

# **By-Laws Mid-Coast Solid Waste Corporation**

## **As Amended July 29, 2020**

### **ARTICLE I - Name, Principal Office, Corporate Seal**

#### **Section 1. Name.**

The name of The Corporation shall be Mid Coast Solid Waste Corporation, hereinafter referred to as the "Corporation."

#### **Section 2. Principal Office.**

The location and principal office of the Corporation shall be in the Town of Camden, State of Maine, but the Corporation may, also, maintain other offices in such places, either within or without the State of Maine, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

#### **Section 3. Registered Office.**

The registered office of the Corporation in the State of Maine may be (but need not be) the same as the principal office. If the Board determines that the registered office is located other than at the Corporation's principal office, the Registered Office shall be located at the offices of the Corporation's attorney.

#### **Section 4. Seal.**

The seal of the Corporation shall have inscribed thereon the name of the Corporation, the year of its organization, and the word "Maine." The Seal of the Corporation shall be located at the Registered Office.

#### **Section 5. Mission Statement.**

The Mid-Coast Solid Waste Corporation is a public corporation formed to provide for the transfer, recycling and disposal of municipal solid waste generated by the residents, institutions and businesses within the boundaries of the Towns of Camden, Rockport, Lincolnville and Hope. The Corporation strives to:

- (1) provide excellent service for residential and commercial users;
- (2) maximize the recycling, reduction and reuse of materials and minimize disposal;
- (3) operate its facilities in an efficient, user-friendly, safe, environmentally sound and sustainable fashion in compliance with Maine Department of Environmental Protection (DEP) regulatory requirements; and

- (4) provide those services at a reasonable overall cost with a set of competitive user charges which reflect the cost of providing the service.

## **ARTICLE II- Definitions**

### **Section 1. Board.**

Refers to the Corporation's Joint Board of Directors, as defined in the Interlocal Agreement, and shall hereafter be referred to as the "Board" or the "Board of Directors."

### **Section 2. Interlocal Agreement.**

Refers to the "Amended Interlocal Agreement to Establish a Joint Solid Waste Facility for the Municipalities of Camden, Rockport, Lincolnville and Hope," as it may from time-to-time be amended.

### **Section 3. Participating Municipalities.**

Refers to the Town of Camden, the Town of Rockport, the Town of Lincolnville and the Town of Hope and any other municipality or municipalities which may later become a party to the Interlocal Agreement and are accepted by the Board as Participating Municipalities. Any municipality shall cease to be a Participating Municipality upon the effective date of withdrawal from the Interlocal Agreement.

### **Section 4. Municipal Officers.**

Refers to the members of the Select Boards or Boards of Selectmen in the Participating Municipalities.

## **ARTICLE III - Board of Directors**

### **Section 1. Number of Qualifications.**

The business and affairs of the Corporation shall be managed by the Board elected in accordance with the procedure set forth in Section 3. The Directors elected by the Participating Municipalities should have sufficient managerial, technical, financial or business experience to execute their duties effectively and efficiently.

### **Section 2. Directors.**

The Board shall consist of the representatives elected by the municipal officers of each Participating Municipality. Each Participating Municipality shall have two (2) Directors, with each Director being entitled to the number of votes allocated by Article VI, Section 6. To the extent possible, the Board shall be composed of municipal officers from each of the Participating Municipalities, chosen by the respective Select Boards or Boards of Selectmen. If two municipal officers cannot be found to serve, then the Select Board or Board of Selectmen may elect other individuals.

Elections shall be by vote of the Municipal Officers of the Participating Municipalities and attested to by the municipal clerks. The Municipal Officers, by majority vote, may remove their representatives (i.e., Directors of the Corporation) for stated reasons. The Directors shall keep the Municipal Officers of their municipalities informed of the financial and technical condition of the Corporation.

### **Section 3. Term of Office.**

Each Director shall serve for a term of three (3) years or until his or her successor is appointed and qualified. Whenever possible, the terms of the Directors from a given municipality should be staggered.

### **Section 4. Ex-Officio Board Members.**

The Town Manager or Town Administrator of each Participating Municipality shall be a non-voting Ex-Officio Board Member of the Corporation.

### **Section 5. Powers and Functions.**

The Board shall manage the business and affairs of the Corporation and may exercise on behalf of the Corporation those powers and functions which are necessary or convenient to the accomplishment of the purposes stated in the Interlocal Agreement.

The Board shall delegate responsibility for the day-to-day operations of the Facility to the Facility Manager.

The Board also may delegate responsibility for the day-to-day operations of the Facility to the Executive Committee, if one has been established.

Policy decisions shall remain with the Board.

### **Section 6. Committees.**

The Board may create committees consisting of its members, the Facility Manager and Ex-Officio Board Members as it deems necessary. At a minimum, there shall be a Finance Committee, Governance Committee, Personnel Committee and a Capital and Strategic Planning Committee. Each committee member shall have one (1) vote, unless otherwise indicated.

(1) Finance Committee. The Finance Committee shall:

- a. oversee the Facility Manager in the development of the Annual Budget in a timely manner as to allow the final adoption no later than December 31 of each year;
- b. review and recommend to the Board any unbudgeted purchase in excess of Five Thousand dollars (\$5,000); and

- c. consist of at least two (2) Directors, two (2) Ex-Officio Board Members and the Facility Manager; each Participating Municipality shall be represented by either a Director or Ex-Officio Board Member.

(2) Governance Committee. The Governance Committee shall:

- a. periodically review the governing documents of the Corporation to ensure such documents are consistent with applicable law and desired organizational best-practices;
- b. develop, review and recommend to the Board policies to guide effective oversight, integrity and accountability of the Corporation;
- c. review the performance of the Board, committees and other entities created by the Board to ensure compliance with applicable laws and policies;
- d. keep the Board informed of current best practices and trends in corporate governance; and
- e. consist of four (4) Directors representing each Participating Municipality.

(3) Personnel Committee. The Personnel Committee shall:

- a. be charged with the development and periodic review of all personnel policies and job descriptions;
- b. initiate and consolidate the annual performance review of the Facility Manager;
- c. periodically review the staffing of the Facility and make recommendations to the Board regarding any changes in staffing levels; and
- d. consist of at least two (2) Directors, two (2) Ex-Officio Board Members and the Facility Manager (who shall not participate in matters relating to his or her review, except as an employee of the Corporation).

(4) Capital and Strategic Planning Committee. The Capital and Strategic Planning Committee shall:

- a. be charged with developing an annual Capital Improvement Plan for the succeeding Budget with recommendations to The Board no later than October 1st of each calendar year;

- b. be charged with proposing a 5-Year Capital and Strategic Plan no later than September 1st of each calendar year; and
- c. consist of at least two (2) Directors, two (2) Ex-Officio Board Members and the Facility Manager.

#### **Section 7. Rules and Regulations.**

If necessary, the Board shall adopt rules and regulations consistent with the Interlocal Agreement and these By-Laws.

### **ARTICLE IV - Facility Manager**

#### **Section 1. Responsibilities.**

The day-to-day operation of the Facility shall rest with the Facility Manager. The Facility Manager shall be responsible for the hiring and firing of all employees, whether full-time, part-time or contracted. The Facility Manager shall develop policies and procedures, consistent with the direction and subject to the approval of the Board.

#### **Section 2. Meetings with The Board.**

Prior to each meeting of the Board, the Facility Manager shall prepare, in coordination with the Board Chair, the agenda for the meeting. Additionally, the Facility Manager shall be responsible for preparing and distributing all necessary supporting documents. Distribution of Board meeting material shall occur at least two (2) business days prior to the scheduled meeting. The Facility Manager shall provide for a recording secretary at each meeting of the Board.

#### **Section 3. Financial Powers and Duties.**

The Facility Manager shall have the care and custody of all the funds and securities of the Corporation and shall deposit same in the name of the Corporation in such bank or banks as the Board may direct. The Facility Manager shall institute procedures to ensure a full accounting of all funds and securities of the Corporation and the disbursement of the same as directed by the Board. The Facility Manager shall give bond for the faithful discharge of his or her duties, in such sum and with such sureties as the Board may require and approve. However, the giving of such bond may be waived by the Board at the Annual Meeting; continued waivers must be made at each subsequent Annual Meeting. The Board shall grant the Facility Manager or designated staff member the authority to sign checks, notes, drafts and orders for money when properly approved by the Treasurer or designated alternate through endorsement of the appropriate warrant.

#### **Section 4. Freedom of Access.**

The Facility Manager shall be the Freedom of Access (FOA) Officer of The Corporation and shall comply with all applicable laws governing Freedom of Access.

## **ARTICLE V - Executive Committee**

### **Section 1. Responsibilities.**

The Executive Committee shall assume the responsibilities and exercise the authority as directed, from time-to-time, by the Board of Directors. If directed by the Board, the Executive Committee shall assume responsibility for the day-to-day operations of the Facility in the absence of the Facility Manager.

### **Section 2. Composition.**

The Executive Committee shall consist of the Ex-Officio Board Members and the Chair of the Board or his or her representative.

### **Section 3. Meetings.**

The Executive Committee shall meet as needed. Meetings may be called as requested by any three (3) Directors of the Board or by the Board Chair and at least two (2) Ex-Officio Board Members.

### **Section 4. Notice of Meetings.**

Notice of all meetings shall be given by the Facility Manager or the Board Chair to the Executive Committee. Notice shall include, at a minimum, the Agenda of the meeting.

### **Section 5. Meeting Minutes.**

The Executive Committee shall record minutes of their meetings which shall be promptly provided to the Board.

## **ARTICLE VI - Meetings of the Board**

### **Section 1. Annual Meeting.**

The Board shall hold its Annual Meeting on the fourth Wednesday of July unless a quorum cannot be achieved, and the Board establishes an alternative date. Elections of the officers of the Corporation shall be the first item of business following the approval of the minutes of the previous annual meeting and any unfinished business that properly falls to the outgoing officers. The Treasurer and an authorized designee shall be appointed or affirmed with the authority to sign warrants for the issuance of checks, notes, drafts or orders of money. The officers elected shall assume their duties at the conclusion of voting.

### **Section 2. Regularly Scheduled Meetings.**

The Board shall meet at least quarterly to conduct the business of the Corporation. The dates for such meetings shall be set at the Annual Meeting but individual meetings may be cancelled or the dates changed by agreement of the Board. The Chair may cancel a meeting for failure to obtain a quorum.

### **Section 3. Special Meetings.**

Special meetings of the Board may be held at any time and place upon call by or at the request of the Chair, the Treasurer, or any three (3) Directors, notice thereof being given to each Director at least three (3) business days prior to the meeting.

### **Section 4. Notice.**

Notice of each meeting shall be given by the Chair, Secretary or Facility Manager and shall be sent to each Director by mail, telephone or electronic mail to the address, telephone number or email address shown in the records of the Corporation. Such notice shall be deemed to be delivered: if mailed, it is deposited in the United States mail; if by telephone, a message is left either with a person at the given telephone number or left in the voicemail box at the given telephone number; if by email, when sent provided an automated response from the electronic mail system does not indicate non-delivery within 24 hours of sending. Notice shall include, at a minimum, the Agenda for the meeting.

### **Section 5. Posting Notice of Meetings.**

Notice of all meetings shall be distributed to the Town Office of each Participating Municipality and local newspapers on the same schedule required for notice to the Board. Notice may be distributed by U.S. Postal Service or e-mail. Notice shall include, at a minimum, the Agenda for the meeting.

### **Section 6. Voting.**

- (1) **Weighted Votes.** Each Director shall be entitled to the number of votes which shall be determined as follows: the percent that the total population, based upon the most recent U.S. Decennial Census of their municipality bears to the total population of all Participating Municipalities plus the percent that the total of the most recent State valuation of their municipalities bears on the total valuation of all Participating Municipalities. The population percentage and the valuation percentage will then be added together and divided by four (4) to determine the number of votes that each Director shall have. The use of the words "vote" or "voting" elsewhere in these By-Laws, except as specifically noted, shall refer to the weighted vote allocated to a Director (as adjusted as in the case of "cumulative voting" as explained in subparagraph (2)).
- (2) **Cumulative Voting.** In the event only one Director from a Participating Municipality is present at a meeting, that Director may cast all votes allocated to the municipality.
- (3) **Quorum.** A quorum for any meeting shall consist of a majority of the Directors, with each Participating Municipality represented. However, if a Participating Municipality cannot be present at the meeting, that municipality can waive this quorum provision and authorize the Board to proceed with no representative from that municipality. This provision is not intended to waive the requirement that a majority in number of Directors be present in order to constitute a quorum.

## **ARTICLE VII - Officers, Elections and Vacancies**

### **Section 1. Officers.**

The officers of the Corporation shall consist of a Chair, Vice-Chair, Secretary and a Treasurer. Only persons who are members of the Board shall be eligible to be officers.

### **Section 2. Nominations.**

Nominations shall be made from the floor by any Director present or given to the presiding Chair in writing, in person, telephonically or by e-mail prior to the commencement of the meeting at which an officer is to be elected.

### **Section 3. Elections.**

Elections shall be held at the Annual Meeting of the Board. A majority vote of the Directors present is required for election to any office.

### **Section 4. Vacancies.** Filling of Vacancies.

- (1) **Vacancies.** A vacancy may occur by the following means: death, resignation, or forfeiture. An officer forfeits his or her office if at any time during his or her term he or she lacks the qualifications of his or her office as determined by these By-Laws.
- (2) **Filling of Vacancies.** Should the Chair become vacant, it shall be filled temporarily by the Vice-Chair. If the Chair should become vacant more than one hundred twenty (120) days prior to the Annual Meeting, a Special Meeting shall be called by the Secretary for the purpose of electing a new Chair. Any other vacancy may be filled by the Board without the calling of a Special Meeting.

### **Section 5. Powers and Duties of the Chair.**

The Chair of the Corporation shall preside over meetings of the Board. In the absence of the Chair, the Vice-Chair shall preside. In the absence of the Vice-Chair, the Secretary or Treasurer may preside.

The Chair is responsible for calling Special Meetings of the Board when such meetings are required. The Chair may direct the Secretary or Facility Manager to notify the members of The Board of such meetings consistent with the notice requirements in Article VI.

The Chair may participate in any committee of the Board as a non-voting member with the exception of the Executive Committee in which case the Chair shall be a voting member.

### **Section 6. Powers and Duties of the Vice-Chair.**

The Vice-Chair shall preside in the absence of the Chair and shall assume all powers and duties of the Chair in that case. Outside of meetings, the Vice-Chair shall assume the powers and duties of the Chair when the Chair is unable or unwilling to execute those duties. Should the



office of Chair become vacant, the Vice-Chair shall assume the duties of the Chair until the Annual Meeting or a Special Meeting is called for the purpose of electing a new Chair.

**Section 7. Powers and Duties of the Secretary.**

The Secretary or designee shall record all the votes and proceedings of the Board meetings. The Secretary shall perform such further duties as the Board may from time-to-time direct.

**Section 8. Powers and Duties of the Treasurer.**

The Treasurer or authorized designee shall approve all warrants granting the authority for the Facility Manager or proper designee to sign checks, notes, drafts and orders for money before such are issued. The Treasurer shall chair the Finance Committee.

**ARTICLE VIII - Finances**

**Section 1. Disbursements of Funds.**

Funds which accrue to the Corporation for its use in furthering the aims and purposes of the Corporation shall be controlled, disbursed, and accounted for in a manner prescribed by the Board for general purposes.

**Section 2. Fiscal Year.**

The Corporation's fiscal year shall be from July 1st through June 30th.

**Section 3. Budget.**

So as to meet the budgeting requirements of the Participating Municipalities, the Board shall adopt a budget for the Fiscal Year no later than December 31st of the year preceding the start of the Fiscal Year.

**Section 4. Financial Records and Books.**

The finances of the Corporation shall be audited on an annual basis in accordance with Generally Accepted Accounting Practices (GAAP) and in keeping with the auditing procedures established by the State Auditor for Municipalities. Such audit shall be performed by a Certified Public Accountant (CPA) selected by the Board.

**Section 5. Indebtedness.**

The Corporation shall have the power to incur indebtedness, in a principal amount, not to exceed Nine Hundred Fifty Thousand dollars (\$950,000).

**ARTICLE IX- Indemnification**

To the extent permitted by the laws of the State of Maine as they may now or hereafter exist, the Corporation shall indemnify any officer, director, employee, or agent of the Corporation who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, by reason of the fact that he or she is or was an officer,

director, employee, or agent of the Corporation, against expenses, including attorney's fees, judgments, fine and amounts paid in settlement and reasonably incurred by him or her in connection with such action, suit or proceeding; provided that no indemnification shall be provided with respect to any matter as to which he or she shall have been finally adjudicated in any civil proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation or, in any criminal proceeding, to have had reasonable cause to believe that his or her conduct was unlawful. To the extent permitted by law, the Corporation may purchase and maintain insurance against the liability of its officer, directors, employees, or agent.

### **ARTICLE X- Amendments to By-Laws**

These By-Laws may be amended or altered at any meeting of the Board, provided that a written notice shall be sent to each Director no less than five (5) days before the date of such meeting. Such notice shall state the proposed amendments or contain a draft of the proposed amendments. A two-thirds (2/3) vote of those Directors present at a duly called meeting is necessary for adoption of amendments.

Amended: July 29, 2020

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