

Brunswick Sewer District

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BY-LAWS

26 FEBRUARY 2014

ARTICLE I: Meetings

(Charter reference: sections 13-1, 41, 44)

- Sec. 1: Regular meetings of the Board of Trustees shall be held at District offices on Pine Tree Road, Brunswick, Maine, generally on the second Thursday of each month, as advertised.
- Sec. 2: A minimum of two regular meetings annually shall be conducted in the evening and advertised in the local newspaper.
- Sec. 3: Special meetings of the Board of Trustees may be called by the Chair at a time and place of the Chair's preference.
- Sec. 4: Three Trustees shall constitute a quorum at all meetings of the Board for the transaction of business, and all matters requiring the action of the Board shall be decided by a majority of those Trustees present and voting thereon. A Trustee shall be considered present for purposes of a quorum and for voting if the Trustee is personally present (actually in attendance) at the meeting.
- Sec. 5: All meetings shall be conducted in accordance with Robert's Rules of Order.

ARTICLE II: Election of Officers

(Charter reference: section 13-5)

- Sec. 1: Officers of the Board of Trustees shall be elected to office at the first regular meeting of the Board after April 1st of each year, or following appointment of a new Trustee. The term in office shall be for one year.

ARTICLE III: Chair

- Sec. 1: The Chair shall preside at all meetings of the Board of Trustees when present, and shall have the right to vote and make or second motions.
- Sec. 2: The Chair shall sign all bonds, notes, and other evidences of indebtedness of the District, and deeds.
- Sec. 3: The Chair shall perform all duties incidental to the office, and such other duties as the Board of Trustees shall designate.

ARTICLE IV: Vice Chair

- Sec. 1: The Vice Chair shall perform the duties of the Chair in the absence of the Chair.

ARTICLE V: Treasurer

- Sec. 1: The Treasurer shall keep or cause to be kept accurate books of financial account, which shall be open at all times to any Trustee. The Treasurer shall have full and complete authority and power to collect the rates, assessments and other charges established under the District Charter and MRSA Title 38, Chapter 11, Section 1202 and the same shall be committed to the Treasurer.
- Sec. 2: By District Charter, the authority to commit the District to the expenditure of funds for goods and services rests with the Board of Trustees. *(Charter reference: section 47 - 3)*
The Board of Trustees may delegate this authority as it relates to the signing of disbursement checks and warrants for goods and services, by so providing in these By-laws. *(Charter reference: section 47 - 3)*
Any withdrawal of funds from District savings shall bear the signature of both the Treasurer or Assistant Treasurer and the Chair of the Board of Trustees. *(Charter reference: section 47 - 3)*
- Sec. 3: Any delegation by the Board of Trustees of authority under Section 2 above shall be to a responsible member of District staff, and this authority may be further delegated only with the knowledge and concurrence of the Board.
- Sec. 4: The Treasurer and any member of staff to whom such authority is delegated shall be bonded for the faithful discharge of duties in a sum, and with such sureties as the Board of Trustees shall from time to time require.
- Sec. 5: The Board shall cause to have prepared and shall approve specific procedures for the disbursement of funds and the signing of checks and warrants.
These procedures shall address periodic situations in which one or more of the designated persons are absent.
The Board shall periodically review these procedures.
- Sec. 6: The Treasurer shall direct so as to provide for the signing of checks and warrants in his or her absence.
- Sec. 7: The Treasurer shall examine the record of disbursements no less frequently than monthly, and shall report his or her findings at each regular meeting of the Board.
- Sec. 8: The Treasurer shall preside at meetings of the Board in the absence of the Chair and Vice Chair.

ARTICLE VI: Assistant Treasurer

- Sec. 1: The Assistant Treasurer will assist the Treasurer and shall perform the duties of the Treasurer in the absence of the Treasurer.

ARTICLE VII: Trustee Clerk

- Sec. 1: The Trustee Clerk shall keep or designate the keeping of and shall sign records of all meetings of the Board of Trustees. The Clerk shall perform such other duties as may be required by the Board and the laws of the State of Maine.

ARTICLE VIII: Salaries & Compensation

Compensation of Trustees of the Brunswick Sewer District shall be as follows.

- Sec. 1: For each regular or special Board meeting actually attended, each Trustee shall be compensated in the amount of seventy-five dollars (\$ 75.00).
- Sec. 2: The Chair shall be additionally compensated for all duties attending that position in the amount of three hundred dollars (\$ 300.00) per year.
- Sec. 3: The Treasurer shall be additionally compensated for all duties attending that position in the amount of one hundred and fifty dollars (\$ 150.00) per year.
- Sec. 4: Trustees appointed by the Chair to a committee or workshop shall, upon direction by the Chair, be compensated in the amount of thirty-seven dollars and fifty cents (\$ 37.50) per committee meeting or workshop actually attended.
- Sec. 5: Payment of all Trustee fees shall be made monthly.
- Sec. 6: Maximum compensation of any Trustee for meetings attended shall be \$ 1,500 per calendar year.
- Sec. 7: Provisions of Section 6 of these By-laws notwithstanding, Trustees shall be reimbursed for Board-approved travel and related expenses.

ARTICLE IX: Emergency Powers

- Sec. 1: With the concurrence of the Chair, the Board of Trustees may authorize immediate action by a telephone vote or other expedient method, in accordance with the Charter, Section 22 titled Emergency Powers.

ARTICLE X: Indemnification

- Sec. 1: The District shall indemnify and save harmless any person who may serve or who has served, at any time, as a member of the Board of Trustees, or as an officer or administrator of the District, and the respective heirs, executors, administrators, and assigns of said person, against any and all expense (including, but not limited to, attorneys' fees, amounts paid upon judgments, and amounts paid in settlement before or after any litigation is commenced), actually and necessarily incurred by said person in connection with the defense or settlement of any claim, action, suit or proceeding, in which said person is made a part or is threatened to become a party, or which may be asserted against said persons, by reasons of serving in such capacity, if said person acted in good faith, and in a manner 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 such conduct to be unlawful.

For purposes of this Article, an officer or administrator shall include only those persons who have been elected by the Board of Trustees, or individually appointed to positions by Board, or by the General Manager and approved by the Board of Trustees.

Said indemnification shall be in addition to any other rights to which the person indemnified may be entitled under any law, statute, regulation, agreement, vote of the Board of Trustees, or otherwise.

AUTHORITY

These by-laws are established and/or amended pursuant to authority granted by District Charter at Section 41, By-laws.

ADOPTION

First vote: *07 October 1996*
Second vote: *18 November 1996*

AMENDMENT

First vote: *12 July 1999*
Second vote: *09 August 1999*

AMENDMENT

First vote: *13 March 2000*
Second vote: *18 April 2000*

AMENDMENT

First vote: *10 July 2000*
Second vote: *14 August 2000*

AMENDMENT

First vote: *20 August 2008*
Second vote: *15 September 2008*

AMENDMENT

First vote: *13 September 2010*
Second vote: *13 October 2010*

AMENDMENT

First vote: *12 December 2013*
Second vote: *26 February 2014*