

# BYLAWS OF THE EFFICIENCY MAINE TRUST

## ARTICLE I. GENERAL PROVISIONS

- 1.1 Name.** The name of this trust is Efficiency Maine Trust (the “Trust”).
- 1.2 Principal Office.** The principal office of the Trust shall be at 151 Capitol Street, in the City of Augusta, County of Kennebec, and State of Maine. *[Amended January 25, 2012]*
- 1.3 Fiscal Year.** The fiscal year of the Trust beginning July 1 and ending June 30. *[Amended May 26, 2010]*
- 1.4 Seal.** The seal of the Trust shall be in the form of a circle and shall bear its name and the year of its organization, 2009. The Director of the Trust shall keep safe custody of the seal and have the power to affix the seal and attest the same. *[Amended January 25, 2012]*

## ARTICLE II. PURPOSES AND POWERS

**2.1 Purposes.** The Efficiency Maine Trust is established for the purposes set forth in the Efficiency Maine Trust Act, Title 35-A of the Maine Revised Statutes Annotated (“MRSA”), section 10101, *et seq.*, as may be amended (the “Act”), including without limitation, developing, planning, coordinating and implementing energy efficiency and alternative energy resources programs in the State of Maine (the “State”) to:

- (1) Provide uniform, integrated planning, program design and administration of energy programs;
- (2) Reduce energy costs and improve security of the state and local economies;
- (3) Ensure that all expenditures of the Trust are cost-effective in terms of avoided energy costs; and
- (4) Actively promote investment in cost-effective energy efficiency measures and systems that use alternative energy resources that reduce overall energy costs for consumers in the State.

**2.2 Powers.** The Trust has the powers and duties to do the following in accordance with the Act:

- (1) Administer and disburse funds and coordinate programs to promote energy efficiency and increased use of alternative energy resources in the State;
- (2) Plan, design and administer programs to ensure the principles set forth in the Act are met;
- (3) Develop quantifiable measures of performance to which it will hold accountable all

recipients of funding from the Trust and recipients of funds used to deliver energy efficiency and weatherization programs administered or funded by the Trust;

- (4) Develop in consultation with entities and agencies engaged in delivering efficiency programs in the State a triennial plan (the “Triennial Plan”), to authorize and govern or coordinate implementation of energy efficiency and weatherization programs in the State for submission to the Maine Public Utilities Commission (the “Commission”);
- (5) Submit an annual report to the Commission and the joint standing committee of the Legislature having jurisdiction over energy matters in accordance including:
  - a. actions taken by the Trust during the prior 12 months and programs that the Trust plans to implement during the next 12 months,
  - b. an accounting of assessments and expenditures,
  - c. any recommendations for law changes, and
  - d. the performance of the Trust and its programs and providers in meeting goals;
- (6) Update the annual report;
- (7) Establish by rule certification standards for energy auditors, installers of energy efficiency measures or other service providers that provide services under programs administered by the Trust;
- (8) Arrange for an independent evaluation of each major program implemented pursuant to the Act;
- (9) Adopt rules for establishing and administering the Trust and its programs;
- (10) Apply for and receive grants from state, federal, and private sources;
- (11) Establish an administrative fund; and
- (12) Develop and approve revenue bond projects as Efficiency Maine projects under Title 10, section 963-A, subsection 10-A (35-A MRSA Sec 10105(2)). *[Amended January 25, 2012]*

**2.3 Additional Powers.** The Trust has the powers and duties conveyed within the Act, other acts of the Legislature, the statutes, rules, Executive Orders or other sources of competent authority regardless of whether those powers and duties are specifically enumerated in the Bylaws. *[Amended January 25, 2012]*

### ARTICLE III. BOARD OF TRUSTEES

3.1. **Number.** The Board of Trustees (the “Board”) consists of 9 voting members.

3.2. **Selection.** The members are as follows:

- (1) The director of the Governor’s Office of Energy Independence and Security;
- (2) The director of the Maine State Housing Authority; and
- (3) Seven Trustees appointed by the Governor, reviewed by the joint standing committee of the Legislature having jurisdiction over energy matters and approved by the Senate including persons who adequately represent the interests of commercial energy consumers, industrial energy consumers, small business energy consumers, residential energy consumers and low-income energy consumers and persons with knowledge of and experience in financial matters and consumer advocacy and who possess substantial management expertise or knowledge of or experience with conservation fund programs, carbon reduction programs or energy efficiency or climate change policy.

3.3. **Term.** Appointed Trustees serve 3-year terms.

3.4. **Compensation.** The appointed Trustees are entitled to receive reimbursement at the legislative rate for necessary expenses for their attendance at authorized meetings of the Board of Trustees, to the extent authorized by 5 MRSA Chapter 379, Section 12004-G, Sub-section 10-C, as amended from time to time. *[Amended January 25, 2012]*

3.5. **Executive Committee.** The Board may elect an executive committee of not fewer than five Trustees who, in intervals between meetings of the Board, may transact such business of the Trust as the Board may authorize from time to time.

3.6. **Other Committees.** The board may establish such other committees as it deems appropriate to its functions. Such committees and their duties shall be established by the Board, and shall each be comprised of at least three Trustees.

### ARTICLE IV. MEETINGS OF THE BOARD OF TRUSTEES

4.1. **Place.** Meetings of the Board of Trustees shall be held at a location designated by the Chair. Public notice for any meeting shall be given by publication in the state newspaper or as otherwise required by law.

4.2. **Regular Meetings.** Regular meetings of the Board of Trustees shall be held no less than quarterly for the purposes of transacting such business as may be brought before the meeting. The Chair may reschedule a regular meeting with the consent of a majority of the Trustees.

4.3. **Special Meetings.** The Chair may, when the Chair deems it necessary or upon the written request of any two trustees specifying the business to be transacted, call a special meeting of the Trustees for the purpose of transacting such business as may be designated in the call.

4.4. **Notice of Proposed Amendment.** These bylaws may be amended only if the Trustees are each provided a copy of the proposed amendment to the bylaws along with a written notice of the meeting at least 30 days before the meeting at which the vote on the proposed amendment takes place.

4.5. **Quorum.** A majority of the Trustees constitutes a quorum. In the event that the either the director of the Governor's Office of Energy Independence and Security or the director of the Maine State Housing Authority is unable to attend a meeting, the deputy director of the agency may attend in place of the director, vote on matters coming before the Board at that meeting, and be counted toward satisfying the quorum requirement. [*Amended January 6, 2010*]

4.6. **Majority Vote.** The act of a majority of Trustees present at a meeting of the Board of Trustees at which a quorum is present shall be the act of the Board of Trustees unless a different number is required by law or these bylaws.

4.7. **Two-Thirds Vote.** Approval of the Triennial Plan requires an affirmative vote of two-thirds of the Trustees.

4.8. **Open Meetings.** The proceedings of the Board of Trustees are subject to the freedom of access laws, 1 MRSA chapter 13, except as specifically provided in the Act. Public notice shall be given for meetings of the Board of Trustees.

4.9. **Meetings of the Executive Committee.** Any meeting of the Executive Committee shall be subject to the same requirements as established by this Article for meetings of the Board of Trustees.

## ARTICLE V. OFFICERS

5.1. **Officers of the Board.** The Board of Trustees shall elect a Chair, a Vice Chair, a Secretary and a Treasurer from among the members.

- (1) **Chair.** The Chair shall preside at all meetings of the Board of Trustees and shall establish the order of business. The Chair shall have such other powers and duties as may be prescribed by the Board of Trustees.
- (2) **Vice Chair.** The Vice Chair shall perform such duties as the Board of Trustees shall prescribe. In the absence or disability of the Chair, the Chair's duties and powers shall be performed and exercised by the Vice Chair.
- (3) **Secretary.** The Secretary shall prepare and keep (or cause to be prepared and kept) the minutes of all meetings of the Board of Trustees and any committees of the

Board of Trustees and shall perform such other duties as may be prescribed by the Board of Trustees.

- (4) **Treasurer.** The Treasurer shall supervise and monitor the finances of the Trust and perform such other tasks as requested by the Board of Trustees.

**5.2. Terms of Officers of the Board.** Each officer serves for a one-year term from the date of election or until the next Board meeting following the one-year anniversary and is eligible for reelection. If any office becomes vacant for any reason, the Trustees shall elect a successor from among their members. In the absence of a Board meeting, the remaining members of the Executive Committee may elect an interim officer, who may serve until the next Board meeting when a replacement to fulfill balance of the term will be elected by the Trustees. *[Amended January, 25, 2012]*

**5.3. Director of Efficiency Maine Trust.** The Board shall appoint a qualified full-time director of the Trust in accordance with the Act.

## **ARTICLE VI. CONFLICTS OF INTEREST; FINANCIAL DISCLOSURE**

**6.1. Trustees.** Each trustee is an "executive employee" for purposes of Title 5, sections 18, 18-A and 19. A trustee or employee of the trust or a spouse or dependent child of any of those individuals may not receive any direct personal benefit from the activities of the trust in assisting any private entity. This section does not prohibit corporations or other entities with which a trustee is associated by reason of ownership or employment from participating in program activities with the trust if ownership or employment is made known to the board and the Trustee abstains from voting on matters relating to that participation.

**6.2. Director; employees.** The Director and the employees of the Trust are subject to the requirements applicable to "executive employees" pursuant to 5 MRSA section 18 and 18-A, and the Director is also subject to the requirements applicable to "executive employees" for purposes of 5 MRSA sections 19.

## **ARTICLE VII. AMENDMENTS**

These bylaws may be amended by resolution adopted by affirmative vote of the majority of the Trustees present at any meeting. Notice containing a description of the nature of the proposed amendment shall be mailed or e-mailed by the Chair or the Chair's designee to each Trustee at least thirty days in advance of the meeting, unless written notice is waived by a unanimous affirmative vote of all Trustees present and voting.

Adopted by the Efficiency Maine Trust Board of Trustees on November 18, 2009. Amended on January 6, 2010, May 26, 2010 and January 25, 2012