

**BY-LAWS
LINCOLN COUNTY REGIONAL PLANNING COMMISSION**

ARTICLE I. LEGAL BASIS FOR PLANNING COMMISSION

The legal basis 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:

- a. 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, Section 2321, Subsec. 2.D. and 2342, Subsec. 8. Such planning and related technical assistance may be provided by employees of the Commission and/or contractors authorized by the Commission;
- b. To promote and carry out cooperative arrangements and coordinate action among the County and the municipalities pursuant to M.R.S.A. Title 30-A, Section 2321, Subsec. 2.A. and 2342, Subsec. 6;
- c. To provide advisory services to planning board members, boards of selectmen, economic development committees, other municipal officials, community groups and businesses located or seeking to locate in the County pursuant to M.R.S.A., Title 30-A, Section 2321, Subsec. 2.D.;
- d. To encourage business retention and expansion; increase employment-related training and education opportunities; and develop and promote other services to increase employment and income in Lincoln County.
- e. To assist, when called upon by the Governor, in the planning and review of Federal, State and local projects and plans affecting regional planning, coordination and development, and shall perform all other functions and duties delegated to it pursuant to M.R.S.A., Title 30-A, Section 2342; and
- f. To prepare and maintain a comprehensive regional plan pursuant to M.R.S.A., Title 30-A Section, 2321, Subsec. 2. B.

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.

Notwithstanding the above purposes, the Commission shall at all times be organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Service.

ARTICLE V 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 (to be referred to as Board members after this Article), and each representative shall be entitled to one (1) vote.

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. 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.

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 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 VI. ANNUAL BUDGET

The annual budget shall be prepared by the Finance Committee with the assistance of the staff and the Executive Committee, and must be approved by the Board. The proposed portion of the annual budget to be funded by the County shall be submitted for approval to the Lincoln County Commissioners, who may seek a recommendation for funding from the County Budget Committee. In the event the County Commissioners adjust the budget request, the Board shall revise the budget in accordance with the approved funding.

ARTICLE VII. BOARD MEETINGS

SECTION 1. ANNUAL MEETING

The Board shall meet up to 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 January, 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.

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SECTION 2. VOTING

Voting at Board, Executive and other committee meetings shall be in person, or through special emergency agreement to accept other communications of a vote (phone or email, for example). Proxy voting shall not be permitted.

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, and shall be an ex-officio, non-voting member of all committees. 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 may vote only in the case of a tie. 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

A simple majority of appointed representatives shall represent a quorum necessary for the transaction of business. 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.")

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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 meetings do not become official until approved by the Board of Executive Committee as appropriate.

ARTICLE VIII. 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 for the seat appointed by the County Commissioners.

SECTION 2. TERMS OF OFFICE

The Board members from each district shall at the Annual Meeting elect by written ballot 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.

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, insuring 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.

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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. A majority of Executive Committee members shall constitute a quorum, and as such may conduct the business of that meeting.

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 with the approval of a majority of the Executive Committee, the Chair may call a meeting on shorter notice.

SECTION 8. QUORUM

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

ARTICLE IX. STAFF

The Commission may hire necessary administrative, planning and technical staff as authorized by the Board. The Board may contract for staff administrative, planning, and technical services, and shall remain wholly responsible for the contracted and subcontracted services.

The Executive Committee shall direct the work of the staff until such time as an Executive Director is hired. The general responsibility of the staff shall be to conduct a regional planning and economic development program within the framework of Title 30-A, M.R.S.A.

ARTICLE X. 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 commissioners, 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, and whether or not they shall have a vote in the committee.

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SECTION 4. 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 2 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.

SECTION 5. 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 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.

ARTICLE XI. 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 legislative body.

ARTICLE XII. CONFLICT OF INTEREST

Whenever a Board member or alternate has a financial or personal interest in any matter coming before the Board, the Executive Committee or any other committee or sub-committee, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion and voting on the matter. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

ARTICLE XIII. 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 XIV. 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.

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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 XV. SAVING CLAUSE

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

ARTICLE XVI. 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