

RUMFORD WATER DISTRICT BYLAWS

ARTICLE I

Section 1 In accordance with the District's Legislative Charter, Chapter 290, Private and Special Laws of the State of Maine, 1911 Section 9, as amended most recently by Ch. 14, Private and Special Laws of the State of Maine, 2016, the Board of Trustees shall comprise of three members who are residents of the District. Members of the Board of Trustees shall be chosen and appointed by the Selectmen of the Town of Rumford at their July Organizational Meeting, where individual appointments are made for three-year terms and as to have one term expire each year. The term of each Trustee shall end on the first Monday in August immediately following the end of the term for which the Trustee was appointed except that a Trustee shall serve until a successor is appointed. The Board of Selectmen shall either re-appoint a member at his or her expired term or appoint a successor to serve a full term of three years. In the case of any other vacancy on the Board of Trustees arises, the Selectmen shall fill that vacancy in like manner for the unexpired term created by that vacancy. Appointees shall be duly sworn in by the Town Clerk. A copy of each appointment shall be kept on record at the office of the District. In the event of any vacant office on the Board of Trustees, the remaining members may, in the interim, hold election of members to fill any unexpired term of the Water District's Office created by said vacancy.

ARTICLE II MEETINGS

Section 1 The annual meeting of the Board of Trustees for the election of officers of the Board and the transaction of other business shall be held during the first week of August in each year at the principal office of the District in Rumford, Maine, or at such other place within the State of Maine as the Trustees may determine. In the event that such annual meeting is omitted on the date herein provided therefore, a subsequent meeting may be held in place thereof, and any business transacted or elections held at such meeting shall have the same effect as if transacted or held at the meeting. Such subsequent meeting shall be called in the same manner as provided for special meetings of the Board of Trustees.

Section 2 Regular meetings of the Board of Trustees shall be held at the principal office of the District in Rumford, Maine, or at such other place within the State of Maine as the

Trustees may determine and at a date and time set by a vote of the majority of the Trustees present at the previous regular meeting of the Board.

Section 3 Special meetings of the Board of Trustees and a change in the date of a regular meeting may be called for by the President or any two Trustees, or by the Clerk upon request of the President or any two Trustees, by giving notice of the time and place of such meeting and the object for which it is called, in the manner provided by these Bylaws for giving notice of trustees' meetings.

Section 4 Notice of all meetings of the Board of Trustees, other than regular meetings shall be sent by the Clerk, or other person authorized to give the same by these Bylaws, by mail or by hand, to each Trustee at his registered address at least three (3) days prior to the date of the meeting. A copy of that notice shall be emailed to each Trustee on the date of mailing at the email address on each Trustee on file with the records of the District. An affidavit of such mailing or delivery made by the Clerk or other duly authorized person, with a copy of the notice attached, shall be sufficient proof of such notice.

Section 5 At any meeting of the Board of Trustees, a majority of the Trustees shall constitute a quorum for the transaction of business, but a lesser number may adjourn any meeting from time to time and the meeting may be held as adjourned without further notice. When a quorum is present, a majority of the Trustees present at such meeting shall decide any question brought before such meeting, unless otherwise provided by law or by these Bylaws.

ARTICLE III

OFFICERS

Section 1 The officers of the Board of Trustees shall be a President, a Treasurer, a Clerk, and such additional officers as the Trustees may deem expedient for the proper conduct and management of the District, who shall be elected by ballot at the annual meeting of the Board of Trustees and shall hold office for one year and until their successors are elected and qualified, unless their term is sooner terminated as hereinafter provided. The President must be and remain a member of the Board of Trustees. The Trustees, in their discretion, may appoint additional officers of the Board and prescribe their duties.

Section 2 The Board of Trustees shall point a Superintendent, who shall be the administrative head of the District, and who shall hold office at the pleasure of the Trustees and who shall be removable by a two-thirds (2/3) vote of the Trustees.

Section 3 The foreman and all department heads of the District shall be appointed by the Superintendent, after confirmation by the Board of Trustees. Other employees of the District shall be appointed by the Superintendent, provided that the position shall first have been approved by the Board.

Section 4 All employees of the District, other than the officers elected pursuant to Section 1 hereof and the Superintendent, shall hold their employment at the pleasure of the Superintendent, except that the foreman may only be removed with the consent of a majority of the Trustees.

ARTICLE IV

PRESIDENT

Section 1 The President shall preside at all meetings of the Board of Trustees when present, at which meetings he shall have a right to vote, and shall perform all the duties commonly incident to his office, and such other duties as these Bylaws or the Trustees shall designate.

ARTICLE V

TREASURER

Section 1 In the absence or disability of the President, the Treasurer shall have the powers and be subject to the duties of the President while the absence or disability of the President continues. He shall have such other powers and duties as these Bylaws or the Trustees from time to time shall prescribe.

Section 2 The Treasurer shall, under the administrative direction of the Superintendent, administer the financial affairs of the District and shall have the care and custody of the funds and securities of the District, all in accordance with generally accepted accounting principles. The Treasurer shall sign all contracts, deeds, bonds, notes, and evidence of indebtedness and obligations of the District, as approved by the Trustees and all bonds, notes and other evidence of indebtedness shall be countersigned by the President and shall have inscribed on their face the corporate name of the District. The Treasurer shall keep or cause to be kept accurate books of account, which shall be open at all times to any Trustee. The Treasurer shall furnish such reports and shall perform all other duties commonly incident to his office and such other duties as shall be prescribed by the Superintendent and/or the Board of Trustees. He shall be bonded for the faithful discharge of his duties in a sum, and with such sureties, as the Trustees from time to time shall require.

During the absence or disability of the Treasurer, the President shall have the powers and duties of that office.

ARTICLE VI

CLERK

Section 1 The Clerk shall be present at all meetings of the Board of Trustees and shall keep an accurate record of the proceedings of such meetings in books provided for the purpose, which books shall be open at all reasonable times to the inspection of any Trustee, and shall perform such other duties and have such other powers as shall be prescribed by the Board of Trustees by these Bylaws or by law. In the absence of the Clerk at any meeting, a Clerk protem may be chosen, who shall record the proceedings of such meeting in the foresaid books. The Clerk shall be sworn.

Section 2 The Clerk shall record the names of the Trustees absent from any meeting of the Board of Trustees. The Clerk shall also, at the request of any absent member, enter upon the records of any special meeting the approval or disapproval of such member of any action taken at such meeting.

ARTICLE VII

SUPERINTENDENT

Section 1 The Superintendent shall be the administrative head of all activities of the District under the policy guidance and governance of the Board of Trustees, and shall have such other powers and duties as the Trustees from time to time shall prescribe. The Superintendent shall keep the Board of Trustees fully informed at all times as to the status of District activities. The Superintendent will attend all meetings of the Trustees except when excused from executive session by vote of the Trustees. In the absence or disability of the Superintendent, the foreman shall have the powers and be subject to the duties of the Superintendent while the absence or disability of the Superintendent continues. The Superintendent shall have such other powers and duties as these Bylaws or the Trustees from time to time shall prescribe.

ARTICLE VIII

DISTRICT STAFF

Section 1 The organization and staffing of the District shall be as the Board of Trustees shall prescribe, and the Superintendent shall assign duties and responsibilities to the various employees of the District in accordance with the approved organization and staffing plan

The Superintendent may re-allocate such duties and responsibilities, when, in his opinion, a critical need exists but, should he do so, he shall provide a full report citing his reasons and the steps taken at the next meeting of the Board of Directors.

ARTICLE IX

AUDIT

Section 1 Prior to the filing with the municipal officers of the detailed annual report required by Section 3 of the Charter of the District, and as much oftener as the Trustees may prescribe, there shall be made a full and detailed examination of the financial affairs of the District and the methods employed in conducting its business affairs, and for this purpose the Trustees shall at the annual meeting each year appoint an experienced auditor, who shall make a full and detailed examination of the books, vouchers, and other papers relating to the financial affairs of the District, as well as the method employed by the District in conducting its business affairs, including a careful examination of the reports of the Trustees of the sinking funds as to the receipts, expenditures and the inventory of securities held in such funds. The Auditor may accept the signed reports of said Trustees for including in his report. As soon as practicable after the completion of his examination, the Auditor shall submit to the Trustees a report in triplicate showing the results thereof and containing any suggestions or recommendations he may deem important for improving the business methods of the District.

Section 2 The Auditor's report shall be incorporated in the annual report filed by the Trustees with the municipal officers as required by the Charter, and shall be printed for distribution to any interested person.

Section 3 The Auditor's report shall be incorporated in the annual report filed by the Trustees with the Public Utilities Commission of the State of Maine as required by law.

ARTICLE X

COMMITTEES

The Board of Trustees shall appoint such committees or agents as it may deem expedient and convenient for the proper management of the affairs of the District.

ARTICLE XI

SALARIES

The Board of Trustees shall fix and alter the compensation and salaries of the officers and employees of the District, other than the Trustees and make recommendations to the Selectmen of the compensation to which it believes the Trustees are entitled..

ARTICLE XII
AMENDMENTS

These Bylaws may be altered, amended or repealed at any meeting of the Board of Trustees by majority vote of the Trustees, provided that in the notice of such meeting a notice of such intended alteration, amendment or repeal be given, and provided further that no such alteration, amendment or repeal shall be passed until it has been read at two separate meetings of the Board of Trustees.

ARTICLE XIII
FISCAL YEAR

The fiscal year of the District shall begin on the first day of January and end on the last day of December in each year, and the Treasurer shall make up his annual accounts to the first day of January.

ARTICLE XIV
INDEMNIFICATION

The District shall indemnify and save harmless any person who may serve or who has served at any time as a member of the Board of Trustees or as an officer or administrator of the District and the respective heirs, executors, administrators, and assigns of said person against any and all expense (including but not limited to attorneys' fees, amounts paid upon judgments, and amount paid in settlement before or after any litigation is commenced) actually and necessarily incurred by said person in connection with the defense or settlement of any claim, action, suit or proceeding in which said person is made a part or is threatened to become a party or which may be asserted against said person, by reason of serving in such capacity, if said person acted in good faith, and in a manner reasonably believed to be in, or not oppose to, the best interest of the District, and with respect to any criminal action or proceeding, had no reasonable cause to believe such conduct to be unlawful. An officer or administrator shall include only those persons who have been elected by the Board of Trustees or individually appointed to position by the Superintendent and approved by the Board of Trustees. Said indemnification shall be in addition to any other

rights to which the person indemnified may be entitled under any law, statute, agreement, vote of the Board of Trustees or otherwise.

ARTICLE XV

SEAL

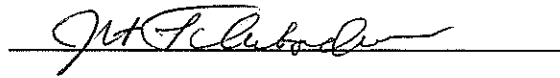
The seal of this District shall be circular in form with the name of the District, the word "Maine" and the year of its formation so engraved on its face that it may be embossed on paper by pressure, provided that the Board of Trustees may adopt a Maine common embossing-type seal or a wafer seal in any form in respect of any particular document or instrument, in which case such embossing-type or wafer seal affixed to such document or instrument shall be the seal of this District thereon for all purposes provided by law.

RUMFORD WATER DISTRICT

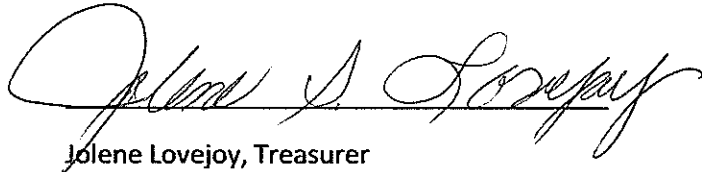
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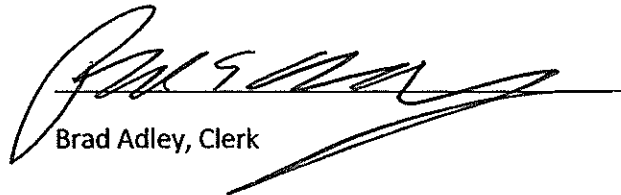
WEDNESDAY, MAY 2, 2018

A handwritten signature in black ink, appearing to read "Jim Thibodeau", written over a horizontal line.

Jim Thibodeau, President

A handwritten signature in black ink, appearing to read "Jolene Lovejoy", written over a horizontal line.

Jolene Lovejoy, Treasurer

A handwritten signature in black ink, appearing to read "Brad Adley", written over a horizontal line.

Brad Adley, Clerk