

Revised 2/14/11  
Adopted by the Board: March 23, 2011

## **Greater Portland Transit District By-Laws**

### **Article I**

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

### **Article II**

**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 Cities of Portland and Westbrook and the Town of Falmouth<sup>1</sup>

<sup>1</sup> See 30-A, Chapter 163, §3504, sub-§3 of the Maine Revised Statutes as amended by P.L. 2009 Chapter 18.

**Section 2.** The Board of Directors of the District, presently comprised of the Cities of Portland and Westbrook and the Town of Falmouth, shall consist of 5 directors appointed from the City of Portland, 3 directors appointed from the City of Westbrook, and 2 directors appointed from the Town of Falmouth. The Cities of Portland and Westbrook and the Town of Falmouth may, by ordinance, provide that their appointees serve at the pleasure 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 the Portland Area Comprehensive Transportation System as may apply for membership in the District.

**Section 4.** A 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 prior to withdrawal and agrees by appropriate written documentation to pay its proportionate share of any long term indebtedness of the District as such indebtedness becomes due and payable. During the period of notice, such withdrawing municipality shall not become liable for any capital expenditure, which may be made by the District. The proportionate share of the withdrawing municipality in such 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 Board of Directors may appoint such committees for such purposes as they deem expedient.

## **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 one year 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. The President, Treasurer, General Manager, and Director of Finance shall give bond in such sum as the Board may designate. The premium of said bond(s) will be paid by the District.

**Section 2.** The Board of Directors shall appoint and fix the salary of a District manager 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 General Manager shall appoint such other employees as are required for District purposes 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 District Manager and salaries established by the District Manager shall require confirmation of the Board of Directors.

## **Article VI**

### Meetings

**Section 1.** Regular Board meetings shall be held as determined by the Board of Directors. There shall be at least four scheduled meetings 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 shall be sent by the Secretary/Clerk or designate to each Director 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.

## **Article VII**

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 Director of Finance.

## **Article VIII**

Amendments

**Section 1.** These By-laws may be amended or altered by the 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.