

# PORTLAND WATER DISTRICT

## BYLAWS

### ARTICLE I

#### Meetings

Section 1 The annual meeting of the Board of Trustees for the election of officers of the Board and the transaction of other business shall be held during the month of March each year at the principal office of the District in Portland, Maine, or at such other place within the State of Maine and at such time as the Trustees may determine. In the event the annual meeting is not held, a special meeting in lieu of the annual meeting shall be called in the same manner as provided for special meetings of the Board of Trustees.

Section 2 Regular meetings of the Board of Trustees shall be held at the principal office of the District in Portland, Maine, or at such other place within the State of Maine as the Trustees may determine and at a date and time set by a vote of the majority of the Trustees present at the previous regular meeting of the Board.

Section 3 Special meetings of the Board of Trustees and a change in the date of a regular meeting may be called for by the President or any five Trustees, or by the Clerk upon written request of the President or any five Trustees, by giving notice of the time and place of such meeting and the object for which it is called, in the manner provided by these Bylaws for giving notice of Trustees' meetings.

Section 4 Notice of all meetings of the Board of Trustees, other than regular meetings, shall be sent by the Clerk, or other person authorized to give the same by these Bylaws, by mail or by hand to each Trustee at his registered address, at least three (3) days prior to the date of the meeting. An affidavit of such mailing or delivery made by the Clerk or other duly authorized person, with a copy of the notice attached, shall be sufficient proof of such notice.

Section 5 At any meeting of the Board of Trustees, a majority of the Trustees shall constitute a quorum for transaction the of business, but a less number may adjourn any meeting from time to time and the meeting may be held as adjourned without further notice. When a quorum is present, a majority of the Trustees present at such meeting shall decide any question brought before such meeting, unless otherwise provided by law or by these Bylaws. The Trustees may adopt reasonable rules and regulations for the conduct of their meetings at the Annual Meeting consistent with the laws of Maine.

## ARTICLE II

### Officers

Section 1 The officers of the District shall be a President, a Vice President, a General Manager, a Treasurer, a Clerk, a Corporation Counsel and such additional officers as the Trustees may deem expedient. The President, Vice President, Treasurer, and Clerk shall be elected by ballot at the annual meeting of the Board of Trustees and shall hold office for one year and until their successors are elected and qualified, except for the Treasurer and Clerk, who shall hold office at the pleasure of the General Manager, unless their term is sooner terminated as hereinafter provided. The President and Vice President must be and remain members of the Board of Trustees. The Trustees, in their discretion, may appoint additional officers of the District and prescribe their duties.

Section 2 The Board of Trustees shall appoint a General Manager and a Corporation Counsel by a majority vote of all Trustees (six). The General Manager shall be the administrative head of the District. The Corporation Counsel shall be responsible for the legal representation and legal affairs of the District. The General Manager or the Corporation Counsel shall be removable at any Annual Meeting by a majority vote of all the Trustees (six), and at any other time by a vote of not less than seven Trustees.

Section 3 All department heads of the District and the Assistant General Manager, if the position is filled, shall be appointed by the General Manager and shall be confirmed by the Board of Trustees. Other employees of the District shall be appointed by the General Manager, provided that the position shall first have been approved by the Board. All employees of the District, including department heads and the Assistant General Manager, shall hold their employment during the pleasure of the General Manager.

## ARTICLE III

### President

The President shall preside at all meetings of the Board of Trustees when present, at which meetings she or he shall have a right to vote, and shall perform all the duties commonly incident to the office, and such other duties as these Bylaws or the Trustees shall designate. In the event the President is unable to complete the term of office as President for any reason, a new President shall be elected to serve until the next Annual Meeting.

## ARTICLE IV

### Vice President

In the temporary absence or disability of the President, the Vice President shall have the powers and be subject to the duties of the President while the absence or disability of the

President continues. The Vice President shall have such other powers and duties as these Bylaws or the Trustees from time to time shall prescribe. In the event the Vice President is unable to complete the term of office as Vice President for any reason, a new Vice President shall be elected to serve until the next Annual Meeting.

## ARTICLE V

### Clerk

Section 1 The Clerk shall be present at all meetings of the Board of Trustees and shall keep an accurate record of the proceedings of such meetings in books provided for the purpose, which books shall be open at all reasonable times to the inspection of any Trustee, and shall perform such other duties and have such other powers as shall be prescribed by the Board of Trustees, by these Bylaws or by law. In the absence of the Clerk at any meeting, a Clerk pro tem may be chosen, who shall record the proceedings of such meeting in the aforesaid books.

Section 2 The Clerk shall record the names of the Trustees absent from any meeting of the Board of Trustees. The Clerk shall also, at the request of any absent member, enter upon the records of any meeting the views of such member of any action taken at such meeting.

## ARTICLE VI

### General Manager

Section 1 The General Manager shall be the administrative head of all activities of the District under the policy guidance and governance of the Board of Trustees, and shall have such other powers and duties as the Trustees from time to time shall prescribe. The General Manager shall keep the Board of Trustees fully informed at all times as to the status of District activities.

Section 2 In the absence or disability of the General Manager, the Assistant General Manager, if the position is filled, or the General Manager's designee pursuant to a Succession Policy shall have the powers, and be subject to the duties of the General Manager while the absence or disability of the General Manager continues. The person so designated shall have such other powers and duties as these Bylaws or the Trustees from time to time shall prescribe

## ARTICLE VII

### Treasurer

The Treasurer shall administer the financial affairs of the District and shall have the care and custody of the funds and securities of the District, all in accordance with prudent business practices and in accordance with generally accepted accounting principles. The Treasurer or the General Manager shall sign all contracts, deeds, bonds and obligations of the

District, as approved by the Trustees. The Treasurer shall keep or cause to be kept accurate books of account, which shall be open at all times to any Trustee. The Treasurer shall furnish such reports and shall perform all other duties commonly incident to the office and such other duties as shall be prescribed by the General Manager or the Board of Trustees. The Treasurer shall be bonded for the faithful discharge of the duties of the office in a sum, and with such sureties, as the Trustees from time to time shall require.

During the absence or disability of the Treasurer, the Assistant Treasurer shall have the powers and duties of that office.

## ARTICLE VIII

### District Staff

The organization and staffing of the District shall be as the Board of Trustees shall prescribe, and the General Manager shall assign duties and responsibilities to the various employees of the District in accordance with the approved organization and staffing plan. The General Manager may reallocate such duties and responsibilities, when, in her or his opinion, a critical need exists but, if this authority is exercised, the General Manager shall provide a full report citing the reasons and the steps taken at the next meeting of the Board of Trustees.

## ARTICLE IX

### Audit

Section 1 Prior to the filing with the municipal officers of the detailed annual report required by Section 21 of the Charter of the District, and as much oftener as the Trustees may prescribe, there shall be made a full and detailed examination of the financial affairs of the District and the methods employed in conducting its business affairs. For this purpose, the Trustees shall appoint an independent audit firm which shall conduct the audit and prepare its report in conformance with generally accepted accounting principles. The annual audit report shall be presented to the Board of Trustees for acceptance.

## ARTICLE X

### Committees

The Board of Trustees shall appoint such committees as it may deem expedient for the purposes of the District.

## ARTICLE XI

### Compensation

Section 1 Each Trustee of the District, other than the President, shall receive as compensation the sum of \$100 for each Regular Meeting, Special Meeting, or Workshop actually attended, with the total compensation not to exceed \$2,400 per year.

The President of the District shall receive as compensation the sum of \$125 for each Regular Meeting, Special Meeting, or Workshop actually attended, with the total compensation of the President not to exceed \$3,000 per year.

Section 2 The District may reimburse a Trustee for travel and expenses incurred in connection with District business, other than attendance at Trustee meetings, in accordance with District policy.

Section 3 The Board of Trustees shall adopt a system of position classification and compensation to be administered by the General Manager in determining the salaries and wages of District employees.

## ARTICLE XII

### Amendments

These Bylaws may be altered, amended or repealed at any meeting of the Board of Trustees by vote of a majority of Trustees, provided that in the notice of such meeting a notice of such intended alteration, amendment or repeal be given, and provided further that no such alteration, amendment or repeal shall be passed until it has been read at two separate meetings of the Board of Trustees.

## ARTICLE XIII

### Fiscal Year

The fiscal year of the District shall begin on the first day of January and end on the last day of December in each year.

## ARTICLE XIV

### Nomination and Election of Trustees

The nomination and election of Trustees shall be conducted in accordance with Section 18 of the Charter of the District.

## ARTICLE XV

### Indemnification

The District shall indemnify and save harmless any person who may serve or who has served at any time as a member of the Board of Trustees or as an officer or employee of the District, or which Trustee, officer or employee is or was serving at the request of the District as a director, officer, trustee, employee, partner, fiduciary or agent of another corporation, partnership, joint venture, trust, pension, employee benefit plan or other entity, and the respective heirs, executors, administrators, and assigns of said person against any and all expense (including but not limited to attorneys' fees, amounts paid upon judgments, and amount paid in settlement before or after any litigation is commenced) actually and necessarily incurred by said person in connection with the defense or settlement of any claim, action, suit or proceeding in which said person is made a part or is threatened to become a party or which may be asserted against said person, by reason of serving in such capacity, if said person acted in good faith, and in a manner reasonably believed to be in, or not opposed to, the best interests of the District, and with respect to any criminal action or proceeding, had no reasonable cause to believe such conduct to be unlawful. Said indemnification shall be in addition to any other rights to which the person indemnified may be entitled under any law, statute, agreement, vote of the Board of Trustees or otherwise.

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Revised by Board of Trustees on December 16, 2024  
Revised by Board of Trustees on November 27, 2000  
(Previous revision, September 23, 1996)

Portland Water District