

# **Bylaws of the Maine Turnpike Authority**

**2012 Revision**

## **Article I. Officers.**

The Officers of the Maine Turnpike Authority (herein called the "Authority"), shall consist of a Chair, a Vice Chair, a Secretary, a Treasurer, and an Executive Director.

The Officers of the Authority, with the exception of the Chair who is named by the Governor; shall be elected at the Annual Meeting or at any meeting held in lieu thereof, and shall serve until the next Annual Meeting and until their respective successors shall be duly elected and qualified.

## **Article II. Chair.**

The Chair shall preside at all meetings of the Authority; and the Chair, or the Secretary or Treasurer, unless some other person is thereunto specifically authorized by vote of the Authority, shall sign all deeds, leases, contracts and other instruments to be executed on behalf of the Authority. The Chair shall perform all the duties commonly incident to the office, including appointments to standing and ad hoc committees established by the Authority, overseeing the preparation of the agenda for meetings of the Authority and the distribution of information sent to the members in connection with and between meetings. In addition, the Chair shall be a member ex officio of the standing committees referred to in Article XII and shall perform such other duties and have such other powers as the Authority may from time to time designate.

## **Article III. Vice Chair.**

The Vice Chair shall perform the duties and have the powers of the Chair during the absence or disability of the Chair. The Vice Chair shall perform all the duties commonly incident to the office, and shall perform such other duties and have such other powers as the Authority may from time to time designate.

## **Article IV. Secretary.**

The Secretary shall be present at all meetings of the Authority and shall keep accurate records, in books provided for that purpose, of the proceedings had at such meetings, which books shall respectively be open at all reasonable times to the inspection of any member.

The Secretary shall perform all the duties commonly incident to the office of secretary and clerk and shall perform such other duties and have such other powers as the Authority may from time to time designate. In the absence of the Secretary from any meeting of the Authority, a temporary secretary may be chosen who shall record the proceedings thereof.

#### **Article V. Treasurer.**

The Treasurer shall have the care and custody of the funds of the Authority and shall have and exercise, under the supervision of the Authority, all the powers and duties commonly incident to the office of Treasurer. The Treasurer shall have the custody of all the money, funds, and valuable papers of the Authority and shall deposit all the funds of the Authority in such bank or banks, trust company or trust companies, or with such firm or firms doing a banking business as the Authority may from time to time designate. On behalf of the Authority, the Treasurer may endorse for deposit or collection all checks, notes and other obligations payable to the Authority or its order, and may accept drafts on behalf thereof. The Treasurer shall keep accurate books of account of all official transactions, which books shall be the property of the Authority, and, together with all other of its property in his possession, shall be subject at all times to the inspection and control of the Authority. All receipts and vouchers for payments made to the Authority and all checks, drafts, notes or other official obligations for the payment of money by the Authority shall be signed by the Treasurer except as the Authority may otherwise specifically order.

#### **Article VI. Executive Director.**

The Executive Director shall be the chief executive officer of the Authority and have and perform the duties commonly incident the office as well as those specifically assigned by the Authority.

He shall receive such annual salary as the Authority shall designate and shall serve and continue in office at the pleasure of the Authority.

#### **Article VII. Quorum.**

At any meeting of the Authority, no action shall be binding unless taken at a meeting at which at least four members are present and unless four votes are cast therefore, but a lesser number may adjourn any meeting from time to time and such meeting as so adjourned may be held without further notice.

No action of a standing or ad hoc committee shall be binding even if a quorum of the Authority is present at a meeting of a committee. Committees may take and record non-binding votes as to the sense of a committee or a recommendation to the Authority.

## **Article VIII. Meetings.**

All meetings of the Authority shall be held at the main office of the Authority at 2360 Congress Street, Portland, Maine unless some other place in the State of Maine is definitely stated in the call therefore.

The Annual Meeting of the Authority shall be held on the first Thursday in the month of September in each year, if not a legal holiday, and if a legal holiday, then at the same hour on the next succeeding day. In the event that such Annual Meeting be omitted through oversight or otherwise on the date herein provided, a subsequent meeting may be held in place thereof, and any business transacted at such meeting shall be of the same force and effect as if transacted at such Annual Meeting.

Stated meetings of the Authority may be held at such places and at such times as all the members of the Authority may by vote from time to time determine, and if so determined, no notice thereof need be given.

Special meetings of the Authority may be held at any time or place whenever called by the Chair or any two members of the Authority. Notice thereof shall be given by the Secretary and Treasurer by mail postage prepaid and addressed to each member at his address on file with the Authority at least 48 hours prior to the date of such meeting. Special meetings may be held at any time without notice, provided all members of the Authority are present or those not present have waived notice thereof. Such special meetings may be held at such times and places as the notice thereof or waiver may specify. Any business of the Authority may be considered and acted upon at any Annual, stated, adjourned or special meeting.

## **Article IX. Voting**

The vote on the adoption of every resolution shall be by yeas and nays, and the names of the members voting for and against the resolution shall be entered upon the minutes of the meeting.

The Secretary shall keep the minutes of all meetings of the Authority and record the same in a well-bound Minute Book, and copies thereof certified by the Secretary and Treasurer under the seal of the Authority shall be evidence of the proceedings taken by the Authority.

## **Article X. Official Seal.**

The official seal of the Authority shall consist of the embossed impression of a circular metallic disc containing in the outer rim the words "Maine Turnpike Authority", and in the center the word "SEAL."

The Secretary shall be the custodian of the Official Seal.

## **Article XI. Amendments.**

Except as otherwise provided by law, these Bylaws may be amended, added to, altered or replaced in whole or in part by the Authority provided notice of the proposed amendment, addition, alteration or repeal is given in the notice of such meeting.

## **Article XII. Standing Committees.**

The Chair, following the annual meeting, shall: appoint 3 members to each of the following standing board committees, designating one member appointed to each committee to serve as the committee chair: the Finance and Audit Committee, the Long Range Planning Committee, and the Personnel Committee.

**Finance and Audit Committee.** The Finance and Audit Committee shall perform the following functions:

1. Ensure that appropriate accounting policies and internal controls are established and complied with.
2. Recommend to the Board and provide oversight for such audit procedures as are deemed necessary for ensuring compliance with internal accounting policies and controls.
3. Ensure that the Authority issues financial reports on time and in accordance with all external obligations.
4. Review and recommend approving the annual financial statements and the external auditor's reports.
5. Review and recommend approving the Authority's annual budget and capital investment plan and the financial impact of 10, 20 and 30 year plans.
6. On a periodic basis review the Authority's monthly and year- to- date results and compare them to the approved budget.
7. Encourage and facilitate communications among the members of the Authority, management and the external auditors to ensure the open and accurate exchange of ideas and information.
8. Recommend the selection of the Authority's independent audit firm.

9. Review the scope and plan for the independent audit.
10. Review the results of the audit with the independent auditor.
11. Oversee the Authority's investment and financing practices.
12. Ensure that the authority has adequate insurance coverage.
13. Review the administration of the Authority's conflict of interest policy.
14. Ensure that the Authority is operating under its code of ethics policies.
15. Consider strategies and opportunities to improve the financial health of the Authority.
16. Ensure that competitive procurement process is followed in accord with statute.
17. Other related issues referred to the committee by the Chairman of the Authority.

Long Range Planning Committee. the Long Range Planning Committee shall perform the following functions:

1. Ensure the adequacy of 5, 10, 20 and 30 year plans for operational needs, with particular focus on Reserve Maintenance Expenses and the MTA Capital Program.
2. Review and make recommendations concerning significant, long term alterations in MTA's operational practices
3. Review and make recommendations concerning proposed projects or studies, including requests for new interchanges or MTA participation in similar major projects.
4. Review and make recommendations regarding land negotiations, acquisitions and sales or transfers.
5. Oversee competitive process for engineering and planning related consulting contracts.
6. Review and make recommendations on proposed MTA rule changes.
7. Review and make recommendations on policies related to projects and major capital improvement program. Examples include the MTA's Noise Policy, Public Participation Process Policy and Impact Fee Policy
8. Review and recommend MTA's annual project list for draft capital investment

plan and annual Reserve Maintenance Deposit project list

9. Other related issues referred to the committee by the Chairman of the Authority.

Personnel Committee. The Personnel Committee shall perform the following functions:

1. Oversee the implementation and applications of the Personnel Policies Manual including employee ethics and standards and make recommendations with regard to any amendments and revisions that might be appropriate.
2. Oversight of HR department.
3. Oversight and recommendations to the Board regarding issues arising in connection with collective bargaining.
4. Ensure compliance with all legal HR requirements arising from statute, rule, regulation or collective bargaining agreement.
5. Review and recommend any major personnel changes other than those that occur in the ordinary course of business.
6. Make recommendations to the Board regarding succession planning for the CEO and work with the CEO to ensure that succession plan is in place for key executives.
7. Other related issues referred to the committee by the Chairman of the Authority.