

**Skowhegan Economic Development Corporation
By-Laws**

**225 Water Street
Skowhegan, Maine 04976**

Article I – STATEMENT

- Section 1. The name of the Corporation shall be the Skowhegan Economic Development Corporation with the mailing address being the same as the Municipal Building in Skowhegan, Maine.
- Section 2. The corporate seal shall be a circular seal, inscribed as follows: The Skowhegan Economic Development Corporation, Maine, 1963.

Article II – PURPOSE

- Section 1. The purpose of the Corporation shall be to promote Skowhegan for the reason of economic development and industrial development for the benefit of the citizens of Skowhegan, to manage the Industrial Parks, to create a favorable atmosphere for existing economic enterprises and industries, and to carry out these goals within the scope of its legal corporate powers.
- Section 2. In the event of the liquidation or dissolution of the Corporation, whether voluntary, or involuntary, no member, officer or director shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of any money or other property received by the Corporation from any source, after payment of all debts and obligations of the Corporation shall be distributed to the Inhabitants of the Town of Skowhegan, Maine, a body politic, located at Skowhegan, Somerset County, for further use by the municipality or factory, encouraging and adjusting the physical location or resettlement of industrial, manufacturing.

Article III – MEMBERS AND THEIR DUTIES

- Section 1. All directors of the corporation shall be appointed annually by the Board of Selectmen and as recommended by the existing Board of Directors.
- All members must be a resident of the Town of Skowhegan; or must own, operate, or be employed by a business or government entity in the Town of Skowhegan.
- Section 2. The Board of Directors shall consist of not less than seven members nor more than thirteen members.

- Section 3. The duties of members shall be to decide matters brought before the board, to act in accordance to the by-laws, and to represent the viewpoint of any majority vote made by the corporation when necessary.
- Section 4. Each member in attendance shall be entitled to 1 vote on each matter submitted to a vote of the members.
- Section 5. Upon resignation, members must submit a written letter to the board.
- Section 6. Vacancies shall be filled by appointment by the Selectmen and as recommended by the existing Board of Directors.
- Section 7. Board of Directors will review the By-Laws at the annual planning meeting and vote into effect at the annual meeting.

Article IV – MEETING OF MEMBERS

- Section 1. Parliamentary procedure shall be followed according to Robert's Rules of Order.
- Section 2. The annual planning meeting shall be held in April and it shall be the duty of the Board Chair to give Fourteen (14) days' notice to the directors of such meeting.
- Section 3. The annual meeting shall be held in June, and it shall be the duty of the Board Chair to give Fourteen (14) days' notice to the directors of such meeting.
- Section 4. Regular meetings shall be held on a monthly basis.
- Section 5. Special meetings may be called by the Board Chair, or in his/her absence the Vice-Chair; or by not less than one tenth of the members having voting rights after notification to the Board President.
- Section 6. Order of business shall be conducted as follows:
1. Call to order
 2. Approval of minutes
 3. Treasurer's Report
 4. Agenda Items
 5. Old and unfinished business
 6. Any new business
 7. Adjournment
- Section 7. Five (5) board members are required to be present in order to create a quorum.

Article V – OFFICERS AND THEIR DUTIES

- Section 1. The following officers shall be nominated annually at the planning meeting of the Board of Directors, and become effective at the annual meeting each year. The positions include: Chair, Vice-Chair, and Treasurer with no more than 3 annual consecutive terms in any executive position.
- Section 2. The Board Chair shall call the meeting to order at the appointed time, preside at all meetings, announce the business before the corporation in its proper order, state and put all questions properly brought before the board, decide all questions of order (subject to an appeal), shall serve as an official representative of the corporation, and act as a liaison in dealing with any public or private groups or individuals.
- Section 3. The Board Vice-Chair shall perform the duties and responsibilities of the Chair whenever the Chair is absent or unable to perform his duties.
- Section 4. The Board Secretary, or appointed person to such role, shall record and file the minutes of meetings, shall prepare and mail an agenda to each member proceeding each regular meeting, shall conduct communications with outside individuals and/or groups as requested, shall notify the public of meetings by notification to the press, and shall notify members of special meetings to be held.
- Section 5. The Board Treasurer shall be responsible for the preparation of the request for town appropriated monies, for the safekeeping of monies made available to the corporation, for the disbursement of all monies provided that all expenses exceeding \$5,000.00 have received prior approval by the full Board, maintaining adequate records of all financial transactions, for the submitting of reports at each regular meeting, and shall perform any other duties necessary for maintaining the budget according to laws governing a non-profit corporation. All checks have to be approved by designated Board Treasurer or designated executive officer.

Article VI – AUDITS

- Section 1. The board shall have a yearly audit done of its finances.
- Section 2. The board shall select an auditor on a yearly basis.
- Section 3. The auditor's report shall be made available to the Board of Selectmen and the public.

Article VII – COMMITTEES

- Section 1. When necessary, this corporation shall form subcommittees to perform specific duties or to handle specific problems.
- Section 2. The Board shall select members for each subcommittee.
- Section 3. Membership of a specific committee shall terminate when the committee assignment is accomplished or the member steps down off of the committee, or yearly when officers are elected.

Article VIII – VIOLATIONS

- Section 1. Two-thirds of all members may suspend or expel after proof of appropriate cause.
- Section 2. A violation of any by-laws now standing or later adopted may be grounds for dismissal by a two-thirds majority vote of the corporation directors at a regular meeting.
- Section 3. Any member absent from two-thirds of the regular corporation meetings shall be refused recommendation for reappointment to the board.

Article IX – AMENDMENTS

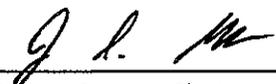
- Section 1. Amendments to the by-laws may be made at any time by a majority vote of the corporation, provided one week's prior notice is given of such meeting to each member.

Amended: ___April 14, 2015___

Skowhegan Economic Development Corporation
By-Laws

SIGNATURE PAGE

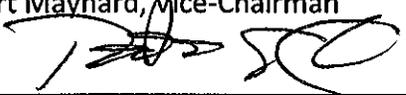
Adoption of By-Laws. The signatures herein certify these By-Laws, dated May 11, 2016, have received close scrutiny and have been approved by the Skowhegan Economic Development Corporation Board of Directors and are deemed both fair and necessary for maintenance and proper order in conducting SEDC business.

 05/11/16

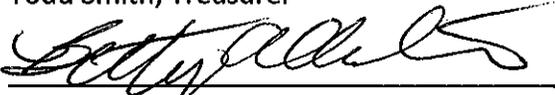
Jason Gayne, Chairman



Kurt Maynard, Vice-Chairman



Todd Smith, Treasurer

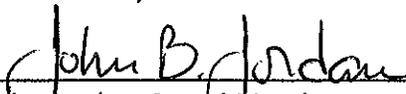


Betty Austin, Board Member

Sally Dwyer, Board Member

Billy Finley, Board Member


Reid Gibson, Board Member



John Jordan, Board Member



Doreen Poulin, Board Member