

Modifications are in bold and underlined

1 **BYLAWS**

2
3 **Southern Maine Partnership for Sustainable Development**

4
5 **ARTICLE I**

6
7 **NAME**

8
9 The name of this organization shall be the Southern Maine Partnership for Sustainable
10 Development (“the Partnership”). Its principal place of business shall be the offices of
11 the Greater Portland Council of Governments, 68 Marginal Way, Portland, Maine,
12 04101.

13
14 **ARTICLE II**

15
16 **AREA SERVED**

17
18 The area served by the Partnership shall be the geographic area within the designated
19 planning areas of the Portland Area Comprehensive Transportation System (PACTS)
20 Metropolitan Planning Organization (MPO), and the Kittery Area Comprehensive
21 Transportation System (KACTS) MPO unless otherwise modified by the Partnership and
22 authorized by the United States Department of Housing and Urban Development (HUD).

23
24 **ARTICLE III**

25
26 **PURPOSE**

27
28 The purpose of the Partnership shall be to implement the Southern Maine Sustainable
29 Communities Regional Planning Grant as approved and awarded for funding under
30 HUD’s Sustainable Communities Regional Planning Grant Program (“the Program”).

31
32 **ARTICLE IV**

33
34 **MEMBERSHIP**

35
36 **Section 1. Eligibility for Membership**

37
38 Full membership will be open but subject to the approval of a majority vote of the
39 Partnership of the quorum declared present to any municipality, educational institution,
40 foundation, non-profit organization, private sector organization located within the Area
41 Served as defined in Article II, and deemed consistent with the Purpose of the HUD
42 Program; and shall also be extended to the Greater Portland Council of Governments
43 (GPCOG), the Southern Maine Regional Planning Commission (SMRPC), PACTS, KACTS,

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44 Cumberland County, York County, University of Southern Maine-Edmund S. Muskie
45 School of Public Service (the Muskie School), Maine State government departments and
46 other organizations as approved by the Partnership.

47

48 **Section 2. Partnership Membership and Commitment**

49

50 All organizations seeking Partnership Membership shall submit in writing to the
51 Executive Director of the GPCOG a formal request for Partnership status including a
52 description of the specific activities that it is prepared to provide under the Program.
53 Any partner receiving funding from the grant shall enter into a memorandum of
54 understanding with the GPCOG.

55

56 **Section 3. Partnership Withdrawal, Termination**

57

58 Any Partner seeking withdrawal from the Partnership shall submit in writing notice of
59 such to the Executive Director of the GPCOG. Failure of a Partner to properly fulfill the
60 specific activities that it commits to provide the Program may result in its suspension or
61 termination as a Partner by a majority vote of the Partnership quorum declared present.

62

63 **ARTICLE V**

64

65 **BOARD OF DIRECTORS**

66

67 **Section 1. Responsibilities and Functions**

68

69 Members of the Partnership shall constitute the Board of Directors (“the Board”). The
70 Board is the policy making body of the Partnership. Its responsibilities and functions
71 include:

72

- 73 1. Adoption and amendment of Bylaws.
- 74 2. Election of two Co-Chairpersons; one representing the designated planning area
75 of the PACTS MPO, and one representing the designated planning area of the
76 KACTS MPO.
- 77 3. Election of two Co-Vice Chairpersons: one representing the designated planning
78 area of the PACTS MPO, and one representing the designated planning area of
79 the KACTS MPO.
- 80 4. Election of Executive Committee.
- 81 5. Authorization for the GPCOG to execute on behalf of the Partnership the Formal
82 Consortium Agreement with HUD.
- 83 6. Approval of the Program Work Plan and any subsequent modifications and/or
84 amendments thereto.
- 85 7. Ensure that the Required Outcomes are successfully met.
- 86 8. Approval of contracts with non-partner entities and parties.

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- 87 9. Authorization to apply for grants and other funding sources that are consistent
88 with the purpose of the Program.
89 10. Consider and resolve requests for Partnership membership, withdrawal and
90 termination.
91 11. Appointment of ad-hoc committees as deemed necessary to fulfill the purposes
92 of the Program including resolution of disputes involving one or more members
93 of the Partnership.
94

95 **Section 2. Representatives and Authorization to Vote**

96
97 Each Partner shall have one (1) vote and shall designate in writing to the Executive
98 Director of the GPCOG a representative and alternate representative(s) who have the
99 authority to vote on behalf of the Partner.
100

101 **Section 3. Meetings of the Board of Directors**

102
103 The Board of Directors shall meet at least every third month and more frequently as
104 deemed desirable, appropriate or necessary by the Board or the Executive Committee of
105 the Board. Notice of all Board meetings shall be communicated via electronic and/or
106 regular mail to all members of the Board **and media outlets** at least seven days prior to
107 the meeting and shall also be posted on the GPCOG and Partnership web sites.
108 Meetings of the Board shall alternate between locations within the geographies served
109 by the GPCOG, **including the Town of Brunswick,** and Southern Maine Regional
110 Planning Commission unless otherwise agreed to by a vote of two-thirds of the Board.
111 The Board may establish guidelines for meeting attendance and participation of its
112 members via teleconferencing and/or other electronic means.
113

114 **Section 4. Special Meetings**

115
116 Special Meetings of the Board may be called by the two Co-Chairpersons or by a
117 majority vote of the Executive Committee or by request of 25 percent of the members
118 of the Board. The vote of the Executive Committee may be conducted electronically.
119

120 **Section 5. Quorum**

121
122 Fifty percent of the members of the Board shall be declared present to constitute a
123 quorum.
124

125 **Section 6. Election of Executive Committee**

126
127 Members of the Executive Committee shall be affirmed by the Board of Directors on an
128 annual basis, to be completed not later than July 1.
129
130

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131 **ARTICLE VI**

132

133 **EXECUTIVE COMMITTEE**

134

135 **Section 1. Responsibilities and Functions**

136

137 The Executive Committee is the policy implementing body of the Board. Its duties and
138 functions include:

139

140 1. Authorization to act on behalf of the Board in the implementation of the policy
141 decisions, directives and guidance of the Board.

142 2. Oversee the management of the Program Work Plan including resource
143 allocation and alignment, Required Outcomes, and Livability Principles.

144 3. Oversee staff, consultant and other professional services to ensure that the
145 program budget and schedule are maintained.

146 4. Submit recommendations to the Board for the procurement of consultants and
147 other professional services.

148 5. Submit recommendations to the Board on other relevant matters and
149 opportunities that may develop over the course of the Program.

150

151 **Section 2. Representatives and Authorization to Vote**

152

153 The Executive Committee shall include a representative of the GPCOG, **be chaired by**
154 **the Co-Chairs of the Board**, and consist of not less than seven (7) members. ~~A~~
155 ~~Chairperson shall be elected by Executive Committee members, and~~ An effort to
156 balance membership between government and non-government organizations shall be
157 sought. Each member of the Committee shall have one vote.

158

159 **Section 3. Meetings of the Executive Committee**

160

161 The Executive Committee shall meet on a schedule that it deems necessary and
162 appropriate in order to fulfill its responsibilities as set forth in the Bylaws. Notice of all
163 Executive Committee meetings shall be communicated via electronic and/or regular
164 mail to all members of the Committee at least five days prior to the meeting and shall
165 also be posted on the GPCOG and Partnership websites. Meetings of the Executive
166 Committee shall alternate between the geographies served by the GPCOG and Southern
167 Maine Regional Planning Commission unless otherwise agreed to by a vote of two-thirds
168 of the Committee members. The Committee may establish guidelines for meeting
169 attendance and participation of its members via teleconferencing and/or other
170 electronic means.

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175 **Section 4. Special Meetings**

176

177 Special meetings of the Executive Committee may be called by the Chairpersons or by a
178 majority vote of the Executive Committee that may be conducted electronically.

179

180 **Section 5. Quorum**

181

182 Sixty percent of the members of the Executive Committee shall be declared present to
183 constitute a quorum.

184

185 **ARTICLE VII**

186

187 **LEAD APPLICANT**

188

189 **Section 1. Responsibilities and Functions**

190

191 Pursuant to the requirements of HUD's Notice of Funding Availability (NOFA)
192 establishing the Program and as set forth in the application of the Partnership for
193 funding, the GPCOG is the designated Lead Applicant. The responsibilities and duties of
194 the Lead Applicant include:

195

- 196 1. Submittal of the application for funding to HUD.
- 197 2. On behalf of the Partnership execute the Formal Consortium Agreement and
198 such other relevant agreements as may be required by HUD.
- 199 3. On behalf of the Partnership execute agreements and contacts with other
200 parties as directed by the Board and/or the Executive Committee.
- 201 4. Serve as the representative of the Partnership on matters of communication
202 with HUD.
- 203 5. Serve as the fiscal and administrative agent of the Partnership's Program.
- 204 6. Enter into memorandums of understanding with any partners receiving funding
205 from the Program.

206

207 **ARTICLE VIII**

208

209 **STAFF**

210

211 Pursuant to the HUD Program NOFA and as set forth in the Partnership's application to
212 HUD there shall be an Overall Project Director and Day to Day Program Manager the
213 responsibilities and duties of which shall be established by the Executive Committee
214 with guidance as appropriate from the Board. Other staff necessary to the successful
215 implementation of the Partnership's Program shall be drawn from the partners and
216 other entities in accordance with the Program Work Plan and budget.

217

218

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219 **ARTICLE IX**

220

221 **BYLAWS AMENDED**

222

223 These Bylaws may be amended by a two-thirds vote of the quorum declared present
224 and voting at meeting of the Board of Directors, provided a written notice outlining the
225 proposed amendment(s) and reasons thereto shall be sent to each member via
226 electronic and regular mail at least 15 days prior to the meeting; and further provided
227 that such amendment(s) are consistent with the purpose of the Program and are agreed
228 to by HUD.

229

230 **ARTICLE X**

231

232 **PARLIAMENTARY PROCEDURE**

233

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

236

237 Adopted by majority vote of the Board of Directors on **May 20, 2011**.

238

239 Such vote attested by :

240

241

242

243 _____
Aaron Shapiro, Overall Project Leader

244

Neal Allen, Executive Director, GPCOG
Lead Applicant