

Milford Area Communication Center Board of Governors
BY-LAWS

ARTICLE I

The principal office of the governing board in the State of New Hampshire shall be located in the Town Hall in Milford, County of Hillsborough, State of New Hampshire or at such other place as the governing board may designate or as the business of the governing board may from time to time require.

ARTICLE II

MEMBERS:

The members of the governing board shall be those individuals appointed by the Selectmen and/or any subcommittee to which such authority has been delegated of the member towns to participate and serve as members of the governing board for the terms indicated herein. Such appointments will be made in writing to the Director for presentation to the sitting Board.

ARTICLE III

GOVERNING BOARD:

1) General Powers:

The business and affairs of the communication facilities created by the Inter-municipal Agreement for the provision of communications between the towns of Milford, Mont Vernon and Wilton shall be managed by the Governing Board. The Governing Board shall, in all cases, act as a board and they may adopt such rules and regulations for the conduct of their meetings as they deem proper so long as the same are not inconsistent with these by-laws or the laws of the State of New Hampshire.

2) Number, Tenure and Qualifications:

The number of members of the governing board shall be equal to the number of member towns subscribing to the above-mentioned agreement. Each town shall be entitled, pursuant to the foregoing provisions, to appoint a resident or employee of that town to the governing board which appointment shall be made to coincide with the calendar year by the Board of Selectmen of the respective member town. This shall not preclude any member from succeeding himself or herself if duly appointed and qualified. In the event a member has not been appointed, any single member of the Board of Selectmen may serve. The Town of Milford representative shall have two votes in all

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matters. The Town of Wilton representative shall have one vote in all matters. The Town of Mont Vernon representative shall have one vote in all matters.

3) Regular Meetings:

The regular meetings of the Governing Board shall be held on a monthly Basis on a date and time to be determined by the board.

4) Special Meetings:

Special Meetings of the Governing Board may be called by or at the request of the Director or by or at the request of at least two (2) of the members of the Governing Board qualified to vote. The person or persons authorized to call special meetings of the Governing Board may fix the place for holding any special meeting of the Governing Board called by them provided the same is located in one of the towns which are members of the within Agreement.

5) Notice:

Notice of any special meeting shall be given at least ten (10) days prior thereto by written notice mailed personally to each member of the Governing Board at his/her mailing address and at their respective Town Hall, which notice shall contain the subject matter of the proposed meeting.

6) Manner of Acting:

At any meeting of the Governing Board greater than fifty-one percent (>51%) of the Board Members qualified to vote shall constitute a quorum for the transaction of business, but if less than said number is present at a meeting a majority of the Governing Board present may adjourn the meeting from time to time without further notice unless the purpose of said meeting is the amendment of By-Laws in which case the procedure set forth below in Article VII. shall prevail. A simple majority shall be required to affirmatively pass any resolution before said Governing Board.

7) Removal of Members:

A member may not be removed except by an action authorized by the Board of Selectmen and/or the said subcommittee of the town that the respective member represents. Notification of such removal shall be made in writing to the Director for:

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presentation to the sitting Board. A new appointment to the Board of Governor's shall be made by the respective Board of Selectmen as in Article 2.

8) Resignation:

Any Board member wishing or needing to resign shall provide a letter of resignation to the Governing Board and to the Board of Selectmen and/or the said subcommittee of the town that the member represents at least thirty (30) days in advance.

ARTICLE IV

OFFICERS:

There shall be no officers of the communication facility but the Governing Board shall appoint or hire an administrator who shall be elected by the governing board and who shall serve at the pleasure of the Governing Board.

1) Duties:

The Director shall be the principal executive officer of the communications facilities and, subject to the control of the members, shall in general supervise and control all of the business and affairs of the corporation. He/she shall, when present, participate at all meetings of the members of the Governing Board but shall have no vote. He/she shall in general perform all duties incident to the office of Director and such other duties as may be prescribed by the Governing Board from time to time.

2) Bonding or Security for Performance:

The Director shall be required to execute a bond or some other document providing sufficient surety to the Governing Board and member towns to guarantee his proper performance of his duties. The cost of providing such a bond shall be borne as a charge against the annual operating budget of the Governing Board.

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ARTICLE V.

CONTRACTS, LOANS, CHECKS AND DEPOSITS:

All checks, drafts, orders for the payment of money, notes or other evidence of indebtedness as well as any other form of contract shall be signed on behalf of the facility only by the members of the Governing Board or such individual as they have authorized through specific action to act on their behalf.

DEPOSITS:

All funds of the facility shall be deposited in a timely manner to the credit of the facility in such banks, trust companies or other depositories as the Governing Board may select.

ARTICLE VI.

This fiscal year of the facility shall begin on the first (1st) day of January in each year.

ARTICLE VII.

Unless otherwise provided by law, these By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a vote of the members of the Governing Board representing a majority of all said members at any given time. It is hereby determined that no amendment of these By-Laws shall take place or shall the same be effective unless such amendment, alteration or repealing of said By-Laws is accomplished in the following manner:

- A. A motion to consider the alteration, amendment or replacement of By-Laws may be made at any regular meeting of the Governing Board as above provided.
- B. Such motion, once duly seconded, shall be sufficient to raise the issue of such Amendment repeal, etc. provided the following requirements are adhered to.

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- i. Once a motion to amend, alter, repeal or replace a By-Law has been made in the fashion set forth above the Governing Board shall take no further action with respect to that proposal at that time but shall immediately provide written notice of a meeting not less than ten (10) nor more than thirty (30) days from the date that such motion is made to each of the members of the Governing Board entitled to vote and such notice shall include a written ballot to be submitted such notice to facilitate the member receiving the same to note his or her preference with respect to the proposal.
- ii. The meeting thus noticed shall be held and the members of the Governing Board shall meet and a majority of the votes cast shall be sufficient to pass the proposal provided that a quorum, or fifty-one (51%) percent of the members of the Governing Board shall vote. Furthermore, members desiring to do so who are unable to attend the meeting for whatever reason may provide a sealed, written ballot in lieu of their voice vote in attendance at the meeting which shall be counted as if such member were present and voting there at.

ARTICLE VIII

The By-Laws of the Milford Area Communication Center Governing Board (BY-LAWS) shall in no way conflict with and shall be governed by the Intermunicipal Agreement for the Provision of Communications (AGREEMENT).

ARTICLE IX

Members of the Governing Board shall develop and put into place an Operations Business plan to be approved by the boards of selectmen of each member town.

- A. Said Operations Business plan shall be reviewed and updated as needed on no less than an annual basis.
- B. Said Operations Business Plan shall be completed and put into place within six months of adoption of these By-Laws