

# AMENDED AND RESTATED BYLAWS MIDCOAST COUNCIL OF GOVERNMENTS

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## **ARTICLE I: LEGAL BASIS FOR COUNCIL OF GOVERNMENTS AND REGIONAL PLANNING COMMISSIONS**

Title 13, MSR Section 901, Title 30-A, Section 2301 et seq. and Section 2311, et. seq., Maine Revised Statutes Annotated.

## **ARTICLE II: NAME**

The name of this Non-Profit Corporation shall be the MIDCOAST COUNCIL OF GOVERNMENTS (known as MCOG).

## **ARTICLE III: AREA SERVED**

The area served by MCOG shall be that geographic area within the Midcoast Economic Development District (MCEDD) and includes the entirety of Sagadahoc, Lincoln, and Knox counties, and select communities in Cumberland County (Harpwell and Brunswick) and areas of Waldo County.

## **ARTICLE IV: PURPOSE**

MCOG is a non-profit organization with a mission to strengthen regional economic resilience for all municipalities and counties within the area served as defined in Article III, through impact financing, technical assistance and collaborative regional planning and is organized and shall at all times be operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) (the “Code”).

Within these restrictions, MCOG is organized for the following specific purposes:

- Developing and implementing a regional comprehensive economic development strategy (CEDS);
- Identifying, developing, and implementing regional strategies for other pressing issues and opportunities;
- Prepare and maintain a comprehensive regional plan;
- Coordinate with state and federal planning developmental programs;
- Mobilizing resources in the region, including member municipalities and counties, business and economic development organizations, environmental and conservation nonprofits, schools and research laboratories, and others, to implement regional strategies;
- Providing technical assistance to municipalities and counties to effectively design and implement planning and development policies;

- Advocating at the state level for policies and funding that support regional and local planning and development strategies;
- Exercising other such powers as member municipalities, the state, and counties may delegate; and
- To conduct any other activities that may be necessary, useful, or desirable for the furtherance or accomplishment of the foregoing purposes, provided that those activities would not endanger the MCOG's not-for-profit or tax-exempt status.

## **ARTICLE V: MEMBERSHIP AND REPRESENTATION**

### **Section 1. Eligibility for membership.**

Membership to MCOG is open to any municipality and County in the jurisdictional area established by the US Department of Commerce, Economic Development Administration as the Midcoast Economic Development District as defined in Article III, as well as parts of Waldo County as designated by the State.

Municipal officers are those select board members, councilors and mayors as defined in Title 30-A, M.R.S. Section 2323.

### **Section 2. Dues Assessment.**

Member municipalities will be assessed annual dues. Dues will be proposed annually by the Executive Committee and approved by the General Assembly. The amount to be paid by each member shall be adopted in sufficient time to allow an appropriation to be made. Membership fee, or dues, so adopted shall be for the ensuing MCOG fiscal year. Counties may choose to pay dues for the membership of each of their member municipalities; in so doing, each municipality and the county shall be members of MCOG.

The failure of a member to appropriate and pay the amount duly adopted, terminates its membership.

### **Section 3. Membership Application/Withdrawal.**

Application for membership or withdrawal from MCOG shall be made by formal resolution adopted by the governing body requesting consideration. The Executive Committee may vote to suspend any member for failure to pay its annual dues assessment/membership criteria of the MCOG.

### **Section 4. Representatives**

The municipal officers of each member, as defined in Section 1 above, shall appoint two Representatives to the General Assembly, plus one Representative for every 10,000 population or fraction thereof exceeding one-half of that number over 10,000 population, determined by the latest decennial census.

At least one representative for each municipality regardless of size must be a municipal officer or a designee elected by a majority vote of the municipal officers. This designee serves at the will of the municipal officers. All other representatives shall serve for terms of two years and may be removed by the municipal officers for cause after notice and hearing. A permanent vacancy shall be filled for the unexpired term in the same manner as a regular appointment.

Each member county within the MCOG area shall have two Representatives to the General Assembly to be appointed by the county commissioners.

## **Section 5. Reimbursement**

Representatives shall not be remunerated for their services but may be reimbursed upon approval of the Officers of the MCOG for expenses incurred in the transaction of MCOG activities or business.

## **ARTICLE VI: GENERAL ASSEMBLY**

### **Section 1. Purpose**

The General Assembly is the primary policy making body of the Council. It is comprised of the Official Representatives of members municipalities and counties.

### **Section 2. Duties and Functions**

The duties and functions of the General Assembly include:

- a. Election of officers and representatives to the Board of Directors.
- b. Adoption of the annual MCOG budget and the dues assessment for all full members.
- c. Adoption and amendment of MCOG Bylaws.
- d. Establishment of policy guidelines for the Board of Directors and policy changes necessary to accommodate changes in the MCOG region.

### **Section 3. Meetings of the General Assembly.**

- a. **Regular Meetings.** The General Assembly shall meet at least twice per year at a time and place determined by the President. The annual budget shall be adopted no later than June 30 of each year.
- b. **Special Meetings.** Special meetings may be called by the President, by a majority vote of the Board of Directors, or by request of 25 percent of the official representatives.
- c. **Notice of Meetings.** A minimum of seven (7) days' notice in writing or by electronic means is required for all meetings of the General Assembly.

d. **Voting.** Each official representative shall be entitled to one (1) vote. A simple majority of the official representatives to the General Assembly, in attendance and eligible to vote, shall constitute a valid vote.

e. **Quorum.** At least twenty-five percent (25%) of the official representatives shall be present to constitute a quorum for the transaction of business at meetings of the General Assembly.

## **ARTICLE VII.: BOARD OF DIRECTORS**

### **Section 1. Board of Directors**

The Board of Directors of MCOG shall include a minimum of nine (9) directors and a maximum of twelve (17) directors in addition to the four officers representing the diversity of the region (a minimum of thirteen (13) and a maximum of sixteen (16) voting Directors in total including officers), including inland and coastal communities, large and small, east and west, counties and municipalities. The Directors are appointed by the General Assembly and must be members of the General Assembly. Directors serve for a term of one year or until their successors are elected. Elections may be by a show of hands or written ballot. A majority vote of those members of the General Assembly present and voting is needed to elect.

### **Section 2. Duties and Functions**

The Board of Directors is the policy implementing body of MCOG. Its duties and functions include:

- a. To act on behalf of the General Assembly in conducting the business of the corporation.
- b. To appoint, fix the salary of, and remove for cause the Executive Director.
- c. To propose an annual work plan and budget to the General Assembly.
- d. To consider and recommend action on regional policies, a strategic plan, and other studies or plans.
- e. To set annual membership criteria.
- f. To set fees for services rendered to member and non-member municipalities.
- g. To oversee the receiving, holding, and disbursing of funds of MCOG.
- h. To provide for an annual audit.
- i. To exercise such municipal powers as may be delegated to MCOG by any of its members.
- j. To create committees from time to time as it deems appropriate.

- k. To establish annual dues structure.

### **Section 3. Officers**

- a. The officers of the MCOG consist of a President, Vice-President, Treasurer and Secretary. Each officer shall serve as a voting member of the Board of Directors. These officers serve as the officers for both the General Assembly and of the Board of Directors.
- b. Officers are elected by the General Assembly and serve for a term of one year or until their successors are elected. Elections may be by a show of hands or written ballot. A majority vote of those members of the General Assembly present and voting is needed to elect.
- c. The President of the MCOG presides over the meetings of the General Assembly and the Board of Directors. In the absence of the President, the Vice-President presides. In the absence of the Vice-President, the next highest-ranking officer presides; the Treasurer, then the Secretary.
- d. The Treasurer is responsible for care and custody of all the funds and securities of the MCOG to ensure that they are deposited in the name of the MCOG in the bank or banks as the Board of Directors may direct. The Treasurer must provide a report of the finances at each Board of Directors meeting and at the annual meeting of the General Assembly. The Treasurer is responsible for the disbursement of funds as is required to pay for the operations of the MCOG. The Treasurer may direct the Executive Director to undertake the disbursements. The Executive Director must consult with the Treasurer in preparation of the proposed work plan and budget.
- e. The Secretary is responsible for keeping the minutes of the Board of Directors and General Assembly meetings. The Board of Directors may delegate this duty to the Executive Director.
- f. The Board of Directors may fill any vacancy in any office until the next Annual Meeting.

### **Section 4. Meetings of the Board of Directors**

- a. **Regular Meetings.** The Board of Directors shall meet a minimum of eight (8) times per year or at the call of the President, at the direction of the General Assembly, or upon request of one-third of the members of the Board.
- b. **Notice of Meetings.** A minimum of seven (7) days' notice in writing or by electronic means is required for all meetings of the Board of Directors.
- d. **Voting.** Each official representative shall be entitled to one (1) vote. A simple majority of the official representatives to the Board of Directors in attendance and eligible to vote, shall constitute a valid vote.

- e. **Quorum.** A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business by the Board of Directors.

In the absence of a quorum and if the members present find that an emergency exists, they may vote on an item they determine necessary to address the emergency. The Executive Director immediately shall poll the absent members and record their votes on that item. If a majority of the members of the Board of Directors vote in the affirmative, either directly or by way of the poll, that item is adopted. The Executive Director shall record the vote and include a record in the minutes of the meeting as appropriate.

- f. **Meeting Attendance.** Meeting attendance is important for the management of the organization. All Directors are expected to attend all Board meetings. If a director cannot attend a meeting it is his or her responsibility to notify the President or the Executive Director of their absence before the meeting date. If a director has two un-notified absences in a row or three notified absences in a row or the director misses one-half of the board meetings in a twelve-month period then an attendance problem is recognized and referred to the Board President for review and potential action, which may include termination from the Board.

## **ARTICLE VIII: STAFF**

**Section 1. Executive Director** The Executive Director is in charge of the office and the hiring, supervision and all other personnel function with the organization's staff and contractual staff; directs the activities outlined in the annual work plan and budget; is in charge of general correspondence; receives all funds of the MCOG; prepares the annual work plan and budget, including estimates of revenues and expenditures for the fiscal year; keeps accounts which are open for inspection by the Board of Directors and General Assembly; and performs such other duties as the Board of Directors may assign. The Executive Director is authorized to bind the corporation as directed by the Board of Directors in adopted annual work plans, budgets or specific resolutions.

### **Section 2. Other Staff**

- a. Other staff may consist of personnel, either employed or on a contractual basis, in positions established by the Board of Directors.
- b. No employee of the MCOG may be a member of the General Assembly.

### **Section 3. Personnel Management**

- a. The Executive Director shall be responsible for the hiring, supervision and all other personnel functions with regards to the organizations' staff and contractors.
- b. The Officers shall be responsible for hiring, supervision and all other personnel functions with regards to the Executive Director.

- c. When the Executive Director position becomes vacant, the Officers shall proceed in the following manner:
  1. The Officers shall appoint an ad hoc committee, consisting of the President of the Board of Directors (who shall also serve as the chair of the hiring committee), one member of the staff, two representatives of member local governments, and one expert in regional planning and economic development from outside the organization.
  2. The hiring committee will update the Executive Director job description, create a job advertisement, create a question protocol for interviews, and advertise the position. Responses will be received by the hiring committee chair through an address separate from that of the organization.
  3. The hiring committee will conduct interviews and select one to three finalists to visit the area. The finalists will be interviewed by the hiring committee, the Officers and any others that the hiring committee feels would be useful.
  4. The hiring committee will present its final recommendation to the Board of Directors. The Board will make the decision about who will be offered the position. The President of the Board of Directors will be authorized to conduct negotiations with the selected candidate about salary, benefits and working conditions.

## **ARTICLE IX: FINANCES**

### **Section 1. Funds**

Funds which accrue to the MCOG for its use in furthering its aims and purposes are controlled, disbursed, and accounted for in a manner prescribed by these Bylaws and the Board of Directors, the General Assembly, and 30-A MRSA Section 2316 and 2325 and as may be subsequently amended.

### **Section 2. Fiscal Year**

The fiscal year of the MCOG is July 1 to June 30.

### **Section 3. Bonds**

The Treasurer and the Executive Director may be bonded for the faithful performance of their duties in the sum and with such sureties as the Board of Directors may require and approve. The cost of the bonds shall be paid for by the MCOG.

### **Section 4. Prohibition against Inurement and Private Gain**

No individual representative, including officers shall receive any pay, compensation, or benefit from MCOG directly or indirectly. Similarly, no Director, officer, committee member, or employee of, or any person connected with, MCOG, or any other private individual, shall receive

at any time any of the net earnings or pecuniary profit from the operations of MCOG, provided that this shall not prevent the payment to any such person of such reasonable compensation and reimbursement of expenses as shall be fixed by the Board of Directors for services rendered to or for MCOG in effecting any of its purposes; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of MCOG. Any director, officer, employee, committee member, or agent of MCOG may be interested directly or indirectly in any contract relating to the operation of MCOG, and may freely make contracts, enter transactions or otherwise act on behalf of the MCOG notwithstanding that such person may also be acting for himself or herself or for a third party in so doing; provided, however, that any such contract or transaction shall be at arm's length and be in compliance with the requirements of this Article. This by-law does not however, prohibit reimbursement to representatives for incidental expenses authorized by the Board of Directors and necessarily incurred in the business of the corporation.

## **ARTICLE X: COMMITTEES**

### **Section 1. Executive Committee:**

- a. The Executive Committee shall consist of the officers of MCOG listed in Article VII Section 3 of these Bylaws.
- b. The Board of Directors may delegate to such Executive Committee all the authority of the Board of Directors, except that the Executive Committee shall have no authority to remove such committee, elect officers, amend the Articles of Incorporation, adopt a plan of merger of consolidation, amend these Bylaws, enter into any transaction or activity which it knows to be contrary to the express wishes of the Board of Directors. All actions of the Executive Committee shall be reported to the Board of Directors.

### **Section 2. Nominating Committee:**

- a. The Nominating Committee consisting of up to five members of the General Assembly must be appointed by the Executive Committee at its regular meeting in March.
- b. The Nominating Committee must present a slate of Officers and Board of Directors members to be voted on at the annual meeting of the General Assembly. They may recommend more than one person for any office and they must take into consideration geographic distribution of nominees. Consent to serve must be obtained from all nominees before nominations are made. Additional nominations may be made from the floor by members of the General Assembly at the annual meeting.

### **Section 3. Loan Committee**

- a. The Loan Committee provides an independent forum for action upon loan applications. The Committee also monitors the current loan portfolio within guidelines, parameters and procedures that have been adopted by the Board of Directors.



- b. The Loan Committee members shall be appointed by the Board of Directors.
- c. The Loan Committee shall consist of at least nine members, who shall broadly represent the following areas of expertise: business development, real estate, banking, financial management, law, municipal government, and local business.
- d. The Loan Committee shall act by providing recommendations to the Board of Directors for action unless specifically authorized to act by Board of Directors resolution. A Chair and Vice-Chair and other members of the committee shall be nominated by the committee.

**Section 4. Midcoast Economic Development District (“MCEDD”) Committee**

- a. The MCEDD Committee provides independent support and oversight of the development and recommendation (to the MCOG Board of directors) for the Annual and Five Year Comprehensive Economic Development Strategy (CEDS) program, in conformance with the standards outlined by the Economic Development Administration (EDA).
- b. The MCEDD members shall be appointed by the Board of Directors in accordance to the rules and guidelines for membership provided in this Section 4 of Article X.
- c. Membership. The MCEDD Committee shall consist of, at a minimum of 15 members. Membership may include:
  - a. Members from the MCOG Loan committee
  - b. Members from the MCOG Board of directors
  - c. Members drawn from the regional community, including:
    - i. Primary employers
    - ii. Chambers of commerce
    - iii. Private individuals representing the business community
    - iv. Non-profits involved in economic development activities
    - v. Training and education institutions critical to furthering regional economic opportunity
    - vi. The Cumberland County Workforce Development Board
- d. Development of the CEDS. The MCEDD Committee shall have the responsibility developing the 5-year CEDS Planning Document consistent with EDA regulations. The committee shall also be responsible for annual updates, or other modifications as made necessary by changing circumstances.
  - i. The Five-year and Annual CEDs program shall be presented to the MCOG Board of Directors for approval and dissemination.

**Section 5. Other Committees**

The Executive Committee may create other committees to study and make recommendations on issues affecting the region with respect to such matters as land use, capital improvements,

natural resources, intergovernmental relations, solid waste and recycling management coordination of public services, and internal organization.

## ARTICLE XI AMENDMENTS

These Bylaws and the Articles of Incorporation may be amended by a two-thirds vote of the members present and voting at the annual or special meeting of the General Assembly, provided the proposed amendment is sent with the written notice of the meeting to each member.

## ARTICLE XII MISCELLANEOUS

**Section 1. Annual Reports:** The President, Executive Director, Treasurer and Secretary must prepare annual reports which are included in the Annual Report of the MCOG and are presented at the annual meeting of the General Assembly.

**Section 2. Regional Cooperation:** MCOG may join with other regional councils, State Regional Planning and Development Districts and Federal Economic Development Districts, or other like organizations to promote regional interests within the State of Maine, New England and the Nation. The President of MCOG may appoint representatives to such organizations.

### Section 3. Termination

- a. In the event the General Assembly or Board of Directors determines by vote that it is necessary to dissolve the MCOG, the Board of Directors may adopt a resolution to such effect which must be submitted to the legislative bodies of the member municipalities and the Board of County Commissioners of member counties.
- b. Termination of the MCOG requires the affirmative vote on a resolution to terminate and dissolve the MCOG by two-thirds of the member municipalities.
- c. If terminated and dissolved none of the corporation's assets shall inure to the benefit of any private individual, including officers and representatives. Upon settling the debts, liabilities and obligations of the corporation, the remaining assets must be divided proportionately among the member municipalities on the basis of their state valuation and among one or more organizations organized and operated exclusively for such purposes as shall then qualify as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, that have legal right to corporate assets.

### Section 4. Saving Clause

If any portion of these bylaws is found to be contrary to law, it does not invalidate other portions.

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