

AUBURN WATER DISTRICT

BY-LAWS

Adopted March 25, 1969

Amended May 6, 1969

Amended July 11, 1974

Amended April 11, 1981

Amended October 14, 1981

Amended November 18, 2020

ARTICLE I. MEETINGS

- Section 1. Annual Meeting: The annual meeting of the Board of Trustees shall be held on the first Wednesday following the third Tuesday in March, of each year, at 4:00 PM.
- Section 2. Regular Meetings: Regular meetings of the Board of Trustees shall be held on the Wednesday following the third (3rd) Tuesday of each month at 4:00 PM.
- Section 3. Special Meetings: Special meetings of the Board of Trustees may be held at any time. They shall be called by the Clerk, at the request of the President or at the written request of two Trustees, by written notice given in hand, or by e-mail with acknowledged receipt, to each Trustee not less than forty-eight (48) hours before the time appointed for the meeting. Written notice of a Special meeting of the Board of Trustees may also be given by 1st Class Mail to any Trustee if postmarked no less than three (3) mail days before the day of the Special meeting.
- Section 4. Special Meetings without Notice: A Special meeting of said Board may be held without previous notice at any time, and at a place within the City of Auburn when and where all of the Trustees are present and unanimously consent thereto. No business shall be transacted at any special meeting other than as set forth in the call unless all members of the Board are present at the meeting and a majority consents thereto.
- Section 5. Public Notice: Notice of all regular or special meetings shall be given to the public in compliance with the Freedom of Access Act, 1 M.R.S. § 406, which provides in general that notice shall be given in ample time to allow public attendance and shall be disseminated in a manner reasonably calculated to notify the general public in the County.
- Section 6. Executive Sessions: Executive Sessions may be scheduled by the Chair or called by a vote of three-fifths (3/5ths) of the Board of Trustees at any meeting. All

Executive Sessions shall be held in accordance with 1 M.R.S. § 405(6) for purposes described under 1 M.R.S. § 405(6).

- Section 7. Decision Making to be Public: The Board of Trustees shall not make decisions outside of public proceedings or in an ad hoc fashion but by the Board as a whole at lawful public meetings, during open sessions.
- Section 8. Quorum: At any meeting of the Board of Trustees, four (4) Trustees shall constitute a quorum for the transaction of business.
- Section 9. Voting: Except as may be provided otherwise herein, all matters requiring action by the Board of Trustees shall be determined by the vote of a majority of the members present. The “yeas” and “nays” shall be taken on the passage of any order or resolve when called for by any member of the Board of Trustees and otherwise upon a show of hands. A roll call vote may be taken on any question upon motion and vote of the Board of Trustees. A tie vote on any motion means that there has been no action taken on the motion. Tabled items will be taken up under Old Business at the next regular meeting of the Board of Trustees unless it has voted to postpone the matter to a later date certain.
- Section 10. Agenda Setting: The President of the Board of Trustees shall set each agenda and transmit the same to each Trustee with the call for every meeting. The President shall use his/her discretion in placing and scheduling items on the agenda, provided the President may not unreasonably delay in placing items requested by other Trustees on the agenda. All Trustees may suggest items for future agendas during regular meetings and at other times and if two or more Trustees join in making a written request for any item to be placed on an agenda, and the President shall do so no later than the second meeting after receiving the written request. No item shall be in order for action at any meeting unless such item shall be first placed on the agenda. Except for emergency items and suspension of the rules, pursuant to Section 15 of Article I hereof, no agenda item shall be in order for action unless placed on the agenda prior to 4:00PM on the Monday before any Regular meeting. Agenda items shall not be removed from the agenda after the agenda has been published, but the Board of Trustees may vote to postpone consideration of an item that is on the agenda.
- Section 11. Proceeding in Order: The Board of Trustees shall take up agenda items in the order in which they appear unless a majority of those Trustees present and voting, vote to take an item out of order.
- Section 12. Procedure and Order: A motion to withdraw from the agenda, to postpone indefinitely, to postpone to a date certain, or to postpone until after a certain event, may be made at any time before final action on the matter by the Board of

Trustees. When a question is under debate, the President shall receive no motion except to: (1) Recess the meeting; (2) Lay on the table; (3) To call the question (that is, to end debate); (4) Postpone to a date certain; (5) Refer to a committee or some administrative official; (6) Amend; or (7) Postpone indefinitely, which several motions shall have precedence in the order in which they appear herein. When a vote is passed, it shall be in order for any member who voted in the majority, to move for reconsideration thereof at the same or the next regular meeting, but not afterwards. When a motion for reconsideration is decided, that vote shall not be reconsidered. No motion to reconsider a vote passed at a previous meeting shall be in order for consideration at the next regular meeting unless an item to that effect is contained on the agenda for such next regular meeting. In all cases where the parliamentary proceedings are not determined by the foregoing, the President may refer to the most current edition of, "Robert's Rules of Order" for guidance to decide the course of proceedings but the President and the Board of Trustees will not be bound by said rules and the President shall be the final arbiter of points of order.

- Section 13. Public Comment: In conducting Regular meetings of the Board of Trustees, the President shall allow an opportunity for any member of the public then present, to address the Board of Trustees. A member of the public wishing to address the Board of Trustees should notify the President or Superintendent of the topic he/she wishes to address prior to the call to order and the President shall permit public comment, at the appropriate time and for a reasonable duration. The President shall have the authority to terminate public comment that is exhaustive, duplicative, or unreasonably lengthy.
- Section 14. Minutes: The minutes of Board of Trustee meetings will not be official until they are accepted and approved by the Board of Trustees. All minutes of the Board of Trustees will contain the wording of the motion and any amendments as well as the names of the Trustees casting positive and negative votes when a roll call vote is called for.
- Section 15. Suspension of the Rules: Any provision of these rules not governed by the Charter or other law may be suspended at any meeting of the Board of Trustees by a vote of five (5) or more Trustees. The vote on the suspension of the rules shall be entered in the minutes. The suspension of the rules shall be only for the meeting at which said vote is taken and only for the purpose stated in the motion.

ARTICLE II. ELECTIONS

- Section 1. At each Annual meeting the Board of Trustees shall elect by written ballot those officers designated by the charter and in addition thereto shall so elect an auditor.

- Section 2. If for any reason all of the aforesaid officers should not be elected at the Annual meeting, any such officer not so elected may be elected at any subsequent Regular meeting.
- Section 3. All of said officers elected by the Board of Trustees shall serve until the next Annual meeting or until their successors are elected and qualified, unless otherwise provided in these by-laws or by the charter.
- Section 4. At any Regular or Special meeting of the Board of Trustees other officers, not specified above, and employees may be chosen or employed to serve at the pleasure of the Board of Trustees.

ARTICLE III. VACANCIES

- Section 1. Any vacancy occurring in any office mentioned in the first section of Article II shall be filled for the remainder of the unexpired term by written ballot of the Trustees at any regular meeting of the Board of Trustees.

ARTICLE IV. PRESIDENT

- Section 1. The President, when present, shall preside at all meetings of the Board of Trustees, and in his absence a President *pro tempore* shall be appointed by the Trustees. The President shall be paid such compensation for his or her services as the Board of Trustees shall determine. The President shall decide all questions of order subject to an appeal to the Board of Trustees by motion. When such a motion for appeal has been made, no other business shall be in order until the question of order on appeal is decided by the Board of Trustees.
- Section 2. The President shall sign all notes and bonds issued by the District which shall be countersigned by the Treasurer. In the absence of the President, or in the event of his inability to act, checks shall be signed by the immediate past President of the Board of Trustees.

ARTICLE V. CLERK

- Section 1. The Clerk shall attend all meetings of the Board of Trustees and keep the records of the Board of Trustees and shall act as recording secretary at all meetings.
- Section 2. The Clerk shall type the minutes of all meetings of the Board of Trustees and preserve them in permanent form in a journal of proceedings and electronically in portable document format (pdf) or some other widely accepted, open source electronic format. Copies of the minutes of each meeting shall be submitted by

mail or e-mail to all the Trustees before the date of the following meeting or earlier upon request of the Trustees.

- Section 3. The Clerk shall have custody of the seal and shall have power to affix the seal to all legal instruments authorized to be executed by the Board of Trustees and to certify copies of records of the Board of Trustees as being authenticated copies of the original records in his or her possession.
- Section 4. The Clerk shall have care and custody of all funds of the District and shall deposit the same in the name of the District in such bank or banks as the Board may select.
- Section 5. The Clerk shall keep regular books of account showing receipts and expenditures and shall render to the Board of Trustees an account of his or her transactions and of the financial condition of the District when requested.
- Section 6. The compensation of the Clerk shall be established by the Board of Trustees, provided, however, that one of the Trustees may be elected to serve as Clerk on a temporary basis in which case no compensation shall be paid except reimbursement of any reasonable and necessary expenses.

ARTICLE VI. TREASURER

- Section 1. The Treasurer shall countersign all notes and bonds issued by the District. In the absence of the Treasurer, or in the event of his inability to act, checks shall be counter-signed by the immediate past President of the Board of Trustees.
- Section 2. The Treasurer must be a member of the Board of Trustees and shall be paid such compensation for his services as the Board of Trustees shall determine.

ARTICLE VII. COMMITTEES

- Section 1. Generally: The Board of Trustees may create and abolish such committees as it deems necessary to assist in the performance of its duties, and may appoint the membership necessary. A committee shall be either a standing committee or an ad hoc committee. All committees shall have a clearly written charge and have their budgets, if any, approved by the Board of Trustees. Standing committees are committees identified by a descriptive name that may have an ongoing function. Ad Hoc committees are temporary committees created by the Board of Trustees to perform limited assignments of limited duration, generally for less than 18 months.

Section 2. Charge and Authority: The clearly written charge of all committees shall serve as the grant of authority to the committee to perform all functions necessary and proper for the purpose(s) of the committee, such as gathering documentary information and interviewing relevant personnel.

Section 3. Functioning and Reporting: Every committee shall elect its own Committee Chair who shall be responsible for providing regular reports to the Board of Trustees regarding the affairs and work of the committee. The Committee Chair shall also be responsible for ensuring that the work, meetings, and recommendations of the committee are documented. No committee shall consist of a quorum of the Board of Trustees. These bylaws shall generally apply to the meetings, conduct, and proceedings of every committee.

ARTICLE VIII. CODE OF ETHICS

Section 1. Financial Interest: A Trustee or committee member, or an employee who has a financial interest in a contract with the District or in the sale, purchase or lease of any real property, tangible property, or services to or from the District, shall disclose the interest and abstain from negotiating, voting upon, or otherwise participating in decisions involving such contract, sale, purchase, or lease, unless the contract, lease or sale is awarded through a competitive bidding process. Similarly, a Trustee, committee member, or employee, who has a financial interest in any matter before the Board of Trustees, or any committee of which such person is a member, shall disclose the interest and abstain from voting on or otherwise participating in any matter involving the interest. A record of the disclosure and the abstention shall be recorded by the Clerk. A "financial interest" within the meaning of this section exists if the Trustee, committee member, or employee, or a member of his or her family owns at least a ten percent interest in the business or economic entity or ten percent or more of the stock of the corporation involved in the pending transaction or matter.

Section 2. Appearance of Conflict: A Trustee, committee member, or employee shall avoid the appearance of a conflict of interest, whether there is a legal conflict or not, by disclosure of the facts underlying the potential conflict and, where appropriate, by abstaining from participating or voting on the matter. If, after disclosure, such an individual believes the interest will affect the individual's ability to make a fair and impartial decision faithful to the interests of the District, the individual shall abstain from participating or voting. If there is any doubt as to whether a Trustee, committee member, or employee has a conflict of interest in any matter, the President of the Board of Trustees or committee, as the case may be, shall determine the qualification of the challenged member, subject to the right of appeal to the full Board of Trustees. A decision made on appeal to the Board of Trustees shall be final.

- Section 3. Participation as Member of the Public: A Trustee, committee member, or employee who wishes to be heard on a matter in which they have abstained due to a perceived or actual conflict of interest may join other members of the public and speak as a member of the public during that portion of the meeting when the public is being heard. In no case shall an abstaining Trustee, committee member, or employee participate in discussions or deliberations or otherwise act in an official capacity in the matter on which he or she has abstained.
- Section 4. Communications: E-mails, text messages, and other electronic communications exchanged between three (3) or more Trustees or committee members, regarding District business shall be restricted to scheduling, notifications or information sharing. At no time should three (3) or more Trustees or committee members participate in e-mail, chats, text messages and other electronic communication for substantive discussion, deliberation, consideration, or debate on policy issues within the jurisdiction or authority of the District. Any such substantive discussion, deliberation, consideration, or debate shall only occur at properly noticed meetings posted in accordance with Maine's Freedom of Access Act.
- Section 5. Authority to Act: No member of the Board of Trustees, other than the President, nor any committee member, shall represent to any person or knowingly allow any person to infer that he or she speaks on behalf of the Board of Trustees or the District unless that Trustee has been officially designated to so represent him or herself by vote of the Board of Trustees. Any committee member or Trustee who is so authorized or designated by the Board of Trustees, including the President, shall not exceed the scope of the authority granted to them by the Board of Trustees in any such communications.
- Section 6. No Supervisory Role: Individual Trustees shall not have any managing or supervisory authority over any employees of the District unless granted such authority by vote of the Board of Trustees. All such authority lies solely with the Board of Trustees and those District employees charged with supervisory authority by the Board of Trustees or the employee's job description. Unless otherwise provided by vote of the Board of Trustees, any Trustee requesting information from, or seeking meetings with District employees, shall direct any such request to the Superintendent or to the next highest-level employee down the chain of command in the event of the Superintendent's prolonged absence or incapacity.
- Section 7. Professionalism: All Trustees shall maintain professional relationships with all of their fellow Trustees and with all employees of the District. The District is committed to maintaining an environment free from harassment and

discrimination of any kind and any such conduct on the part of any Trustee or committee member is a violation of the bylaws and this Code of Ethics.

- Section 8. Duties Owed: All Trustees owe a duty of care and a duty of loyalty to the District and its property. District property is not to be used for personal business, private gain, or for the benefit of any political campaign. Any Trustee who violates their duty of care or duty of loyalty, is in violation of the Code Ethics and these bylaws.
- Section 9. Gifts: No Trustee or committee member may accept a gift which could reasonably be construed to have been tendered because of, or in connection with the discharge of his or her duties in the District.
- Section 10. District Property: No Trustee or committee member may utilize District property for any unlawful purpose, including any purpose that violates any established land use bylaws adopted by the Board of Trustees.
- Section 11. Confidentiality: No Trustee may knowingly or recklessly breach the confidentiality requirements associated with any executive session of the Board of Trustees, nor with regard to any confidential documents, information, or trade secrets of the District.
- Section 12. Complaints: Any complaints alleging a violation of these bylaws and this Code of Ethics shall be made in writing to the President of the Board of Trustees who shall contact the accused Trustee in writing and provide notice of the same within seven (7) days of actual receipt of the written complaint. The President shall prioritize the complaint for consideration at the next Regular meeting of the Board of Trustees. When any Trustee shall be determined by vote of at least five (5) Trustees, to be guilty of a breach of these bylaws, including specifically this Code of Ethics, said Trustee may, on motion, be admonished or censured by the Board of Trustees. If any Trustee's conduct is determined by a vote of at least five (5) Trustees to be a repeated breach or an egregious breach of these bylaws, including specifically this Code of Ethics, then the Board of Trustees may make a written referral of the matter to the City Council and City Manager of the City of Auburn for removal of the Trustee pursuant to 30-A M.R.S. § 2601 and the City of Auburn's "Policy for Removal of Officials Appointed to Boards, Commissioners, and Committees." Any such Trustee is afforded all rights and privileges granted to him or her pursuant to said policy and statute. Any deliberations by the Board of Trustees regarding alleged violations of these bylaws and Code Ethics shall occur in executive session pursuant to 1 M.R.S. § 405(6)(A), unless the Trustee accused shall waive the right to proceed in executive session, provided however that any final votes as the existence of a breach and whether to censure, admonish, or refer the Trustee for removal, shall occur in public session without further debate thereon and the motion as to whether there was a breach by the accused

Trustee shall briefly summarize or characterize the offending conduct of the Trustee.

ARTICLE IX. AMENDMENTS AND REVIEW

Section 1. These bylaws and Code of Ethics contained herein may be amended at any Regular or Special meeting, by an affirmative vote of five (5) Trustees, provided that written notice of the proposed amendment was provided to the public and on the agenda in accordance with these bylaws.

Section 2. These bylaws, including the Code of Ethics, shall be reviewed by the Board of Trustees no less than once every five (5) years, to ensure that they adequately and effectively support and facilitate the transaction of the business and affairs of the District.

ARTICLE X. ACKNOWLEDGEMENT

Section 1. Acknowledgement Required: Upon being sworn in as a Trustee, all Trustees shall acknowledge that they have carefully read these bylaws together with the Code of Ethics incorporated herein, and that they understand them and agree to abide and be bound by all provisions hereof so long as he or she is serving as a Trustee. All such acknowledgements shall be maintained by the District for a period of six (6) years following the tenure of the Trustee. Committee members who are not Trustees shall also receive a copy of these bylaws together with the Code of Ethics incorporated herein, and sign an acknowledgement that they understand and agree to be bound by the terms hereof.

Meeting May 6, 1969

Article V, section 2 is amended by adding thereto the following: “in the absence of the President, or in the event of his inability to act, checks shall be signed by the immediate past President of the District.”

Article VII, section 1 is amended by adding thereto the following: “In the absence of the Treasurer, or in the event of his inability to act, checks shall be counter-signed by the immediate past President of the District.”

Meeting June 11, 1974

Voted: To adopt the following change in the By-laws:

Article I –

Section 1: change meeting time to read “at 4:00 o’clock in the afternoon”.

Section 2: change meeting time to read “at 4:00 o’clock in the afternoon”.

Meeting June 11, 1974

Voted: To adopt the following change in the By-laws:

Article I –

Section 1: change meeting time to read “at 4:00 o’clock in the afternoon”.

Section 2: change meeting time to read “at 4:00 o’clock in the afternoon”.

Meeting April 11, 1981

Voted: --

Article I –

Section 2: Regular meetings of the Trustees shall be held on the First Tuesday following the fifth of the month at such times as may be determined by the Board.

Meeting October 14, 1981

Voted: -- “to add to the officers, a Vice President, and an Assistant Treasurer; to act in the absence of the President and the Treasurer.”

Meeting November 18, 2020

Voted (unanimously): To adopt substantial revisions of the Bylaws, adding Code of Ethics, and numerous additional sections.