

GREATER PORTLAND TRANSIT DISTRICT BY-LAWS

Article I. Name

Section 1. The name of the District shall be GREATER PORTLAND TRANSIT DISTRICT.

Article II. Purpose

Section 1. To furnish motor vehicle mass transportation for public purposes in the interest of public health, safety, comfort, and convenience on the inhabitants of the municipality or municipalities comprising the District, in accordance with the provisions of 30-A, Chapter 163 of the Maine Revised Statutes, as the same now exists or may hereafter be amended.

Section 2. To take, purchase, hold, maintain, operate, lease, rent, mortgage and convey any and all real and personal property, or to lease or sublease the same, or to enter into contracts with private companies, for the purpose of providing mass transportation services and for such purpose to contract with the Federal, State and municipal governments for donations, loans, grants, gifts, or other assistance and in such contracts to agree to be bound by all applicable provisions of Federal, State and municipal statutes and regulations as the case may be.

Section 3. To do any and all other things, which may be necessary or useful in order to accomplish the foregoing purposes.

Article III. Membership

Section 1. The membership of the District shall be comprised of the following municipalities: Brunswick, Falmouth, Freeport, Gorham, Portland, South Portland, Westbrook and Yarmouth (“member municipalities”).

Section 2. The Board of Directors of the District shall consist of 5 directors appointed from the City of Portland, 3 directors appointed from the City of Westbrook, 2 directors appointed from the Town of Falmouth, 1 director appointed from the Town of Brunswick, 1 director appointed from the Town of Freeport, 1 director appointed from the Town of Yarmouth, 2 directors appointed from the Town of Gorham and 4 directors appointed from the City of South Portland. The member municipalities may, by ordinance, provide that their appointees serve at the will of the appointing power or for terms that are shorter than those established in Article IV, Section 1.

Section 3. After the formation of the District, the Board of Directors shall have the right to accept or to refuse the application of any other municipality located wholly or partially within, or contiguous to, the Portland Area Comprehensive Transportation System as may apply for membership in the District.

Section 4. A member municipality may withdraw from the District at the end of the District’s fiscal year provided that it has given the Board of Directors at least one year’s written notice of its intention to do so. Such municipality shall be permitted to withdraw only if it pays its proportionate share of the current indebtedness of the District before withdrawal and agrees by appropriate written documentation to pay its proportionate share of any long-term indebtedness of the District as that indebtedness becomes due and payable. During the period of notice, the withdrawing municipality does not become liable for any capital expenditure or borrowings which may be made by the District. The proportionate share of the withdrawing municipality in any current and long-term indebtedness of the District shall be in accordance with the formula then in effect for payment of the current and long-term indebtedness.

Article IV. Board of Directors

Section 1. Subject to the provisions to Article III, Section 2, the members of the Board of Directors shall serve for three years and until their successors have been appointed, with vacancies being filled by the appointing authority for the unexpired portion of the respective terms.

Section 2. A majority of the directors so appointed shall constitute a quorum for the transaction of business, and action taken by 2/3 of those directors physically present at any meeting at which a quorum is in attendance shall be deemed to be the action of the full board of directors.

Section 3. Each year the Board of Directors of the District, by a 2/3 vote of its entire membership physically present at a meeting of the Board, shall establish a formula for contributions to be made by each participating municipality in order to defray any projected deficit.

Section 4. The Board of Directors shall have full power and authority to manage and control the affairs and business of the District including, without limitation, all powers granted to Boards of Directors of Transit Districts by Title 30-A, Chapter 163 of the Maine Revised Statutes, as the same now exists or may hereafter be amended, and may adopt such rules and regulations for the conduct of their meetings and management of the affairs of the District as they may deem proper.

Section 5. The directors shall cast weighted votes, which shall be apportioned as follows: Each of Portland's directors shall be apportioned a voting weight of 2.0; all other directors shall be apportioned a voting weight of 1.0. This apportionment of votes shall apply to any votes cast by directors while serving on the Board of Directors or while serving on any of the Board's duly appointed committees.

Article V. Officers

Section 1. The officers of the District shall be a President, a Vice President, a Treasurer, and a Secretary/Clerk who shall be elected by a majority vote of the Board of Directors from their own membership and who shall serve for two years. The duties of the President, Vice President, Treasurer, and Secretary/Clerk shall be such as are usually imposed upon such officials and as are required by law and such as may be assigned to them respectively by the Board of Directors from time to time.

Section 2. The Board of Directors shall appoint and fix the salary of an Executive Director who shall be the chief executive officer of the District. The duties shall be such as are usually imposed upon such an official and as are required by law and such as may be assigned by the Board of Directors from time to time. The Executive Director shall appoint such other employees as are required for District purposes, including without limitation a Financial Officer, and shall recommend annual salary adjustments of such employees to the Board. No District employee shall be a Director of the District.

Section 3. The Board of Directors may by resolution indicate which appointments by the Executive Director and salaries established by the Executive Director shall require confirmation of the Board of Directors.

Section 4. The President, Treasurer, Executive Director, and Financial Officer shall give bond in such sum as the Board may designate. The premium of said bond(s) will be paid by the District.

Article VI. Committees

Section 1. The Board of Directors shall designate an Executive Committee, which shall consist of the officers of the District and the immediate past President of the District. In the event the immediate past President is no longer a director, the Board of Directors shall appoint one additional director to serve on the Executive Committee. The Executive Committee shall be presided over by the President. The Executive Committee may, when the Board of Directors is not in session, exercise all the powers of the Board of Directors except those set forth in this Article VI, Section 3, and, to the extent it deems necessary or appropriate, the Board of Directors shall confirm and ratify any lawful actions of the Executive Committee.

Section 2. The Board of Directors may designate such other committees for such purposes as the Board of Directors deems expedient. Such committees shall be composed of any number of directors that the Board of Directors shall designate, shall serve for such term as the Board of Directors determines, and may exercise only such powers as the Board of Directors expressly delegates to them. Any such committee may be created or dissolved by the Board of Directors at any time.

Vacancies in the membership of such committees may be filled by the Executive Committee.

Section 3. No committee shall have or exercise the authority of the Board of Directors to: (i) elect or remove a director or officer; (ii) accept or refuse a municipal application of membership or withdrawal; (iii) fix the salary of the Executive Director; (iv) take, purchase, hold, maintain, operate, lease, rent, mortgage, or convey any real or personal property, or lease or sublease the same; (v) authorize the voluntary dissolution of the District; (vi) approve the District's annual capital and operating budgets; (vii) exercise the District's power of eminent domain; (ix) issue bonds, notes (including temporary notes), or other securities in the name of the District; (x) enter into written contracts with duly authorized labor organizations representing any of the District's employees; (xi) fix any rates of fare; (xii) authorize any transit service reductions; or (xiii) amend or repeal these By-laws. The delegation of a committee and the delegation to it of authority shall not relieve the Board of Directors, or any director, of any responsibility imposed by law.

Section 4. A majority of committee members then in office shall constitute a quorum for the transaction of business by a committee.

Section 5. Each committee may adopt rules for its meetings not inconsistent with these By-laws, rules or policies adopted by the Board of Directors, or laws applicable to the District.

Article VII. Meetings

Section 1. Regular Board meetings shall be held as determined by the Board of Directors. There shall be at least four scheduled meetings of the Board of Directors per year. A Board Meeting may be canceled by the President. Special meetings of the Board of Directors may be called by the President at any time and shall be called by the President upon written request directed to the President and signed by at least one-third of the members of the Board of Directors.

Section 2. Notice of meetings of the Board of Directors, the Executive Committee, and any other committee designated by the Board of Directors shall be sent by the Secretary/Clerk or designate to each director or committee member, as applicable, not less than four days before the date thereof. Notice of the holding of any meeting may be waived by a written statement signed by all of the directors or committee members, as applicable.

Article VIII. Seal

Section 1. The District shall have a seal of such design as the Board of Directors may adopt. Such seal shall be in the custody of legal counsel and the Financial Officer.

Article IX. Amendments

Section 1. These By-laws may be amended or altered by the Board of Directors at any meeting, regular or special, provided that notice of the proposed change shall have been sent by the Secretary/Clerk or designate to each director not less than four days before the date of such meeting.