majority of Executive Committee membership shall constitute a quorum for transaction of business by the Executive Committee.

SECTION 7. COUNTY COMMISSIONER AS NON-VOTING MEMBER

As in Article IV. 2. A., the County Commissioner sitting as a member of the Executive Committee shall do so in an ex-officio capacity. While not needing to be recused from discussion, that member shall not have the capacity to vote.

ARTICLE VIII. COMMITTEES

SECTION 1. FORMATION AND POWERS OF STANDING COMMITTEES

The Board may adopt resolutions creating continuing or permanent committees, which shall be known as standing committees. The method of appointment or election of each committee, its chairperson, the filling of vacancies that occur, provisions for committee members who are members of the public though not board members, and temporary members according to Section 3 of this article, may be included in the resolution forming each committee. Unless otherwise provided, the duties and powers of any committee shall be specified in its charter.

SECTION 2. TERMS OF MEMBERSHIP ON STANDING COMMITTEES

Unless otherwise provided in the resolution, terms of members of standing committees shall run until the Annual Meeting, except that committee members may continue their duties until their successors are chosen. Resolutions creating such committees may provide for their renewal of terms and may limit the number of terms that may be served.

SECTION 3. TEMPORARY MEMBERS ON STANDING COMMITTEES

The Board may vote to add one or more temporary members to a standing committee, provided that the resolution forming that standing committee provides for the possible addition of temporary members. Such temporary members may be added for the purpose of assisting the committee in considering a particular question. The motion adding temporary members shall specify either the names of the proposed members or how they shall be selected, whether or not they shall have a vote in the committee, and the date or condition which shall constitute the end of the temporary members' terms.

SECTION 4. STANDING COMMITTEE REPORTS

Standing committees shall present reports at each Annual Meeting summarizing the work done by the Committee during the year.

Standing committees, on their own initiative, may make reports recommending action to the Board. When a subject or resolution has been referred to a standing committee for study or recommendation, the committee

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may make final or progress reports when ready, or shall report when requested by the Board or its Chairperson with a months' notice.

Except when very brief, reports of committees should be in writing.

SECTION 5. SPECIAL COMMITTEES

Committees formed for the purpose of carrying out a specified task and which will cease to exist at the completion of the presentation of their final reports shall be known as special committees. The Board may adopt resolutions forming special committees in the same manner that standing committees are formed in Section 1 above, or the Chairperson of the Board, with the consent of the majority of the Executive Committee, may create a special committee and appoint its members.

Terms of members of special committees may continue to an Annual Meeting if the committee has yet to present its final report, except that Board members or alternates on a special committee whose terms on the Board expire at that Annual Meeting may be replaced by new Board members and alternates in the same manner that the original appointments were made.

ARTICLE IX. RESIGNATION AND ABSENCES OF BOARD MEMBERS

Resignations from the Board may be done verbally at one of the scheduled meetings or in writing. The Secretary shall maintain a list for the Board showing the attendance records. At any time a member has missed three (3) regular meetings within a 12-month period, the Executive Committee will notify the appointing governmental body.

ARTICLE X. CONFLICT OF INTEREST

SECTION 1. PURPOSE AND OVERVIEW

The Lincoln County Regional Planning Commission has been established under State law (MRSA Title 13, Chapter 81 and Title 80-A, Chapter 119, Section 2321). The LCRPC is a public organization, which conducts business openly, in compliance with Maine's Freedom of Access Act (MSRA Title 1, Chapter 13).

Administrators, directors, officers, and staff of the Lincoln County Regional Planning Commission ("the LCRPC") have an obligation to carry out their responsibilities within guidelines that minimize and make transparent actual or potential Conflicts of Interest. This Conflict of Interest Policy establishes an ethical framework of transparency within which the Corporation wishes to conduct its affairs. The purpose of this Policy is to provide general direction so that administrators, directors, and officers will be aware of and comply with their obligations.

One kind of Conflict of Interest exists when an Interested Person has an Outside Commitment Interest that may be substantially affected by a matter under discussion by the LCRPC, as specified in Section 2, subsection B.

A second kind of Conflict of Interest exists when an Interested Person stands to receive a Substantial Financial Benefit from the matter under discussion, also as specified in Section 2, subsection C.

If an Interested Person or the Board believes that a Conflict of Interest may exist, the Interested Person and the

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Board shall follow the procedures outlined in Section 3. These procedures entail disclosure and, in certain cases, recusal.

This Policy also includes restrictions on compensation decisions, as well as confidentiality provisions.

SECTION 2. DEFINITIONS

A. Interested Person: Any current or recent (within the past 12 months) director, officer, or administrator (the Executive Director and any other employee having management responsibilities) of the Corporation is an Interested Person.

B. Outside Commitment Interest: An Interested Person has an Outside Commitment Interest if the person has, directly or indirectly, or through a Family Member:

1. a. A legal commitment, including by virtue of employment or a volunteer position, to serve the best interests of another entity or individual; or
- b. An actual or potential ownership interest in any entity.
2. An Outside Commitment Interest is not necessarily a Conflict of Interest, Under Section 3, Section 3, an Interested Person who has an Outside Commitment Interest may have a Conflict of Interest only if the Board determines that a Conflict of Interest exists.

In-so-far as the Board membership is comprised of municipal officers and/or their designees from the individual towns, it is clear that that membership is for the purpose of assuring equitable representation of each town's interest in addition to the interest of the county as a whole.

C. Substantial Financial Benefit: A Substantial Financial Benefit is a financial benefit that is more than *de minimis* (\$250) and is not incidental to a larger benefit to the general public.

D. A Family Member is a:

1. spouse or domestic partner;
2. parent or grandparent;
3. child, grandchild or great grandchild;
4. brother or sister;
5. spouse or domestic partner of a child, parent, brother, sister, grandchild or great grandchild.

E. A Conflict of Interest shall exist if:

1. an Interested Person has an Outside Commitment Interest that will be substantially affected, either positively or negatively, by the matter under discussion; or
2. there is a significant chance that an Interested Person or a Family Member of an Interested Person will receive a Substantial Financial Benefit from the matter under discussion.

SECTION 3. PROCEDURES

A. Duty to Disclose

Any Interested Person having knowledge of any actual or potential Conflict of Interest must disclose the existence of the Outside Commitment Interest or Substantial Financial Benefit and be given the opportunity to disclose all material facts to the Board directors.

B. Legal Advice and Other Avenues

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The Board may seek legal advice if it is uncertain whether a conflict exists, or how to address a conflict. The Chair of the Board may, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. In exceptional circumstances involving significant transactions, the Board may request that the transaction be approved by the County Commissioners, or by Superior Court if the Commissioners are unable to take action.

C. Determining Whether a Conflict of Interest Exists

After disclosure of the Outside Commitment Interest or Substantial Financial Benefit and all material facts, and after any discussion with the Interested Person(s), the disinterested Board directors shall determine if a Conflict of Interest exists.

The determination that a Conflict of Interest exists shall not preclude the Board (other than the conflicted Interested Person(s)) from approving the matter, but such determination shall require the Board to follow the procedures outlined in Section 3, subsection D. below.

D. Procedures for Addressing the Conflict of Interest

1. An Interested Person who has a Conflict of Interest may make a presentation at the Board meeting, but after such presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the Conflict of Interest.
2. If the Conflict of Interest involves a Substantial Financial Benefit to the Interested Person, after exercising due diligence, the Board may consider whether the Corporation can obtain with reasonable efforts a more advantageous transaction from an individual or entity that would not give rise to a Conflict of Interest.
3. The Board shall determine by a majority vote of the disinterested directors whether the transaction is in the Corporation's best interest, for its own benefit, and whether it is fair and equitable to the Corporation. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction, and upon what terms, if any, to minimize the Conflict of Interest.

E. Violations of the Conflicts of Interest Policy

1. If the Board has reasonable cause to believe an Interested Person has failed to disclose an Outside Commitment Interest or Substantial Financial Benefit, it shall inform the person of the basis for such belief and afford the person an opportunity to explain the alleged failure to disclose.
2. If, after hearing the person's response and after making further investigation as warranted by the circumstances, the Board determines the person has failed to disclose an Outside Commitment Interest or a Substantial Financial Benefit, it shall take appropriate steps to remedy the nondisclosure.
3. Failure to identify an Outside Commitment Interest or a Substantial Financial Benefit at the time a transaction or arrangement is entered into shall not automatically void the transaction or arrangement, and the Board may follow the procedures of this Section 3 after the consummation of the transaction or arrangement.

SECTION 4. RECORDS OF PROCEEDINGS

The minutes of the Board shall contain:

- A. The names of the persons who disclosed or otherwise were found to have an Outside Commitment Interest or Substantial Financial Benefit, the nature of the Outside Commitment Interest or Substantial Financial Benefit, any action taken to determine whether a Conflict of Interest was present, and the
- B. The names of the persons who were present for discussions and votes relating to the transaction, the content of the discussion, including any alternatives to the proposed transaction, and a record of any votes

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taken in connection with the proceedings.

SECTION 5. COMPENSATION

- A. A voting member of the Board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- B. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- C. A voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is not prohibited from providing information to any committee regarding compensation.
- D. The Board shall ensure that any compensation paid to employees, and any compensation over \$10,000 per year paid to independent contractors, even if not Interested Persons, is "reasonable" for the purposes of Internal Revenue Code Section 4958 and accompanying regulations. Whenever practicable, the Board shall base its reasonableness determination on at least three comparable examples, taking into account the job description, the size and nature of the corporation, the experience of the applicant, any benefits, and the geographic location.

SECTION 6. INSIDE INFORMATION

- A. An Interested Person shall not use inside information of the Corporation for his/her personal benefit, or use such inside information or his/her position as an Interested Person to the detriment of the Corporation, Inside information is information obtained through the Interested Person's position in the Corporation that has not become public information.
- B. An Interested Person shall keep information learned during the course of the Corporation's activities in confidence when the information concerns the administration and activities of the Corporation that are not generally available to the public.

SECTION 7. ANNUAL STATEMENTS

Each Interested Person shall annually sign a Disclosure Statement affirming that such person:

- A. Has received a copy of the Conflict of Interest policy,
- B. Has read and understands the policy,
- C. Has agreed to comply with the policy, and
- D. Understands the LCRPC is charitable and that in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE XI. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the Board in all cases to which they are applicable and in which they are not inconsistent with these BY-LAWS and any special rules of order the Board may adopt.

ARTICLE XII. BY-LAW ADOPTION AND AMENDMENTS

The By-laws and amendments are hereby adopted pursuant to M.R.S.A., Title 30-A, Section 2324, Bylaws, and Records. Adoption of these By-Laws and any future amendments require the following procedure:

1. The new By-Laws or amendment shall be presented to the Executive Committee to be approved for submittal to the Board.
2. The By-Laws or amendments shall then require an affirmative vote of 2/3 of the Board present at a regular or special meeting of the full Board. All Board members and alternates shall be notified of proposed amendments or new Bylaws at least fourteen (14) days before the meeting date.
3. Any Board member may submit amendments or new Bylaws to the Executive Committee to be approved for submittal to the Board.

ARTICLE XIII. SAVING CLAUSE

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

ARTICLE XIV. DISSOLUTION

In the event the membership of the Executive Committee determines that it is necessary to dissolve the corporation, the Executive Committee shall adopt a resolution to such effect which shall be submitted to the County and member municipalities for a vote. At least thirty (30) days written notice of a meeting to act on such a resolution shall be made in writing to the County and member municipalities, stating the purpose, date, time and place of the meeting.

Dissolution of the corporation shall require the affirmative vote of 2/3rds of the County and member municipality representatives present at a meeting called for such a purpose. Upon settling the debts, liabilities and obligations of the corporation upon dissolution, the remaining assets of the corporation shall be distributed to the County for public purposes.

ADOPTED:

First Adopted: June 16, 2010

Revised: April 29, 2014; April 27, 2016, Oct. 24, 2019