

B Y – L A W S

LEWISTON-AUBURN
WATER POLLUTION CONTROL AUTHORITY

ARTICLE I

Meetings

- (A) The annual meeting of the Board of Directors shall be held in December of each year on a date agreed to by the Board and when proper notice is given pursuant to Article II.
- (B) Regular meetings of the Board of Directors shall be held monthly on a date and time agreed to by the Board and when proper notice has been given pursuant to Article II. The Board, by majority vote, may choose not to meet on a given month.
- (C) Special meetings of the Board of Directors may be held at any time upon twenty-four (24) hour notice.
- (D) All meetings of the Board of Directors shall be held at the Authority's office, 535 Lincoln Street, Lewiston, Maine, or at such other location agreed to by the Board and when proper notice is given as described in Article II.

ARTICLE II

Notice of Meetings

- (A) Notice of regular and annual meetings shall be provided to all Directors via electronic mail or regular mail at least forty-hours in advance of the meeting. Public notice for regular meetings shall also be provided at least forty-eight (48) hours in advance of the meeting. Public notice shall be posted at the Authority's offices and on the Authority's website.
- (B) Twenty-four (24) hour notice shall be given for all special meetings. No business shall be transacted at a special meeting unless the nature thereof is stated in the call therefore, or unless all of the members are present at the meeting and consent thereto. Special meetings shall be held at the call of the Chairperson of the Board or upon the request of any two members thereof.

ARTICLE III

Amended 8/12/22

Quorum

- (A) A majority of the Board shall constitute a quorum for the transaction of business.
- (B) A majority vote of those present, provided they constitute a quorum, shall be sufficient for the passage of any matter properly before the Board.
- (C) The Board, at any annual or regular meeting duly called and held, may ratify and confirm any previous action taken, the validity of which is questioned, and which could have been acted upon if the meeting at which the action was taken had been validly held, and may also ratify and confirm after the act the action of a single officer or the General Manager if approval thereof should have been previously obtained.

ARTICLE IV

Officers

- (A) At each annual meeting, the Board of Directors shall elect those officers designated and required by the Charter of the Authority, as amended, which are a Chairperson, Treasurer, and Clerk.
- (B) 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.
- (C) All of said officers so elected shall serve until the next annual meeting or until their successors are elected and qualified, unless otherwise provided herein or by the Charter.
- (D) Other officers required to be elected by the Board may be elected at any regular, or special meeting called for that purpose.
- (E) Vacancies in any office filled by the Board shall be filled for the balance of the unexpired term by majority vote at any regular or special meeting called for that purpose.

ARTICLE V

Chairperson

- (A) The Chairperson shall preside at all meetings of the Board at which they are present. In their absence a temporary presiding officer may be chosen.
- (B) The Chairperson shall countersign with the Treasurer such instruments as are required by the Charter and by vote of the Board.

ARTICLE VI

Treasurer

- (A) The Treasurer shall have the care and custody of all funds of the Authority and shall deposit the same in the name of the Authority in such depositories as the Board Shall designate.
- (B) The Treasurer shall keep and maintain under their direction books of account showing receipts, expenditures, disbursements, assets and liabilities and render to the Board an account of Authority transactions and of the financial condition of the Authority when requested but at least annually.
- (C) The Treasurer shall sign all instruments which are evidence of indebtedness of the Authority as is required by the Charter.

ARTICLE VII

Clerk

- (A) The Clerk shall, if possible, attend all meetings of the Board, record all action taken at its meetings, and have custody of the records. In the Clerk's absence the duties of the position may be delegated by the Chairperson to some other person not necessarily a member of the Board to act in the Clerk's place on a temporary basis.
- (B) the Clerk or their substitute shall keep the records of all meetings of the Board in legible and permanent form in a journal of proceedings.
- (C) 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, which authority he (she) shall have power to delegate. The Clerk shall certify copies of records of the Board as being authenticated copies of the original recordings in their possession and shall have power to attest the signatures of other officers of the Authority.

ARTICLE VIII

Annual Budget Hearing

- (A) Each year, after an annual budget has been prepared as provided in Section 11 of its charter, the Authority shall, before assessing the Auburn Sewerage District and the City of Lewiston with their respective shares of the same, hold a public hearing on the proposed budget. The hearing shall be held at a location in Lewiston or Auburn

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reasonably convenient to the public to be determined by the Authority. Notice of the time, place, and date of the proposed hearing shall be published in a newspaper having general circulation in both Lewiston and Auburn on two separate days at least ten (10) days prior to the date of the hearing. Notice of such hearing shall also be posted in the Auburn and Lewiston City Buildings and at the office of the Auburn Sewerage District during the ten (10) days, preceding the hearing. Copies of the proposed budget shall also be made available to interested members of the public at the office of the Auburn Sewerage District, the Lewiston Department of Public Works, and the Authority itself during said ten (10) day period and the notices of the hearing shall so indicate. At the public hearing, interested members of the public shall be afforded an opportunity to ask questions and to comment on the proposed budget. Minutes of the public hearing shall be kept and made a part of the permanent records of the Authority.

ARTICLE IX

Amendments

(A) These by-laws may be amended at any regular or special meeting by five-sevenths (5/7) vote of all of the Directors, provided written notice of the proposed amendment is given in the call for the meeting.