

**BY-LAWS
ANDROSCOGGIN VALLEY COUNCIL OF GOVERNMENTS**

ARTICLE I. Legal Basis for Council of Governments

Title 13, Paragraph 901, Title 30-A, Paragraph 2301, et seq. Maine Revised Statutes Annotated.

ARTICLE II. Name

The name of this organization shall be the ANDROSCOGGIN VALLEY COUNCIL OF GOVERNMENTS (known as AVCOG).

ARTICLE III. Purposes

The purpose of this organization shall be to strengthen local self government while combining total resources for meeting regional challenges beyond individual capacities; to serve as a mutual forum to identify, study and bring into focus regional challenges and opportunities; provide organizational machinery to enable communication and coordination among governments and agencies concerned with regional issues and opportunities; to act as a spokesman where membership directs; and to 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. Members

Section 1.

Eligibility for active membership in this organization shall be open to the Counties of Androscoggin, Franklin & Oxford and to any municipality within the Androscoggin Valley Planning & Development District. The municipal officials of each municipal member of AVCOG shall annually appoint two Representatives to the General Assembly, plus one Representative for every 10,000 population or fraction thereof over 10,000 population, determined by the latest decennial census. Each member county shall be entitled to two Representatives. At least 50% of the Representatives from a member shall be elected officials. Representatives shall not be remunerated for their services, but may be reimbursed upon approval of the Officers of the AVCOG for expenses incurred in behalf of the AVCOG.

Section 2.

In the event of the absence of any Representative to AVCOG any elected or appointed official of the member absent may act in his stead, upon presentation of a written proxy in form provided by the AVCOG.

ARTICLE V. Membership Fee

The Executive Committee upon receiving the recommendation of the Finance Committee, shall determine on an equitable basis the amount to be paid by each member prior to the end of each calendar year. The amount to be paid by each member shall be certified to its municipal officials by the AVCOG in sufficient time to allow an appropriation to be made. Membership fee, or dues, so certified shall be for the ensuing fiscal year of the AVCOG. The failure of a member to appropriate and pay the amount determined by the AVCOG terminates its membership.

ARTICLE VI. Officers and Staff

Section 1. Officers

The officers of the AVCOG shall be selected from among the Representatives and shall include a President, Vice-President, Treasurer, and Secretary/Clerk. Officers shall not be remunerated for their services, but may be

reimbursed upon approval of the Officers of the AVCOG for expenses incurred in behalf of the AVCOG.

Section 2. Nomination of Officers

A Nominating Committee from among the Representatives shall be appointed by the President at least ninety (90) days in advance of the Annual Meeting of the General Assembly to be held in April of each year. More than one candidate may be nominated for each office. An officer must be a Representative. The Nominating Committee report shall be mailed to all Representatives two weeks prior to the mailing of the slate of officers.

The slate of officers shall be mailed to all Representatives entitled to vote not less than thirty (30) days in advance of the April meeting. Representatives are privileged to vote for any qualified person, whether or not his/her name appears on the ballot.

Section 3. Election of Officers

The Officers shall be elected by the affirmative written ballots of a majority of the Representatives voting. The results of the ballot shall be ascertained and announced at the April meeting of each year. In case no candidate for a particular office shall receive a majority of the votes cast, the Representatives, at the April meeting, shall vote for one of the two leading candidates.

Section 4. Terms of Office

The terms of office of all Officers shall begin immediately after the April meeting of each year at which they are declared elected, and shall end immediately after the April meeting of each year at the end of their term, but Officers shall hold office until their successors have been elected. The President, Vice-President, Treasurer, Secretary/Clerk shall be elected for terms of one (1) year, but may not serve more than two (2) consecutive terms in office.

Section 5. Vacancies

The General Assembly or the Executive Committee, whichever meets first, may fill vacancies in offices occurring between annual elections; Officers so elected shall hold office for the balance of the current year or until their successors are elected.

Section 6. Duties of Officers and Staff

The President shall call meetings of the General Assembly and the Executive Committee, shall preside at these meetings, except as otherwise provided, create and discharge standing committees and special committees and serve as a non-voting ex-officio member of all committees, except in the case of a tie when he shall vote, and shall perform such other duties as are customary to the office.

The Vice-President shall preside at meetings in the absence of the President. In the case of the vacancy in the office of President, the Vice President shall serve in lieu of the President and shall in such a case have all the powers of the President until the vacancy is filled.

The Treasurer shall perform such duties as are customary to the office including responsible direction of such financial duties as are assigned by these BY-LAWS.

The Secretary/Clerk shall perform such duties as are customary to the office including responsible direction of such secretarial duties as are assigned by the BY-LAWS and such duties as are prescribed by law to the clerk. The office of Secretary and of Clerk may, at the discretion of the members, be separated and filled by two people.

The Executive Director shall be the Chief Executive of the AVCOG and shall be in charge of the office and all other employed staff; shall conduct a regional program, subject to the approval of the Executive Committee, within the framework of Title 30-A, Paragraph 2301, et seq. Maine Revised Statutes Annotated; and shall be in charge of all general correspondence of the AVCOG. The Director shall notify Representatives of their election to office or appointment to committees and shall prepare an annual budget including estimated revenues and expenditures for the fiscal year to be reviewed and approved by the Executive Committee. The Director shall be responsible for the expeditious preparation of

staff comments for all matters to the President, Executive Committee or General Assembly for whatever action they deem appropriate. The Director shall assure proper contract completion in the case of all work contracted to be done by the organization. The Director shall be responsible for advising member counties and municipalities of items of business of interest, and shall be constantly aware and working in the best interest of the members. The Director shall further undertake such other duties as the AVCOG shall assign to him/her and shall carry-out its instruction.

Section 7. Committees

The President may designate such committees with the consent and approval of the General Assembly or Executive Committee as, in his/her opinion, are necessary in the conduct of the AVCOG business.

Any committee so appointed shall be comprised of not fewer than three (3) representatives of the AVCOG.

Section 8. Executive Committee

The Executive Committee shall have the authority to act for the General Assembly when the General Assembly is not in session. The Executive Committee shall have the exclusive authority to act upon all matters relating solely to personnel. The Executive Committee shall set annual membership dues and adopt the annual budget.

The Executive Committee shall consist of the Officers and the following Representatives: two Representatives each from Auburn and Lewiston, and one Representative each from Jay, Livermore Falls, Lisbon, Mexico, Norway, Paris, Rumford, and Wilton. Each member county shall have one Representative on the Executive Committee. No municipality or county shall have more than one Representative on the Executive Committee, including an Officer, except as set forth above. The Executive Committee shall not have more than twenty-one (21) voting members, including Officers. The Immediate Past-President, if a Representative, shall be a voting member of the Executive Committee. The balance of the Executive Committee shall be appointed by the President.

Section 9. Staff

The staff of the AVCOG shall include an Executive Director and other administrative and technical staff as determined by the Executive Director. Staff members shall have no voting powers in the AVCOG affairs.

Section 10. Receipt and Disbursement of Funds

All funds received by the AVCOG from whatever source, in whatever amount, shall expeditiously be deposited in a banking institution and appropriate records maintained. Disbursements from such accounts shall be the responsibility of the Executive Director and the Finance Director. All checks and savings account withdrawal slips shall require dual signatures. Such instruments shall normally be signed by both the Executive Director and the Finance Director. When one or both are not available for signature, any one of the Officers may sign in their stead. The Officers, Executive Director, and Finance Director shall be bonded for the faithful performance of duties. Funds shall be disbursed in accordance with the budget and shall require that the Executive Director shall keep proper accounts, which at all times shall be open to inspection by the public, and shall be submitted annually for audit.

The President shall appoint from members of the Executive Committee a Finance Committee which shall meet at least two (2) times a year to review fund disbursement and financial procedures and to receive the annual audit. The Treasurer shall serve as the Chairman of the Finance Committee.

ARTICLE VII. Meetings of the General Assembly and the Executive Committee

Section 1. Regular Meetings

Meetings of the General Assembly shall be held at a time and place to be determined by the Executive Committee. At least two (2) meetings shall be held annually.

Section 2. Additional Meetings

Additional meetings may be called by the President or by a majority vote of the Executive Committee.

Section 3. Notice of Meetings

Ten (10) days' notice of all meetings of the General Assembly and four (4) days' notice of all meetings of the Executive Committee shall be mailed by the Executive Director to all Representatives except in an emergency, when, with the approval of a majority of the Executive Committee, the President may call a meeting on shorter notice.

Section 4. Minutes of Meetings

Minutes of all regular meetings and special meetings of the General Assembly and of the Executive Committee shall be caused to be kept by the Secretary or the Executive Director.

Section 5. Meetings of the Executive Committee

Meetings of the Executive Committee shall be called by the President as frequently as, in his/her judgment, the accumulation of business to be transacted shall demand, and at places and times to be determined by him/her. There shall be, each year, at least four meetings of the Executive Committee.

Section 6. Quorum

The presence of at least one Representative from each of twelve (12) member municipalities shall constitute a quorum for the transaction of business at General Assembly meetings.

Nine (9) voting members of the Executive Committee shall constitute a quorum for the transaction of business by the Executive Committee.

ARTICLE VIII. Fiscal Year and Annual Reports

The Executive Director, as directed by the Officers, shall be responsible for the preparation of the annual report which shall be presented to the General Assembly at its meeting held in April of each year. The fiscal year shall be from October 1 through September 30.

ARTICLE IX. Amendments

Amendments to the BY-LAWS may be proposed by the Executive Committee or any group of at least five (5) Representatives. The proposed amendment or amendments should be reviewed by the Executive Committee and submitted with the recommendation of the Executive Committee to the General Assembly for consideration at its next meeting.

These BY-LAWS may be amended by a two-thirds vote of the quorum present and voting at any annual or special meeting of the General Assembly, provided a written notice of the proposed amendment(s) is sent to each Representative at least (10) days prior to the meeting.

ARTICLE X. By-Law Review

The BY-LAWS shall be reviewed every three (3) years by the General Assembly and/or Executive Committee.

ARTICLE XI. Termination

In the event the General Assembly or the Executive Committee determines that it is necessary to terminate the Agreement to form AVCOG and dissolve the AVCOG , the Executive Committee shall adopt a resolution to such effect which shall be submitted to the General Assembly for a vote. At least thirty (30) days written notice of a meeting to act on such a resolution shall be made in writing to the membership, stating the purpose, date, time and place of the meeting.

Termination of this agreement and dissolution of the AVCOG shall require the affirmative vote of two-thirds (2/3) of the Representatives present at a General Assembly meeting called for such purpose.

Upon settling the debts, liabilities and obligations of the AVCOG upon dissolution, the remaining assets of the AVCOG shall be divided proportionately among the member municipalities on the basis of their total Annual Dues for the last five (5) years.

ARTICLE XII. Suspension

The Executive Committee shall have the authority, by majority vote, after thirty (30) days advance notice in writing, to suspend any member municipality or county from participation in the AVCOG for failure to meet any of the requirements contained in these BY-LAWS. Representatives of a municipality or county against which suspension is proposed shall be entitled to appeal to the General Assembly for reinstatement. There shall be no refund or proration of Annual Dues paid or due from suspended municipality or county.

ARTICLE XIII. Withdrawal

Any member municipality or county may withdraw from the AVCOG by presenting to the Secretary or Executive Director of AVCOG written and attested evidence of a vote or withdrawal by the governing body of the municipality or county. There shall be no refund or proration of Annual Dues paid or due from withdrawing municipality or county.

Bylaws revised and amended August 1989
Bylaws reviewed October 19, 1992
Bylaws reviewed December 13, 1995
Bylaws reviewed December 16, 1998
Bylaws reviewed October 17, 2001
Bylaws reviewed and amended April 2004
Bylaws reviewed August 15, 2007