

BYLAWS
OF THE
GREATER PORTLAND
COUNCIL OF GOVERNMENTS

May, 2020

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of the Greater Portland Council of Governments

ARTICLE I

NAME

The name of this organization shall be the GREATER PORTLAND COUNCIL OF GOVERNMENTS (also known as GPCOG). Its principal place of business shall be 970 Baxter Boulevard, Portland, Maine 04103.

ARTICLE II

AREA SERVED

The area served by GPCOG shall be that geographic area within the designated regional planning and development district, known as the Greater Portland Council of Governments region, established by State statute.

ARTICLE III

PURPOSE

The purpose of this organization shall be to strengthen local self government while combining total resources for meeting regional challenges beyond individual capacities in accordance with the laws of the State of Maine. The organization shall:

1. serve as a mutual forum to identify, discuss, study and bring into focus regional challenges and opportunities and serve as a liaison with members, governmental units, and groups or organizations;
2. provide an organizational structure for the collection and exchange of information to enable effective communication and coordination among governments and agencies;
3. exercise such powers as are exercised or capable of exercise separately or jointly by its member governments and are necessary or desirable for dealing with problems of regional and local concern.

ARTICLE IV

MEMBERSHIP

Section 1. Eligibility for Membership.

Full membership will be open to the County of Cumberland and to any municipality within the Greater Portland Council of Governments region.

Associate membership shall be open to school districts and quasi-governmental agencies and associations and non-profit organizations supportive of and compatible with the Council's purpose upon application and approval by a majority vote of the Executive Committee.

Section 2. Dues Assessment.

Dues will be proposed annually by the Executive Committee and approved by the General Assembly.

Section 3. Membership Application/Withdrawal.

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

ARTICLE V

GENERAL ASSEMBLY

Section 1. Duties and Functions.

The General Assembly is the policy making body of the GPCOG and shall include representatives of all GPCOG member municipalities and Cumberland County. Its duties and functions include:

1. election of officers and representatives to the Executive Committee;
2. adoption of the annual GPCOG budget and the dues assessment for all full members;
3. adoption and amendment of GPCOG Bylaws;
4. Establishment of policy guidelines for the Executive Committee and policy changes necessary to accommodate changes in the GPCOG region.

Section 2. Representatives.

Member municipalities with less than 10,000 population, as determined by the last Decennial Census, shall have two (2) representatives. Municipalities with populations greater than 10,000, as determined by the last Decennial Census, shall have an additional representative for each

10,000 increment in population. At least one (1) representative for each municipality shall be a municipal officer. The other representative(s) shall be either a municipal officer or a designee elected by a majority vote of the municipal officers. "Municipal officer" is defined as the selectmen or members of the town council for a town, or the mayor and city councilors of a city. Member counties shall have no more than two (2) representatives, at least one of which must be an elected commissioner. Each associate member shall be entitled to one (1) non-voting representative.

Section 3. Alternate Representatives.

The member's governing body shall appoint an alternate representative who may vote only in the official representative's absence.

Section 4. Meetings of the General Assembly.

- a. **Annual Meetings.** The General Assembly shall meet at least annually prior to June 25th at a time and place determined by the President and with fifteen days notice to each representative.
- b. **Special Meetings.** Special meetings may be called by the President, by a majority vote of the Executive Committee, or by request of 25 percent of the official representatives. Notice of a special meeting shall be mailed at least 15 days prior to the date of the meeting and addressed to the head elected official and representatives of each member of the GPCOG.

Section 5. Power to vote.

Each official representative shall be entitled to one (1) vote.

Section 6. Quorum.

Twenty-five percent of the official representatives shall be present to constitute a quorum.

ARTICLE VI

EXECUTIVE COMMITTEE

Section 1. Duties and Functions.

The Executive Committee is the policy implementing body of the GPCOG. Its duties and functions include, but are not limited to, the authority to:

1. act on behalf of the General Assembly in the conduct of business of the GPCOG;

2. appoint, fix the salary of, and remove the Executive Director taking into consideration evaluations made by the Portland Area Comprehensive Transportation System (PACTS) Policy Committee, which must include input from PACTS Policy Committee member municipalities which are not members of GPCOG, as set out in Article VIII, Section 6;
3. propose an annual budget and annual dues assessment to the General Assembly;
4. approve regional policies, studies and plans where required;
5. receive, hold and disburse funds and enter into necessary contracts for the GPCOG; provide for an annual audit;
6. render advice and technical assistance at the request of members in accordance with GPCOG policies;
7. set fees for services and seek and accept contributions and grants;
8. exercise such municipal powers as may be delegated to GPCOG by any of its members;
9. create and dissolve standing and temporary committees, and special task forces;
10. create and dissolve special funds and periodically review the operations budget, investments and financial matters;
11. propose to the General Assembly, as provided for in Article VII, Section I, nine (9) to eleven (11) representatives to serve as the Executive Committee, three (3) of whom shall be the Officers.

Section 2. Representatives.

Each member of the Executive Committee shall be a representative of a member municipality or County of Cumberland to the General Assembly. The Executive Committee shall include a mix of elected municipal officers and senior municipal staff, the majority of which shall be elected municipal officers and shall reflect a geographic balance and diversity of the GPCOG membership.

Composition of the Executive Committee shall fairly represent a balance between Committee members representing municipalities that are members of the PACTS Policy Committee and municipalities which are not members of the PACTS Policy Committee.

Section 3. Meetings of the Executive Committee.

The Executive Committee 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 Committee. The Executive Director shall give notice of the business

to be conducted and the time and place of the meetings to each member of the Committee at least seven (7) days prior to the meeting.

Section 4. Power to vote.

Each official representative or their alternate shall be entitled to one (1) vote.

Section 5. Quorum.

A majority of the Executive Committee representatives shall be present to constitute a quorum.

ARTICLE VII

OFFICERS AND STAFF

Section 1. Election of Officers.

The elected officers of the GPCOG shall consist of a President, a First Vice President and a Second Vice President/Treasurer. All officers shall be the designated municipal representative to the Executive Committee from their municipality.

A Nominating Committee comprised of a minimum of three (3) representatives of the General Assembly will be appointed by the President to recommend at the annual meeting of the General Assembly a slate of officers and members of the Executive Committee that reflects a geographic balance of the GPCOG membership. Further nominations from the floor may be made at the annual meeting; however, consent to serve shall be obtained from all nominees before nominations are made.

All officers will be elected at the annual meeting of the GPCOG General Assembly and will serve for a term of one (1) year or until their successors are elected. No individual shall hold the office of President of GPCOG for more than two (2) consecutive years. A majority vote of General Assembly quorum will elect.

The Executive Committee may fill vacancies in offices occurring between annual elections if it determines that such action is necessary and convenient to GPCOG.

Section 2. Duties.

The President will preside over the General Assembly, and Executive Committee during his or her term of office, propose to the Executive Committee for approval appointments to committees and task forces needed to effectively conduct the business of the GPCOG, work with the Executive Director of the GPCOG to facilitate smooth agency operation, and coordinate the annual evaluation of the Executive Director.

The First Vice President will preside over meetings in the absence of the President, and will assist the President in carrying out his or her responsibilities during the term of office.

The Second Vice President/Treasurer will preside over meetings in the absence of the President and the First Vice President in carrying out his or her responsibilities during the term of office.

All officers shall have, in addition to the duties enumerated here, such additional duties as are commonly incidental to their respective offices, and such duties as the General Assembly and Executive Committee shall, from time to time, designate in accordance with these Bylaws.

Section 3. Staff.

The staff of the GPCOG will include an Executive Director, who will staff and be responsible to the Executive Committee, and other administrative and technical staff as recommended by the Executive Committee and approved by the General Assembly. Staff will serve in the capacity of Clerk of the Corporation. The Clerk shall see that a complete record of the corporation's activities is properly kept and maintained, and that the annual report of these activities is prepared for the General Assembly and distributed annually to each member government and associate member. The Finance Director shall see that complete financial records are properly kept and maintained, and that a financial report is prepared for the General Assembly and distributed annually to each member government and associate member. Staff members will have no voting powers in GPCOG affairs.

ARTICLE VIII

Portland Area Comprehensive Transportation System (PACTS) Policy Committee

Section 1. Standing Committee Established; Purpose.

Pursuant to Article VI, Section 1 (9) the GPCOG Executive Committee has established a standing committee for the purpose of exercising the duties and responsibilities of the Portland Area's Metropolitan Planning Organization, established by federal law and designated by the Governor of Maine, called the Portland Area Comprehensive Transportation System (PACTS) Policy Committee.

This Article VIII implements an "Agreement for Merger and Integration of PACTS and GPCOG" dated January 23, 2020 and is intended to integrate PACTS within GPCOG without interfering with PACTS's discharge of its duties and responsibilities as the Portland region's Metropolitan Planning Organization.

Section 2. Membership.

PACTS Policy Committee membership will be established by the PACTS Policy Committee pursuant to 23 U.S. Code Section 134.

Section 3. Autonomy within GPCOG.

The PACTS Policy Committee is established as a standing, permanent committee within GPCOG with full and exclusive authority over all matters relating to PACTS's responsibilities as the region's MPO, including the PACTS budget.

Section 4. Duties and functions.

The PACTS Policy Committee will perform all duties and functions required by federal law as the region's Metropolitan Planning Organization.

The PACTS Policy Committee will have full authority to establish subcommittees, working groups and other organizational structures, as well as operating procedures and guidelines, in the exercise of its authority under this Article.

Section 5. Staffing.

The PACTS Policy Committee will be staffed by GPCOG in a manner that adequately enables the PACTS Policy Committee to discharge its duties and functions.

Section 6. Participation in management of the GPCOG Executive Director.

The PACTS Policy Committee will have a formal role in the GPCOG Executive Committee's hiring, evaluation and firing of the GPCOG Executive Director. This participation must include a formalized process to include a representation of municipal PACTS Policy Committee members which are not members of GPCOG.

ARTICLE IX

All documents to be executed by the corporation, including deeds, leases, promissory notes, or other instruments, except checks, shall be executed by the President, or the President's designee who may be the Executive Director, on behalf of the corporation. All checks issued by the corporation shall be executed by either the Executive Director, the Finance Director, the Personnel Administrator or other appropriate staff as may be necessary to fulfill the obligations of GPCOG and as designated by the Executive Director.

ARTICLE X

No official representative or officer shall receive any pay, compensation or benefit from the corporation, directly or indirectly, for being a member or performing any duties. This bylaw does not prohibit the reimbursement of incidental expenses necessarily incurred in the business of the organization. Nor shall it prohibit the employment of persons, including official representatives to perform duties for the organization and receive compensation therefor, upon proper authorization of the Executive Committee.

ARTICLE XI

FISCAL YEAR

The GPCOG fiscal year will be from July 1 through June 30.

ARTICLE XII

BYLAWS REVIEW

These Bylaws may be amended by a two-thirds vote of the quorum present and voting at the annual or special meeting of the General Assembly, provided a written notice shall be sent to each member at least 15 days prior to the meeting.

ARTICLE XIII

DISSOLUTION

In the event the corporation shall be dissolved, none of the assets of the corporation shall inure to the benefit of any officer, director or individual. The corporation shall pay all of the expenses and debts of the corporation and then distribute remaining assets, if any, among the members and to any other organizations described in Section 501(c)(3) of the tax code, if any, which have a legal right to corporation assets.

ARTICLE XIV

PARLIAMENTARY PROCEDURE

The parliamentary authority shall be the current edition of Robert's Rules of Order Newly Revised for all matters not covered in these Bylaws.

Adopted by majority vote of the General Assembly at the Annual Meeting on May 28, 2020 and intended to replace all previously adopted corporation Bylaws.

Such vote attested to by:

Clerk of the Greater Portland Council
of Governments

Date

Amendments:

March 23, 1972

June 1, 1974

April 24, 1980

March, 1991

June, 1995

June, 1996

June, 1998

June, 1999

June, 2002

June, 2012

June, 2014

May, 2020