

BYLAWS OF THE
Maine Connectivity Authority

These bylaws have been adopted by the Maine Connectivity Authority Board of Directors consistent with 35-A MRSA section 9405(3).

ARTICLE I

Name

The name of this entity shall be the “Maine Connectivity Authority.”

ARTICLE II

Offices

Section 1. **Principal Office.** The principal office for the transaction of the business of the Authority shall be located in the State of Maine at the location selected from time to time by the Board of Directors.

Section 2. **Other Offices.** The Board of Directors may at any time establish branch or subordinate offices at any place or places, within or without the State of Maine.

ARTICLE III

Purposes

This Authority has been established for the public purposes established in Title 35-A of the Maine Revised Statutes Annotated Chapter 94-A (P.L. 2001, Chapter 363).

ARTICLE VI

Board of Directors

Section 1. **Number.** The number of directors shall be twelve, including eleven voting members and one non-voting member.

Section 2. **Selection and Qualification.** The first board of Directors shall be appointed as follows:

Seven voting members appointed by the Governor and confirmed by the Legislature as follows:

- (a) Three members who possess expertise in advanced communications technology infrastructure or communications service, including, but not limited to, expertise in network design, network operations and middle mile infrastructure;
- (b) One member representing communities in the State;
- (c) One member who possesses expertise in banking or financial lending, including, but not limited to, expertise in the provision of loans or other capital investments for infrastructure deployment in the State;
- (d) One member who possesses expertise in education system needs; and
- (e) One member who possesses expertise in telehealth delivery and telehealth system needs; and

Four ex officio voting members as follows:

- (f) The Commissioner of Economic and Community Development or the commissioner's designee;
- (g) The Chancellor of the University of Maine System or the chancellor's designee;
- (h) The Chief Executive Officer of the Finance Authority of Maine or the officer's designee; and
- (i) The Chief Information Officer within the Department of Administrative and Financial Services or the officer's designee.; and
- (j) One non-voting director shall be the Maine Connectivity Authority President.

Section 3. **Term.** The members of the Board of Directors shall hold office until their successor shall have been elected and qualified. The term of the Directors of the Board appointed by the Governor shall be for three (3) year terms, except that the terms of the initial seven Governor-appointed director terms shall be staggered as follows: two positions are 1-year terms; two positions are 2-year terms; and three positions are 3-year terms. Directors who serve

on the board by virtue of their office (or their designees) serve terms coincident with the Director's term in office. Except as specifically provided by law controlling appointments to statutory boards or commissions, no director may be removed from office before the expiration of such director's term. If a member appointed by the Governor fails to serve until the expiration of the member's term, the Governor may appoint a replacement member for the remainder of that member's term.

Section 4. **Vacancies.** Any vacancy in the Board of Directors shall be filled at the time such vacancy arises in the manner consistent with the provisions of Article VI, Sections 2 and 3 above for the appointed or ex officio director position left vacant. A director appointed to fill a vacancy shall be appointed for the unexpired term of his predecessor in office. Any director may resign from office by delivering a written resignation to the Chair or Vice-Chair.

Section 5. **Powers.** The Board of Directors shall govern and exercise all powers of the Authority, managing and controlling the business, property and affairs of the Authority.

Section 6. **Compensation.** The appointed members of the Board of Directors are entitled to receive reimbursement at the legislative rate for necessary expenses for their attendance at authorized meetings of the Board of Directors.

ARTICLE VII

Meetings of the Board of Directors

Section 1. **Annual Meeting.** The annual meeting of the Board of Directors shall be held in the month of September each year at such time and place as the Board of Directors may determine. Each director shall be notified of the time, place and date of such meeting at least three days in advance thereof in writing, by telephone, by electronic medium, or in person by the Chair, the Vice-Chair, or the Treasurer of the Authority, and public notice of the meeting time shall be given consistent with 1 MRS § 406.

Section 2. **Special Meetings.** Special meetings of the Board of Directors may be called by the Chair, Vice-Chair, or a majority of the Board of Directors. The person or persons calling the special meeting shall fix the time and place thereof. Unless notice of a special meeting is waived in the manner prescribed by law or these bylaws, notice of each special meeting of the Board of Directors, in writing, by telephone, by electronic medium, or in person, shall be given by the person or persons calling the special meeting at least 48 hours in advance thereof. Public notice of the meeting time shall be given consistent with 1 MRS § 406. Neither the business to be

transacted at, nor the purpose of, any annual or special meeting of the Board of Directors need be specified in the notice of the meeting, except as required by 1 MRS § 406.

Section 3. **Attendance as Waiver of Notice.** Attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except if a director attends for the express purpose, stated at the commencement of the meeting, of objecting to the transaction of any business because the meeting has not been lawfully convened.

Section 4. **Attendance by Telephonic or Electronic Medium.** Members of the board of directors, or any committee designated by such board, may participate in a meeting of such board or committee by means of a conference telephone or similar communications equipment (e.g. electronic meeting services) by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this subsection shall constitute presence in person at such meeting.

Section 5. **Quorum and Vote Required.** At any meeting of the directors, six directors then in office shall constitute a quorum for the transaction of business. Any meeting may be adjourned from time to time by a majority of the votes cast by voting directors upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice if the time and place to which it is adjourned are fixed and announced at the time of adjournment. The vote of a majority of the voting directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the vote of a greater number is required elsewhere in these bylaws or by law.

Section 6. **Action by Consent.** Any action required or permitted to be taken at a meeting of the directors, or of a committee of the directors, may be taken without a meeting if all of the directors, or all of the members of the committee, as the case may be, sign written consents setting forth the action taken or to be taken, at any time before or after the intended effective date of such action. Such consents shall be filed with the minutes of directors' meetings or committee meetings, as the case may be, and shall have, and may be stated by any officer of the Authority to have, the same effect as a unanimous vote or resolution of the Board of Directors or such committee at a duly convened meeting hereof.

ARTICLE VIII

Committees

Section 1. **Executive Committee.** The Board of Directors, by resolution, may elect an

executive committee of not fewer than three members who, in intervals between meetings of the Board, may transact such business of the Authority as the Board of Directors may authorize from time to time. The Board may delegate to such executive committee all the authority of the Board of Directors and the management of the Authority's business and affairs, except as limited by law or by the resolution establishing the executive committee or by any other resolution thereafter adopted by the Board of Directors. Vacancies in the membership of the executive committee shall be filled by resolution adopted by the Board of Directors then in office. Members of the executive committee may be removed from membership on such committee, with or without cause, by resolution adopted by the Board of Directors. So far as practicable, the provisions of these by-laws relating to the convening and conduct of the meetings of the Board of Directors shall govern the convening and conduct of the meetings of the executive committee.

Section 2. **Other Committees.** The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees as the Board of Directors deems necessary, each of which shall consist of one or more directors and such other persons as designated by Board resolution, which committee shall have and may exercise all of the authority of the Board of Directors in the management of the Authority's business and affairs as shall be provided in such resolution except as otherwise required by law. Vacancies in the membership of a committee shall be filled by resolution adopted by the Board of Directors then in office. Members of a committee may be removed from membership on such committee, with or without cause, by resolution adopted by the Board of Directors. So far as practicable, the provisions of these bylaws relating to the convening and conduct of meetings of the Board of Directors shall govern the convening and conduct of meetings of the committee.

ARTICLE IX

Officers

Section 1. **Number.** The Board of Directors shall choose from among themselves a Chair, a Vice-Chair, Secretary, and a Treasurer. Each officer serves for a one (1) year term and is eligible for re-election. The Maine Connectivity Authority President shall serve as the President of the Authority.

Section 2. **Additional Officers.** The Board of Directors may appoint such other officers as it shall deem appropriate, and such other officers shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

Section 3. **Compensation of Officers.** The compensation of all officers of the Authority shall be fixed by the Board of Directors. In the absence of any action of the Board fixing such compensation, the officers of the Authority shall serve without compensation.

Section 4. **Vacancies, Term and Removal.** The Chair, the Vice-Chair, Secretary and the Treasurer of the Authority shall hold office until their successors are chosen by the Board of Directors. Other officers shall hold office at the pleasure of the Chair. Any officer elected or appointed by the Board of Directors may be removed at any time by the Board of Directors, with or without cause. Any vacancy occurring in any office of the Authority may be filled at the time it arises or at any time thereafter by the Board of Directors.

Section 5. **President.** The President shall be the chief executive officer of the Authority and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall manage the Authority's programs, services and staff, and shall perform such other duties and have such other powers as the Board of Directors or the Chair may from time to time prescribe.

Section 6. **Chair.** The Chair shall preside at all meetings of the Board of Directors.

Section 7. **Vice-Chair.** The Vice-Chair shall, in case of the absence or disability of the Chair and in the order of precedence that the Board of Directors shall designate, perform the duties and exercise the powers of the Chair. In addition, the Vice-Chair shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe. The shall attend all meetings of the Board of Directors and ensure a record all the proceedings of the Board of Directors, and shall perform like duties for the executive committee, if any. ~~The Vice Chair shall have authority to affix the corporate seal to any instrument requiring it and when so affixed, it may be attested by the Vice Chair's signature. The Board of Directors may give general authority to any other officer to affix the seal of the Authority and to attest the same.~~

Section 8. **Secretary.** The Secretary shall attend all meetings of the Board of Directors and record all the proceedings of the Board of Directors in a book kept for that purpose, and shall perform like duties for the executive committee, if any. The Secretary shall perform such other duties as may be prescribed by the Board of Directors or the Chair. The Secretary shall have authority to affix the corporate seal to any instrument requiring it and when so affixed, it may be attested by the Secretary's signature. The Board of Directors may give general authority to any other officer to affix the seal of the corporation and to attest the same.

Section 9. **Treasurer.** The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books kept for that purpose. The Treasurer shall perform such other duties as may be prescribed by the Board of Directors or the Chair.

Indemnification

Section 1. **Right to Indemnification.**

(a) The Authority shall, under the circumstances and conditions described in subsection (b) of this Section 1, indemnify, to the maximum extent permitted and in the manner provided by law, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative, by reason of, connected with or arising out of such person's service as a director or officer of the Authority against expenses, including attorneys' fees, judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding; provided, however, that no indemnification shall be provided for any person with respect to any matter as to which such person shall have been finally adjudicated not to have acted in good faith and in the reasonable belief that such person's action or failure to act was in the best interests of the Authority or, with respect to any criminal action or proceeding, as to which such person had reasonable cause to believe that such person's conduct was unlawful.

(b) Any indemnification described in subsection (a) of this Section 1, unless ordered by a court, shall be made by the Authority only as authorized in the specific case upon a determination that indemnification of the director or officer is proper under the circumstances because the director or officer has met the applicable standard of conduct set forth in subsection (a) of this Section 1. The determination as to whether any person acted in good faith and that indemnification is proper shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who are not parties to such action, suit or proceeding, or if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

(c) Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Authority in advance of the final disposition thereof upon receipt of an undertaking by or on behalf of the director or officer claiming indemnification pursuant to this section to repay such amount unless it shall ultimately be determined, in accordance with the foregoing provisions of this Section, that such person is entitled to indemnification by the Authority.

(d) The foregoing rights of indemnification shall not be deemed exclusive of any other rights to which any person seeking indemnification under this Section may be entitled pursuant to any agreement, vote of disinterested directors, or otherwise, and shall continue as to any such person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

Financial Matters

Section 1. **Deposit of Funds.** All funds of the Authority not otherwise employed shall be deposited in such banks or trust companies or with such bankers or other depositaries as the Board of Directors may from time to time determine.

Section 2. **Checks.** All checks, drafts, endorsements, contracts, agreements, notes and evidences of indebtedness of the Authority shall be signed by such officer or officers or agent or agents of the Authority and in such manner as the Board of Directors may from time to time determine.

Section 3. **Fiscal Year.** The fiscal year of the Authority shall end on June 30.

Section 4. **Conflicts of Interest.** A member of the Authority may not participate in any decision on any contract entered into by the authority under this chapter if that member has any interest, direct or indirect, in any firm, partnership, corporation or association that is party to the contract. The interest must be disclosed to the Authority in writing and must be set forth in the minutes of the Authority.

Section 5. **Fiscal Duties.** The Authority is the fiscal agent of the State for all funds appropriated or allocated to it by the State of Maine, and the Authority shall comply with all requirements of 35-A MRSA Ch. 9405 as amended from time to time, with respect to such funds.

ARTICLE XII

Corporate Seal

The seal of the Authority shall be circular in form and shall bear the words and figures "Maine Connectivity Authority," the word "Maine" and the year 2021. The form of such seal may be altered from time to time by the Board of Directors.

ARTICLE XIII

Amendment of Bylaws

The bylaws of the Authority shall be subject to amendment or repeal, and new bylaws may be made, by a majority vote of the Board of Directors at any annual or special meeting thereof.