

Passamaquoddy Water District
Bylaws As Amended

Version (2.1)

ARTICLE I: MEETINGS

Section 1. The annual meeting of the Board of Trustees for the election of officers of the Board and the transaction of other business shall be held at the principal office of the District on County Road Eastport, Maine, on the first Monday of April in each year. Notice of the annual meeting shall be as provided in the Maine Revised Statutes Annotated for town meetings and shall specify the time and place of the meeting, the business to be acted upon, and be posted in some conspicuous public place in the District at least seven (7) days before the meeting. In the event that such annual meeting is omitted on the date herein provided therefor, a subsequent meeting may be held in place thereof, and any business transacted or elections held at such meeting shall have the same effect as if transacted or held at the annual meeting. Such subsequent meeting shall be called in the same manner as provided for the annual meeting of the Board of Trustees.

Section 2. Regular meetings of the Board of Trustees shall be held at the principal office of the District on County Road, Eastport, Maine, at a date and time set by a vote of a majority of the Trustees present at the previous regular meeting of the Board.

Section 3. Special meetings of the Board of Trustees and a change in the date of a regular meeting may be called for by

the President or any three Trustees, or by the Clerk upon written request of the Chairperson or any three Trustees by giving notice of the time and place of such meeting and the object for which it is called, in the manner provided by these Bylaws for giving notice of Trustees' meetings.

Section 4. Notice of all meetings of the Board of Trustees, other than regular meetings, shall be sent by the Clerk, or other person authorized to give the same by these Bylaws, by mail or by hand to each Trustee at his or her registered address, at least three (3) days prior to the date of the meeting. An affidavit of such mailing or delivery made by the Clerk or other duly authorized person, with a copy of the notice attached, shall be sufficient proof of such notice.

Any meeting at which all Trustees are present, or of which those not present have waived notice in writing, shall be a legal meeting for the transaction of business notwithstanding that notice has not been given as hereinbefore provided.

Section 5. At any meeting of the Board of Trustees, a majority of the Trustees shall constitute a quorum for the transaction of business, but a lesser number may adjourn any meeting from time to time and the meeting may be held as adjourned without further notice. When a quorum is present, a majority of the Trustees present at such meeting shall decide any question brought before such meeting, unless

otherwise provided by law or by these Bylaws.

ARTICLE II: OFFICERS

Section 1. The officers of the Board of Trustees shall be a Chairperson, a Treasurer, a Clerk, and such additional officers as the Trustees may deem expedient, who shall be elected by ballot at the annual meeting of the Board of Trustees and shall hold office for one year and until their successors are elected and qualified, unless their term is sooner terminated as hereinafter provided. The Chairperson and the Clerk must be and remain members of the Board of Trustees. The Trustees, in their discretion, may appoint additional officers of the Board and prescribe their duties.

Section 2. The Superintendent shall serve at the pleasure of the Trustees. The Board of Trustees shall enter into a written contract with the Superintendent, who shall be administrative head of the District. The terms of the employment contract will be specified in the written document. The Superintendent shall be eligible for renewal upon a three fifths (3/5) vote of the Trustees.

Section 3. The Assistant Superintendent and all department heads of the District shall be appointed by the Board of Trustees. Nomination for appointment shall be made by the Superintendent. The Assistant Superintendent and all department heads shall be under the supervision of the Superintendent. Other employees of the District shall be appointed by the Superintendent, provided that the position

shall first have been approved by the Board.

Section 4. All employees of the District, other than the officers elected pursuant to Section 1 hereof and the Superintendent, shall hold their employment during the pleasure of the Superintendent, except that the Assistant Superintendent may only be removed with the consent of a majority of the Trustees.

Section 5. Any Officer may resign his office by delivering a written resignation to the Chairperson or Clerk. Any officer may be removed from office by vote of at least three (3) Trustees at any duly held meeting of the Board of Trustees at which a quorum is present, provided that in the notice of such meeting a notice of the motion for removal of said Officer is given. Any vacancy in the offices of Chairperson, Treasurer, or Clerk shall be filled by election by the Board of Trustees, and the term of office in such case shall run until the next annual meeting of the Board of Trustees and until a successor is elected and qualified.

ARTICLE III: CHAIRPERSON

The Chairperson shall preside at all meetings of the Board of Trustees when present, at which meetings he or she shall have a right to vote, and shall perform all the duties commonly incident to the office, and such other duties as these Bylaws or the Trustees shall designate.

ARTICLE IV: CLERK

Section 1. The Clerk shall be present at all meetings of the

Board of Trustees and shall keep an accurate record of the proceedings of such meetings in books provided for the purpose, which books shall be open at all reasonable times to the inspection of any Trustee, and shall perform such other duties and have such other powers as shall be prescribed by the Board of Trustees, by these Bylaws or by law. In the absence of the Clerk at any meeting, a Clerk pro tem may be chosen, who shall record the proceedings of such meeting in the aforesaid books. The Clerk shall be sworn.

Section 2. The Clerk shall record the names of the Trustees absent from any meeting of the Board of Trustees. The Clerk shall also, at the request of any absent member, enter upon the record of any special meeting the approval or dis-approval of such member of any action taken at such meeting.

ARTICLE V: Superintendent

Section 1. The Superintendent shall be administrative head of all activities of the District under the policy guidance and governance of the Board of Trustees, and shall have such other powers and duties as the Trustees from time to time shall prescribe. The Superintendent shall keep the Board of Trustees informed at all times as to the status of the District activities. In the absence or disability of the Superintendent, the Assistant Superintendent shall have the powers and be subject to the duties of the Superintendent while the absence or disability of the Superintendent continues. The Assistant Superintendent shall have such other

powers and duties as these Bylaws or the Trustees from time to time shall prescribe.

ARTICLE VI: TREASURER

Section 1. The Treasurer shall, under the administrative direction of the Board of Trustees, administer the financial affairs of the District and shall have the care and custody of the funds and securities of the District along with the District Office Manager. The Treasurer shall sign all contracts, deeds, bonds and obligations of the District as approved by the Trustees. He or she shall keep or cause to be kept accurate books of account, which shall be open at all times to any Trustee. The Treasurer shall furnish such reports and shall perform all other duties commonly incident to the office and such other duties as shall be prescribed by the Board of Trustees. The Treasurer shall be bonded for the faithful discharge of his or her duties in a sum and with such sureties as the Trustees from time to time shall require. The Treasurer shall receive and give cause to be given, proper receipts for all moneys due and payable to the District from any source whatsoever, and proper endorsement of checks, warrants and drafts in its name and behalf. The Treasurer shall deposit all moneys of the District, from whatever source received, to its credit in such banks or trust companies as may be designated by the Board of Trustees, and none of the indebtedness or obligations of the District shall be paid except by check. The Trustees shall prescribe, from

time to time, the limiting amounts which may be drawn by the Treasurer from District deposits. The Treasurer shall authorize the Office Manager to prepare for each meeting of the Board of Trustees an Accountants Report. The Accountants Report shall be presented to the Trustees at the meeting for their inspections, and they shall signify their approval by accepting the Accountants Report by motion and vote. In the absence or disability of the Treasurer, the Assistant Treasurer shall have the powers and be subject to the duties of the Treasurer while the absence or disability of the Treasurer continues.

ARTICLE VII: DISTRICT STAFF

Section 1. In the absence or disability of the Superintendent, the Assistant Superintendent shall have the powers, be subject to the duties, and be subject to the same employment status, of the Superintendent while the absence or disability of the Superintendent continues. The Assistant Superintendent shall have such other powers and duties as these Bylaws or the Trustees from time to time may prescribe, and he or she shall, in addition, perform such duties as the Superintendent may assign to the Assistant Superintendent.

Section 2. The organization and staffing of the District shall be as the Board of Trustees shall prescribe, and the Superintendent shall assign duties and responsibilities to the various employees of the District in accordance with the approved organization and staffing plan. The Superintendent

may reallocate such duties and responsibilities, when, in his or her opinion, a critical need exists but, should he or she do so, the Superintendent shall provide a full report citing his or her reasons and the steps taken at the next meeting of the Board of Trustees.

ARTICLE VIII: ANNUAL REPORT

The Trustees shall make and publish an annual report, including therein a report of the Treasurer.

ARTICLE IX: AUDIT

Section 1. Prior to the filing with the Governor of the Pleasant Point Passamaquoddy Tribal Council the detailed annual report required by Section 9 of the Act Creating the Passamaquoddy Water District, and as much oftener as the Trustees may prescribe, there shall be made a full and detailed examination of the financial affairs, of the District and the methods employed in conducting its business affairs, and for this purpose the Trustees shall at the annual meeting each year appoint an experienced certified public accountant, who shall make a full and detailed examination of the books of the District, as well as the method employed by the District in conducting its business affairs. The certified public accountant the signed reports of said Trustees for inclusion in the report. As soon as practical after the completion of the examination, the certified public accountant shall submit to the Trustees a report in triplicate showing the results

thereof and containing any suggestions or recommendations the Auditor may deem important for improving the business methods of the District.

Section 2. The certified public accountants report shall be incorporated in the annual report filed by the Trustees with the Pleasant Point Passamaquoddy Tribal Council and shall be printed for distribution to any interested person.

Section 3. The certified public accountants report shall be incorporated in the annual report filed by the Trustees with the Public Utilities Commission of the State of Maine as required by law.

ARTICLE X: COMMITTEES

The Board of Trustees shall appoint such committees as it may deem expedient for the purposes of the District.

ARTICLE XI: SALARIES

The Board of Trustees shall fix and alter the compensation and salaries of the officers and employees of the District, other than the Trustees. The Trustees shall receive compensation as recommended by them and approved by a majority of the Pleasant Point Passamaquoddy Tribal Council.

ARTICLE XII: AMENDMENTS

These Bylaws may be altered, amended or repealed at any meeting of the Board of Trustees by vote of at least three Trustees, provided that in the notice of such meeting a notice of such intended alteration, amendment or repeal be given, and provided further that no alteration, amendment or repeal shall

be passed until it has been read at the next successive meeting of the Board of Trustees.

ARTICLE XIII: FISCAL YEAR

The fiscal year of the District shall begin on the first day of January and end on the last day of December in each year, and the Treasurer shall make up his annual accounts to the first day of January.

ARTICLE XIV: NOMINATION and ELECTION of TRUSTEES

The Board of Trustees shall be comprised of five (5) members of which three (3) members, each a resident of the District, shall be elected by Australian ballot at a special District meeting, as soon as possible following the acceptance of this Act. Additionally, one Trustee shall be elected from the City of Eastport and one Trustee shall be elected from the Town of Perry, following the procedures for municipal elections, except that, in the event no one is elected to the office of Trustee in either of these municipalities, the municipal officers shall appoint a Trustee to serve for a nominal term. In the event no one is elected to any position as Trustee as a resident of the District, the Pleasant Point Passamaquoddy Tribal Council, with the advice and consent of the Governor of the Pleasant Point Passamaquoddy Reservation, shall appoint a Trustee or Trustees to serve for a nominal term.

All nominations of candidates to be elected to the Board of Trustees shall be in accordance with Title 30, Section 2061(3) of the Maine Revised Statutes Annotated, unless the

political subdivision from which the nomination is made has adopted another procedure, in which case that procedure shall govern that nomination.

The terms of the Trustees shall be three (3) years, expiring on the Sunday before the first Monday in April, except that the terms of the initial Trustees shall expire one (1) year, two (2) years or three (3) years from the first Monday in April following their election or appointment. At the first meeting of the full Board of Trustees, the terms of the initial Trustees shall be selected by lot: From the District, one (1) for a one (1) year term; one (1) for a two (2) year term; and one (1) for a three (3) year term; and, from Perry and Eastport, one (1) for a one (1) year term and one (1) for a two (2) year term. All Trustees shall serve until their successors are elected, appointed and qualified. Trustees shall be eligible for reelection and reappointment. At each annual meeting, the Board shall prepare a list of the Trustees with the expiration date of their terms and a request to hold elections within the year to fill any expiring terms and send the list by certified mail to the Pleasant Point Reservation of the Passamaquoddy Tribe, the City of Eastport, and the Town of Perry.

When any Trustee ceases to be a resident in the District or in the municipality he or she represents, he or she vacates the office of Trustee. Vacancies in the office of Trustees shall be filled by a special election, except that a vacancy

occurring within one year of the expiration of a **Trustee's** term of office may be filled by appointment of a successor to serve the unexpired portion of the term in which the vacancy occurred. Appointments to the office of **Trustee** where a vacancy occurs shall be made by the respective municipal officers, or, for the **Tribe**, using the procedure of **Section 8** of the **Act Creating the Passamaquoddy Water District**.

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Abstract: This document is the Bylaws of the Passamaquoddy Water District as amended in the minutes of the meetings for January, February, March 1993. Sections that were amended are Article II Section 5, Article VI Section 1.