

# BOARD OF TRUSTEES

## BYLAWS

Monson, Maine

ADOPTED: December 16, 2004

# MONSON UTILITIES DISTRICT

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# MONSON UTILITIES DISTRICT

## MISSION STATEMENT OF THE MONSON UTILITIES DISTRICT

The Monson Utilities District has the two-part mission to (1) provide high-quality water at a reasonable price that is safe, healthful and aesthetically pleasing and (2) provide efficient and environmentally safe wastewater disposal services and to perform both functions in a reliable and cost-effective manner.

## BYLAWS OF THE MONSON UTILITIES DISTRICT

### ARTICLE I SCOPE AND PURPOSE OF BYLAWS

These bylaws shall govern the Monson Utilities District's ("the District") Board of Trustees ("the board") practices and procedures except as otherwise provided by law and shall be liberally construed so as to accomplish their purpose. These bylaws are intended to establish reasonable rules of procedure for the meetings of the Board and to promote the fair, orderly and efficient conduct of the Board's proceedings and affairs.

### ARTICLE II TRUSTEES

1. **Appointment.** ~~As specified in the charter of the District, as amended, all of the affairs of the District shall be managed by a board of five trustees who are elected at town meeting. Each trustee must reside within the District's service territory. If a trustee ceases to reside within the District's service territory, that trustee must resign his/her office.~~ No Selectman of the Town of Monson may simultaneously serve as a trustee of the District. Each trustee shall be sworn to perform his/her duties as trustee and officer of the District.
2. **Term of Office.** The term of office for each trustee shall be 5 years. Whenever the term of a trustee expires, the municipal officers shall appoint a successor to serve the full term of 5 years. If a trustee leaves office before the expiration of his or her term, the municipal officers shall appoint a successor for the remainder of the 5-year term. There is no limit to the number of terms a trustee may serve.
3. **Resignation.** No resignation of a trustee or officer is effective until made in writing and tendered to the Chair of Clerk.

# MONSON UTILITIES DISTRICT

## ARTICLE III MEETINGS OF THE DISTRICT

The District will hold an annual meeting of the District during the first quarter of each year at a time and place set by the board. Notice of the annual meeting of the District shall be published in the local newspaper and conspicuously posted in two places within the District not less than 7 days before the meeting. The board may also call special meetings of the District at any time with 7-day notice to the public that specifically states the purpose of the special meeting. All persons who reside in the District and are qualified to vote for Governor shall be entitled to vote in any meeting of the District. There is no quorum requirement for meetings of the District.

## ARTICLE IV MEETINGS OF THE BOARD OF TRUSTEES

1. **Quorum.** A majority of the trustees shall constitute a quorum to conduct business.
2. **Annual Meetings of the Board.** The annual meeting of the board of trustees for the election of Clerk and Chairman of the board and the transaction of other business shall be held at the annual meeting of the District in the Town Hall of Monson or such other place as the Chair may direct.
3. **Regular Meetings of the Board.** As business and issues demand, the board of trustees shall hold regular meetings. Notice to trustees and the public for regular board meetings will be provided according to section 5 below. Unless otherwise provided, the regular meetings of the board shall begin 6:30 p.m.
4. **Emergency Meetings of the Board.** If there is an operational emergency, the board may decide to hold an emergency meeting. Actual notice of emergency meetings shall be provided to all trustees by whatever means are most practicable as soon as it is determined that the emergency meeting is necessary. The nature of the emergency may limit the board's ability to provide notice of the emergency meeting to the public, however the board will provide as much public notice of the emergency meeting as circumstances permit.
5. **Public Notice.** Notice of the date, time and location of board's annual meeting shall be published in the local newspaper no less than 7 days prior to the meeting. Notice for such meetings shall also be posted at the Monson Town Hall and post office.

# MONSON UTILITIES DISTRICT

## ARTICLE V OFFICERS

1. **Election of Officers.** At each annual board meeting, the following officers shall be elected by the board from the members of the board: Chair, Treasurer and Clerk.
2. **Term of Office.** All officers elected by the board of trustees shall serve until the next annual board meeting or until their successors are elected and qualified.
3. **Chair.** The Chair shall preside at all meetings of the board of trustees and shall see that all orders, votes and resolutions of the board are carried out. The Chair shall be authorized generally to execute drafts, checks, notes, securities and other obligations of the board to be accompanied by the Treasurer unless otherwise specified by a resolution of the board. The Chair shall have custody of the Treasurer's Bond, which shall be bought by the district.
4. **Treasurer.** The Treasurer shall have the duty of keeping the financial records of the District and shall be the custodian of the checkbook and other financial records of the Utilities District. The Treasurer shall make a report of the financial condition of the District to the board annually.
5. **Clerk.** The Clerk shall keep true records of all the meetings of the board of trustees and during his/her term of office shall have the custody of such records. The Clerk may engage a recording secretary. Under direction of the board of trustees, the Clerk shall attend to the correspondence of the board and shall file all written communications and a copy of all communications sent by him/her or by said board. The Clerk shall perform such other duties usually pertaining to his/her office as the board may require. In the absence of the Clerk from a meeting of the board, the board may elect a Clerk pro tempore to perform all the duties of the Clerk during the Clerk's absence. The Clerk pro tempore shall be sworn and the certificate of oath entered on the records with the fact of the absence of the Clerk.

## ARTICLE VI TRUSTEE COMPENSATION

1. **Determination of Compensation.** Trustees of the District receive compensation as determined by vote of the board. Certification of the vote must be recorded with the Secretary of State and recorded in these bylaws. Compensation for duties as trustees must be on the basis of such specific amount as may be specified in the bylaws, for each meeting actually attended and reimbursements for travel and expenses, with the total not to exceed such specific amount as may be specified in these bylaws.

# MONSON UTILITIES DISTRICT

## ARTICLE VII INDEMNIFICATION

The District shall indemnify any person who was or is a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, including all appeals (other than an action, suit or proceeding by or in the right of the District) by reason of the fact that he/she is or was a trustee, officer, or employee of the District, against expenses (including attorney's fees), judgments, decrees, fines, penalties and amounts paid in settlement actually and reasonable incurred by him/her in connection with such action, suit or proceeding, if he/she acted in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the District and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to best interests of the District and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful. To the extent that a trustee, officer or employee of the District has been successful, on the merits or otherwise, in defense of any action, suit or proceeding referred to in this Article, or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him/her in connection therewith.

The indemnification referred to in this Article shall be in effect and continue while the person is holding an office or is acting in the official capacity set forth above and shall continue for any such person who has ceased to by a trustee, officer or employee and shall inure to the benefit of the heirs, executors and personal representatives of such person.

The District may purchase and maintain insurance on behalf of any person who is or was a trustee, officer or employee of the District against any liability asserted against him/her and incurred by him/her in such capacity or arising out of his/her status as such whether or not the District would have power to indemnify him/her against such liability under the provisions of this Article of the Maine Revised Statutes.

Persons protected by the indemnification provided by this Article shall include any trustee, officer, employee or committee member of the district whether or not he/she or they are salaried.

# **MONSON UTILITIES DISTRICT**

## **ARTICLE VIII EMPLOYEES**

The board has full authority to hire or discharge any employee or contractor and to set the terms and conditions of employment and compensation.

## **ARTICLE IX ANNUAL REPORT**

The board shall prepare an annual report that includes a report of the Treasurer.

## **ARTICLE X OPERATING POLICY MANUAL**

The board has prepared and adopted an operating policy manual that contains the day-to-day operating guidelines for the District's staff. In addition to these policies, the current rate structure is also noted in the operating manual. These operating policies shall be reviewed by the trustees annually and updated as required at the board's annual meeting. Upon approval, they shall be in force for the following operating year.

## **ARTICLE XI AMENDMENTS TO THE BYLAWS**

These bylaws may be amended at any meeting of the board of trustees by a majority vote of all trustees, provided that in the notice of such meeting a notice of such intended amendment be given, and provided further that no such amendment shall be passed until it has been read at two separate meetings of the board of trustees. The amended bylaws shall take effect when adopted by a majority of the trustees and signed by the Chair. The Clerk will keep and file the original signed copy of the amended bylaws.

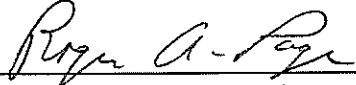
## **ARTICLE XII INCONSISTENT PROVISIONS**

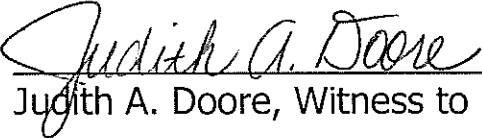
If any provision of these bylaws is inconsistent with the Monson Utilities District charter, as amended, or other applicable law that provision is null and void. Under such circumstances, all other provisions of these bylaws remain in effect.

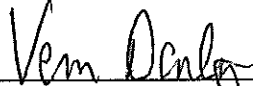
# MONSON UTILITIES DISTRICT

## ByLaws

Signed this sixteenth day of December, 2004, by the District Trustees:

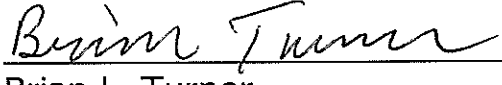
  
\_\_\_\_\_  
Roger A. Page, Chairman

  
\_\_\_\_\_  
Judith A. Doore, Witness to all

  
\_\_\_\_\_  
Vernon E. Darling, Jr., Clerk

  
\_\_\_\_\_  
Timothy L. Anderson

  
\_\_\_\_\_  
Roy L. Sargent

  
\_\_\_\_\_  
Brian L. Turner