

**CASCO BAY ISLAND TRANSIT DISTRICT
BY-LAWS***

April 14, 2017

EXCERPTS

ARTICLE I – DIRECTORS AND OFFICERS (EXCERPT)

Section 2, President. The President will preside at all meetings of the Executive Committee and Directors and shall perform all the duties commonly incident to his/her office and shall perform other duties and have such other powers as the District may from time to time designate. The President shall be a member, *ex-officio*, of every committee of the Directors except the Nominating Committee, of which he/she shall not be a member.

Section 3, Vice Presidents. A First and Second Vice President shall perform the duties and have the powers of the President during the absence or disability of the President. In the President's absence, meetings of the Executive Committee and of the Directors shall be chaired by the First Vice President, or in his/her absence the Second Vice President. They shall perform all duties commonly incident to this office and have powers as the District may from time to time designate.

Section 4, Clerk. The Clerk shall endeavor to be present at all meetings of the Directors and shall oversee the keeping of accurate records by the designated recording secretary of the proceedings at such meetings, which books shall respectively be opened at all reasonable times to the inspection of any Director or member of the Executive Committee. Following approval of minutes of Board meetings, the Clerk shall sign the approved minutes. The Clerk shall see that all notices are duly given in accordance with the provisions of these By-Laws or as required by Law. The Clerk shall oversee the keeping of the records of the District and of the seal of the District and shall see that the seal of the District is affixed to all documents, the execution of which on behalf of the District under its seal is duly authorized, in accordance with the provisions of these By-Laws. The Clerk shall perform all duties commonly incident to his/her office and shall perform such other duties and have such other powers as the District may from time to time designate. In the absence of the Clerk from any meeting of the Directors, the Assistant Clerk shall assume all of the duties of the Clerk.

Section 5, Treasurer. The Treasurer shall oversee the care and custody of all the money, funds, valuable papers and documents of the District necessary for exercising, under the supervision of the District, all the powers and duties commonly incident to the office of Treasurer. The Treasurer shall oversee the records of deposits of the funds of the District in such bank or banks, trust or trust companies, or with such firms doing a banking business as the District may from time to time designate. He/she may, on behalf of the District, endorse for deposit or collection all checks, notes and other obligations payable to the District or its order, and may oversee acceptance of drafts on behalf thereof. He/she shall have oversight of the keeping of accurate books of account of all official transactions, which books shall be the property of the District, and, together with all other of its property shall be subject at all times to the inspection and control of the Board of Directors and within the possession of the District. All receipts and vouchers for payments made to the District and all checks, drafts, notes or other official obligations for the payment of money by the District shall be signed by the Treasurer except as the District, through Executive Committee and/or Directors, may otherwise specifically order.

Section 6, Assistant Clerk. The Assistant Clerk will perform the duties of the Clerk in the absence or disability of the Clerk, and may assist in the duties of the Clerk as designated. The Assistant Clerk will perform other duties and have powers as the District may from time to time so designate.

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Section 14, Nominating Committee; Elections. There shall be a Nominating Committee consisting of any three (3) Directors (except the President) chosen as follows: at a regular meeting of the Directors, after due notice thereof has been given in the call to such meeting, each Director shall choose three members of the Nominating Committee by secret ballot, and the three Directors receiving the greatest numbers of votes shall constitute the Nominating Committee for purposes of the next election. Elections to fill vacancies in the Executive Committee, or in offices of Clerk and Assistant Clerk, may be held at any regular meeting following the selection of a Nominating Committee, provided notice thereof is given in the call to such meeting. It shall be the duty of the Nominating Committee to nominate at least one candidate, and no more than two candidates, for each office to be filled. Nominations may also be made by other Directors at the meeting where an election is held. Nominations need not be seconded. Every election of Executive Committee members and of the Clerk and Assistant Clerk shall be by secret ballot, and no person shall be elected to the Executive Committee or as Clerk or Assistant Clerk except by vote of the majority of Directors in attendance at the meeting where the election is held.

ARTICLE II – COMMITTEES (EXCERPT)

Section 1, Executive Committee, Clerk and Assistant Clerk. The Executive Committee of the District shall consist of a President, the First and Second Vice Presidents and the Treasurer from the ranks of Directors, and such other members as are needed and designated by the Directors. Upon nominations by the Nominating Committee, the members of the Executive Committee and the Clerk and Assistant Clerk shall be elected at the Annual Meeting or at any meeting held in lieu thereof, and shall serve for the year following the date fixed by these By-Laws for the Annual Meeting and until their respective successors shall be duly elected and qualified.

The Directors appointed by the City Council of Portland and the Commissioner of Transportation of the State of Maine may not be members of the Executive Committee.