

## **Town of Camden - Select Board Bylaws**

### **SECTION 1 - PURPOSE & SCOPE**

The purpose of these bylaws is to establish reasonable rules of procedure for Board meetings and to promote the fair, orderly, and efficient conduct of the Board's proceedings and affairs. These bylaws shall govern the Board's practices and procedures except as otherwise provided by law and shall be liberally construed to accomplish their purpose. This policy complies with the town Charter and shall be judiciously understood to accomplish its purpose. Conditions not addressed in the town Charter, or this policy shall be governed by the general law.

### **SECTION 2 - OFFICERS & DUTIES**

- A) Following the day of the Annual June Election, or as soon thereafter as practical, new Select Board members shall be sworn to the faithful discharge of their duties by the Town Clerk or by any other person authorized to administer the oath. Pursuant to the Town Charter (Section 2.06), the members of the newly constituted Select Board shall meet within 24 hours after the election for their organizational meeting to elect a Chair and Vice Chair for the ensuing year. Should the terms of the Chair or Vice Chair expire prior to the Board having elected replacements, then the tenured serving remaining member(s) shall act as interim(s) until the election has been held.
- B) The Chair or his/her designee shall have the following responsibilities:
1. Serve as the official spokesperson of the Board.
  2. Preside over all meetings of the Board to maintain order and determine the course of proceedings.
  3. Establish the schedule and agendas of the Board and
  4. Ensure that the Board develop and maintain these bylaws.
- C) In the event of an emergency requiring input from the Chair, and neither the Chair or the Vice Chair can be contacted, the most tenured Select Board member available will assume the role as Chair until the Chair or Vice Chair is available.
- D) The Select Board retains authority to rule on questions of evidence and procedure. Any action as may be necessary and not inconsistent with these bylaws or other law to enable the Select Board to perform its duties and conduct its affairs shall be taken by vote of the Select Board members present.

In the event the Chair ceases to serve as a Select Board member, resigns as Chair, or is otherwise unable to discharge his or her duties prior to the end of their term, the Board shall elect a new Chair as soon as practicable. In the absence of the Chair, the Vice Chair shall preside and shall have the same authority.

- E) The Board shall designate a recording secretary who shall maintain a permanent record of all Board meetings and all correspondence of the Board, which shall be public record except as otherwise provided by law.
- F) Board members shall notify the Town Manager (or his/her designee) prior to Board meetings if they are unable to attend.
- G) Board members seeking a formal legal opinion/advice will make their request through the Select Board Chair, who will initiate contact with the Town Attorney through the Town Manager.
- H) Direct assignment requests of the Town Manager shall be put forth by a consensus of the Board, and not an individualized basis.

### **SECTION 3 – MEETINGS**

- A) The Select Board shall meet in accordance with the annual schedule approved by the board and published on the Town website, unless the Chair decides to hold special meetings and workshops, or not hold a scheduled meeting.
- B) The Select Board meets in public to discharge its regular duties. Although public, the Select Board meeting is not a public hearing.<sup>1</sup>
- C) The Select Board may call special/emergency meetings as are necessary and must give notice as required by law.
- D) Special meetings may be called at the discretion of the Chair, or upon the request of the majority of the Board, if notice thereof shall be given to each member and the public at least 24 hours in advance and that no business is conducted other than as specified in said notice.
- E) Notice of all Board meetings shall be given as required by law, and all such meetings shall be open to the public except as otherwise provided by law. While the meetings are open to the public there is no requirement for the public to participate other than at public hearings.
- F) No business shall be conducted by the Board except at a duly called and noticed meeting or without a quorum of members of the Board being present. Section 12 c of the Town Charter stipulates that “three members of the Board shall constitute a quorum. No action of the Board shall be binding or valid unless adopted in the affirmative vote of three-fifths of the Board members”.
- G) Three members are required to be present to form a quorum.
- H) Select Board Meeting Agenda Development Procedures:
  - 1. The agenda is developed by the Select Board Chair and Town Manager by Wednesday of the week prior to the meeting.
  - 2. The agenda will include input from the Select Board members, with requests to be submitted to the Select Board Chair on the Tuesday prior to the regularly scheduled meeting, Town Manager and Select Board’s issues log.
  - 3. The agenda packet will be published by the Friday prior to the meeting.
  - 4. Any Board member may make a motion for adjustments to the agenda or to add discussion item(s) to the agenda. Proposed agenda adjustments require three (3) affirmative votes from Select Board members to prevail; and to adding discussion items to the agenda requires four (4) affirmative votes.
- I) General Order of Select Board Meetings:
  - 1. Call to Order
  - 2. Public Comment on Non-Agenda Items
  - 3. Adoption and adjustments to the Agenda
  - 4. Approval of prior Meeting Minutes
  - 5. Public Hearings
  - 6. Consent Agenda Items

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<sup>1</sup> Public Hearings are defined in MRSA Title 1: General Provisions, Chapter 13 Public Records and Meetings and Proceedings; §403 Meetings to be open to public; record of meetings; excluding §405 Executive Sessions are not open to the public or recorded.)  
 Select Board Bylaws: Developed January 2022

7. Action Items
8. Discussion Items/Presentations: Presentations will not exceed 15 minutes. All questions and answers will take place at the conclusion of the presentation.
9. Management Reports & Communications
10. Select Board Reports
11. Adjournment

For transparency purposes the Bylaws should always contain a general outline of an agenda. The Chair has the discretion to change the order of the agenda.

- J) The agenda will be transmitted for publication or posted for notice:
1. In local news outlet for electronic publication
  2. On the town's website
  3. On the town's Facebook page
  4. At the Town Office
- K) Select Board Meeting Process:
1. Select Board members are expected to come prepared, having read the board packet. If no questions or requests for additional information are made prior to the meeting, the Board members will be expected to act on the proposed item(s) without delay.
  2. Agenda items can be tabled because new information has surfaced between the publication of the agenda and the board meeting, leaving Board Members insufficient time to review.
  3. Tabled items will be logged in the Issues Log. The Board will act diligently to avoid creating a backlog of tabled items.
  4. Each Select Board member will have the opportunity to make comment or ask questions on any agenda items after they are presented. Once all members have the opportunity to ask questions, receive answers and/or make comments, there is a rebuttal period where all members once again the opportunity have to speak. After the rebuttal period, action will be taken on any item where an action is required.
  5. Meetings will end at 9:00 pm, excluding any executive session(s). Meetings can be extended by a majority vote of the Board.
- L) Remote participation amongst Select Board members is permitted as per the Town of Camden's remote meeting policy.
- M) Select Board meetings will be recorded and broadcast on the government access Channel 1303 and are streamed on the town's YouTube Channel (<https://www.youtube.com/c/TownofCamdenMaine/videos>)
- N) All persons attending the Select Board meetings will be treated with respect.

#### **SECTION 4 - HEARINGS**

- A) Public Hearings of the Board shall be called as required by law or on such other occasions, as a majority of the Board may deem appropriate. Notice of all such hearings shall be given as required by law and shall include the date, time, and place of the hearing and a general description of the subject matter.
- B) The Chair shall convene all hearings by describing the purpose of the hearing and the general procedures to be followed.
- C) The Board may receive any oral or documentary evidence, but shall exclude irrelevant, immaterial, or unduly repetitious evidence, provided, however that formal rules of evidence shall not apply. Every party shall have the right to present its case in the order determined by the Chair, and without

interruption, provided, that the Chair may impose such reasonable time limits as may be necessary to ensure that all parties have an adequate opportunity to be heard. In any adjudicatory proceeding, including proceedings on licenses, permits or other approvals, every party shall also have the right to submit rebuttal evidence and to conduct cross-examination of any other party through the Chair, provided, however, that the Chair may impose such other reasonable limitations as may be necessary to prevent an abuse of process.

### **SECTION 5 - PARTICIPATION & VOTING**

- A) Any action of the Board requires a quorum of members to be present. Three votes in the affirmative will be required for passage of a motion.
- B) No member shall participate or *vote* in any matter in which the member has a conflict of interest or other disqualifications as defined by law. Any question of whether a member has such a conflict of interest or other disqualification shall be decided by majority *vote* of the remaining members.
- C) No member shall participate or *vote* in any adjudicatory proceeding, including proceedings on license, permits or other approvals, unless the member was present during all hearings thereon.

### **SECTION 6 – DECISIONS**

- A) All decisions of the Board shall be made within the time limits, if any, established by law.
- B) All final decisions shall be in writing, shall become a part of the Board’s permanent record, and shall, where required by law, include a statement of findings and conclusions and the reasons or basis, therefore.
- C) All such decisions, together with any recording or transcript of testimony and deliberations and any documents and exhibits, shall constitute a public record.
- D) The Board may reconsider any decision within 30 days of its original decision, provided, however, the following:
  - A member of the prevailing side of the vote brings forward the motion for reconsideration.
  - A majority of the vote approves the motion to reconsider.
  - Notice of any reconsideration shall be given to any party thereto a reasonable time in advance of the reconsideration.

The Board may conduct additional hearings and receive additional evidence and testimony as provided herein.

### **SECTION 7 - CONFLICT WITH LAWS**

Any conflict or inconsistency between these bylaws and any applicable law shall be resolved in favor of the law.

### **SECTION 8 - CONFLICT OF INTEREST**

- A) Members of the Select Board will identify if they, or another member of the board, find themselves in any of the following “conflict of interest” situations:
  1. Financial conflict of interest: Business interest or personal financial interest.
  2. Incompatibly of office: When a Select Board member holds a position with a conflicting duty with the Town (cannot be an employee of the Town while serving on the Select Board, this is addressed in the Town Charter. In addition, this can also include certain volunteer roles (i.e., election staff, school board member)
  3. Prohibited appointments or employment: An elected official cannot accept employment in

a position where they were on the Board that voted on the rate of compensation for the duration of their term plus 1 year. Do we need this SB members cannot be employees of town while serving as SB.

4. Bias: Emerges in areas of the Select Board's quasi-judicial functions, including the issuance of permits or governmental approval of any kind (land use, business licensing, awarding bids/contracts & employee discipline). Two types of bias:
  - i. Familial Bias: When a municipal officer has to decide on a matter involving a relative by blood or marriage.
  - ii. Prejudicial Bias: When a municipal official has a bias so strong that they cannot make an impartial decision.

B) Appearance of Conflict of Interest - Even when a Town official's conduct is not specifically prohibited by law, competing interests and personal relationships could create an appearance of wrongdoing that could undermine the public trust in the integrity and impartiality of local government. 30-A M.R.S.A. § 2605 addresses this issue by providing that Town officials shall "attempt to avoid the appearance of a conflict of interest by disclosure or by abstention."

C) In the event a Board member identifies they, or another member, has a conflict of interest, or perceived conflict, as identified above, they will inform the Select Board. The Select Board will vote by majority on whether the identified conflict of interest should or should not preclude the member from voting on the issue.

## **SECTION 9 - CODE OF CONDUCT**

Purpose and Scope - This section of the bylaws is to define the executive role and attendant duties of the Select Board in carrying out its policy functions as part of Camden's town government, and to clarify the separation of the Board's executive role from the legislative role of the Town Meeting and the administrative role of the Town Manager.

### A) Definitions

1. Town Meeting - Select Board - Town Manager form of government. Under this form of government, the legislative and executive functions are divided:
  - i. The Town Meeting performs the election function and the legislative function of adopting governmental policy, levying taxes, raising, and appropriating monies, and authorizing the contracting of debts, etc.
  - ii. The Select Board is the executive body that interprets, processes, and sets the policies of the town and chooses the course of action between town meetings, has ultimate administrative responsibility to see that the governmental policies are carried out (but must deal with administration solely through the Town Manager), and appoints and supervises the Town Manager.
  - iii. The Town Manager executes and carries out government and fiscal policies. The Select Board has direct responsibility for and authority over policy development functions. The Town Manager implements policy developed by the board or approved by Town Meeting and carries out the day-to-day operations of the town, as defined in the town Charter.

### B) Duties of the Select Board

1. A member of the Select Board, in relation to their community should:
  - i. Understand that their basic function is to make policy, with implementation and administration delegated to the Town Manager.

- ii. Understand that they should abide by and carry out all Board decisions once they are made.
- iii. Be well informed concerning the duties of a Board member on both local and state levels.
- iv. Remember that they represent the entire community but must make decisions based on their best judgement.
- v. Accept that the role of member is a means of unselfish service, not to benefit personally or politically from his or her Board activities.
- vi. Abide by the ethics guidelines established by the State and not use the position of Selectperson to obtain inside information on matters that may benefit someone personally.

2. A member of the Select Board, in their relations with the Town Manager, should:

- i. Endeavor to establish sound, clearly defined policies that will direct and support the administration of or the benefit of the staff and residents of the community.
- ii. Refuse to act on complaints as an individual outside of Staff, Department Heads, and the Town Manager.
- iii. Give the Town Manager full responsibility for discharging their disposition and/or solutions.
- iv. When a situation comes to the attention of a Board member, convey that information to the Town Manager for consideration and resolution of action as the Town Manager may deem appropriate. Inform the other Board members of suggestions and information conveyed to the Town Manager.
- v. Not give orders or directions to the Town Manager for action as an individual Board member.
- vi. Not give instructions or request assistance from Town department heads, but rather channel all such activities through the full Board and the Town Manager.

3. A member of the Select Board in their relations with fellow Board members, should:

- i. Recognize that action at official legal meetings is binding and that they alone cannot bind the Board outside of such meetings.
- ii. Not make statements or promises of how they will vote on matters that will come before the Board until they have an opportunity to hear the pros and cons of the issue during a Board meeting.
- iii. Uphold the intent of executive session and respect the privileged communication that exists in executive session.
- iv. Make decisions only after all facts on a question that has been presented and discussed.
- v. Refrain from communicating the position of the Select Board to anyone unless the full Board has previously agreed on both the position and the language of the statement conveying the position.
- vi. Treat with respect the rights of all members of the Board despite differences of opinion.

4. A member of the Select Board, in their relations with Town staff, should:

- i. Treat all staff as professionals and respect the abilities, experience, and dignity of each individual.
- ii. Limit contact to specific Town staff. Questions of Town staff and/or requests for additional background information should be directed only to the Town Manager.
- iii. Never publicly criticize an individual employee. Concerns about staff performance should only be made to the Town Manager through private conversation.
- iv. Ensure that all requests for staff support go through the Town Manager's office.
- v. Ensure that any materials or information provided to a Selectperson from a staff member be made available to all Select Board members.

### **SECTION 10 – COMMUNICATION**

The Select Board will endeavor to respond to inquiries/correspondence from the public to the greatest extent possible and practical. The intention of this section is to prevent a circumstance where an individual or group does not receive a response.

Any Select Board member contacted individually, will respond as they see fit. In instances when the entire Select Board is contacted and a response is requested on behalf of the Board, it is the responsibility of the Select Board Chair and Town Manager to respond or delegate the response to the most appropriate member of the Select Board. However, this does not preclude members of the Select Board from responding individually if they determine it appropriate to do so.

### **SECTION 11 - WAIVERS & AMENDMENTS**

These bylaws, or any provision thereof, may be waived on any occasion by majority vote of the Select Board unless others provided by the town Charter or state law. These bylaws may be amended at any time in writing by majority vote of the Select Board.

Approved and agreed to by the Select Board this 18th day of October 2022.

Select Board Chairperson  
Robert Falciani

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