94-457 FINANCE AUTHORITY OF MAINE (FAME)

Chapter 802: BYLAWS GOVERNING THE ADMINISTRATION OF THE MAINE EDUCATIONAL LOAN PROGRAM

*(APA Office Note: this chapter has been relocated from the former Maine Educational Loan Authority to the Finance Authority of Maine; see 20-A MRS §11414 et seq. It will be amended, repealed and replaced, or repealed by FAME when appropriate.)*

SUMMARY: This rule establishes the bylaws that govern the administration of the Maine Educational Loan Program, including procedures for the conduct of regular business meetings.

1. NAME, OFFICE, SEAL

A. **Name**. The official name of the Authority is the Maine Educational Loan Authority.

B. **Office**. The general office of the Authority shall be at such place or places in the State of Maine as the Members of the Authority may from time to time designate by resolution.

C. **Seal**. The seal of the Maine Educational Loan Authority shall bear the name of the Authority and shall comply with 20-A M.R.S.A. §11417(1)(M).

**2. GOVERNING BODY, OFFICERS, DUTIES**

A. **Governing Body**. The governing body of the Authority shall be its Members, who are qualified and appointed according to the provisions of the Maine Educational Loan Authority Act, 20-A M.R.S.A. c. 417-A, as amended (the "Act").

The Members of the Authority shall have the power and duty to establish and revise, from time to time, rules pertaining to participation in programs of the Authority, issuing bonds and borrowing money by the Authority, a process for allocation and carry forward of that portion of the State of Maine ceiling on issuance of tax-exempt bonds allocated to the Authority pursuant to Title 10, chapter 9, servicing and collection of loans made pursuant to programs of the Authority and other policies governing the operation of the Authority. In addition, the Members of the Authority may, by resolution of the Members, determine that the Authority may borrow money in accordance with any such resolution. All contracts delegating the powers or duties of the Authority to another entity and all contracts for clerical and administrative services require the approval of a majority of the Members of the Authority and must be awarded by a competitive bidding process.

B. **Officers**

(a) **Number and Term**. The officers of the Authority shall be a Chair, a Vice Chair and a Secretary-Treasurer. The Chair, Vice Chair and Secretary-Treasurer shall be elected each year, by the Members from among the Members, for a term ending on the date of the next annual meeting; provided that each such term shall continue for such additional period of time until their replacements are duly elected.

(b) **Duties**. The duties of the officers shall be as follows:

(i) **Chair**. The Chair shall preside at all meetings of the Members, at which meetings he or she shall have the right to deliberate and vote, and shall perform such other duties as provided in the Act and as designated by resolution of the Members. He or she shall be authorized to sign all orders, contracts and other instruments made by the Authority.

(ii) **Vice Chair**. The Vice Chair shall have the powers and be charged with the duties of the Chair during the absence or disability of the Chair, or at any time at which the Chair cannot be located. He or she shall have such additional powers and duties as the Members from time to time prescribe by resolution.

(iii) **Secretary-Treasurer**. The Secretary-Treasurer shall (during the absence or disability of the Executive Director or at any time the Executive Director cannot be located) keep a record of the proceedings of the Authority and shall be custodian of all books, documents and papers filed with the Authority and of the minute book of the Authority and of its official seal. When necessary or required, the Secretary-Treasurer or the Executive Director shall affix the official seal to all orders, contracts and other instruments made by the Authority.

The Secretary-Treasurer shall supervise custody of all funds, properties and securities of the Authority, shall oversee the financial records of the Authority, shall cause such records to be made available to any Member of the Authority at all reasonable times upon reasonable request, and shall in general perform all duties incident to the office of Treasurer, subject to rules and regulations adopted by the Members.

(c) **Succession**. If the office of the Chair becomes permanently vacant, the Vice Chair shall automatically assume the role of Chair of the Authority until a new election shall be held.

(d) **Additional Duties**. The officers of the Authority shall perform such other duties and functions as may from time to time be required by the Members or these Bylaws or rules and regulations or resolutions of the Members.

(e) **Executive Director**. The Members shall appoint an Executive Director who shall serve in that capacity at the pleasure of the Members. The Executive Director need not be a full-time employee of the Authority. The Executive Director shall keep a record of the proceedings of the Authority, shall be the custodian of all books, documents and papers filed with the Members of the Authority, the minute book or journal of the Authority and its official seal, and may cause copies to be made of all minutes and other records and documents of the Authority, and may give certificates under the official seal of the Authority to the effect that the copies are true copies, and all persons dealing with the Authority may rely upon said certificates. Except as otherwise authorized by resolution of the Members, the Executive Director may sign orders, contracts and other instruments made by the Authority. All other powers and duties of the Authority, other than those set forth in Subsection A of Section 2 of this rule, shall be vested in the Executive Director who shall carry out such powers and duties in accordance with the Act, the rules of the Authority, the policies governing the operation of the Authority established by the Members, and these Bylaws.

**3. MEETINGS**

A. **Location**. All the meetings of the Members shall be held at the principal office of the Authority, or such other place in the State of Maine accessible to the public that is stated in the notice of such meeting.

B. **Annual Meeting**. An annual meeting of the Members shall be held during the month of September each year.

C. **Regular Meetings**. Regular meetings of the Members shall be held at such time or times as shall be determined by resolution of the Members. A regular meeting may be adjourned and reconvened on such date and at such place and time as is announced by the Executive Director or Chair at the meeting which is adjourned.

D. **Special Meetings**. The Chair of the Authority may, when he or she deems it expedient, and shall, upon the request of the Executive Director or any two Members of the Authority, call a special meeting. Notice of such meeting shall be given in accordance with Subsection E of this Section. At such meeting the Members may consider and act on only such matters as were specified in the call. A special meeting may be adjourned and reconvened on such date and at such place and time as is announced by the Executive Director or Chair at the meeting which is adjourned.

E. **Notice of Meeting**. Notice of all meetings, stating the date, time and place of the meeting, shall be either sent by mail to each Member at such Member's registered address or given directly by oral or telephone communication to each Member at least 5 days prior to the date of the meeting. Public notice of all meetings shall be published, at least 5 days prior to the meeting except in the case of an emergency meeting, in accordance with the standards for public proceedings under 1 M.R.S.A. §406. Such notice shall also be posted at the principal office of the Authority, or at such other places or in such manner as the Executive Director or Chair deems reasonable under the circumstances. Notice of the date, time and place for reconvening an adjourned meeting shall be by oral announcement at the meeting which is adjourned, with appropriate notice to the public.

F. **Quorum**. At any meeting of the Members, four (4) voting Members shall constitute a quorum for the purpose of conducting business, exercising its powers and taking any action. Members constituting a quorum shall include those physically present at the meeting and those participating in the meeting by conference communications pursuant to Subsection H of this Section. Action may be taken by the Members upon the affirmative vote of a majority of the voting Members present. No vacancy in the Membership of the Authority shall impair the right of a quorum to exercise all the rights and perform all the duties of the Members of the Authority.

G. **Manner of Voting**. Voting on all questions at meetings of the Members shall be by voice vote, and the yeas, nays, and abstentions shall be entered upon the minutes of such meeting. On certain matters before the Authority, any member may elect at such time as is appropriate to recuse himself or herself.

H. **Attendance by Conference Communications**. Unless otherwise restricted by law, Members of the Authority, or members of any committee designated by the Authority, may participate in a meeting of the Authority or such committee by means of conference telephone, video conferencing, interactive television, computer technology or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

**4. FISCAL YEAR**

The fiscal year of the Authority shall commence January 1 of each calendar year and conclude December 31 of the same calendar year. The first fiscal year of the Authority, however, commenced on April 28, 1988.

**5. RULES, REGULATIONS, PROCEDURES**

The Members may, in accordance with the Maine Administrative Procedure Act and other applicable provisions of law, adopt a Code of Ethics and such regulations, rules and procedures as needed to carry out the provisions of the Act.

**6. COMMITTEES**

A. **Designation, Power, Terms of Office and Alternate Members**

(a) The Members may from time to time establish ad hoc or standing committees for any appropriate purpose, by resolution passed by a majority of the Members of the Authority. The Authority shall appoint such persons, whether or not Members of the Authority, to serve as members of such committees, such service to be at the pleasure of the Authority. Any such committee, to the extent provided in such resolution, shall have and may exercise such powers and authority the delegation of which is permitted by law. The term of office of the members of each committee shall be as fixed from time to time by the Members, subject to these By-laws; provided, however, that any committee member who ceases to be a member of the Authority shall *ipso facto* cease to be a committee member. Each committee shall appoint a secretary and shall keep regular minutes of its proceedings and report the same to the Members of the Authority.

(b) The Members may designate one or more persons as alternate members of any committee who, as provided in such resolution, may replace any absent or disqualified member at any meeting of the committee. If at a meeting of any committee one or more of the members thereof should be absent or disqualified, any alternate member or members may act at the meeting in the place of any such absent or disqualified member.

B. **Meetings, Notices and Records**. Each committee may provide for the holding of regular meetings, with notice, and may fix the times and places at which such meetings shall be held. Special meetings of each committee may be called by or at the direction of its chairperson or, if there be no chairperson, by or at the direction of any one of its members. Notice of each special meeting of a committee, stating the date, time and place of the meeting, shall be mailed to each member of such committee and the Executive Director, addressed to him or her at his or her residence or usual place of business, at least five days 5 days prior to the date of the meeting, or given directly by oral or telephone communication to each member and the Executive Director at least 5 days prior to the date of the meeting. Public notice of all meetings shall be published, at least 5 days prior to the meeting except in the case of an emergency meeting, in accordance with the standards for public proceedings under 1 M.R.S.A. §406.

Notice of any meeting of a committee need not be given to any member who shall attend such meeting in person or who shall waive notice thereof, before or after such meeting, in a signed writing. Each committee shall keep a record of its proceedings.

C. **Quorum and Manner of Acting**. At each meeting of any committee the presence of a majority of its members then in office shall be necessary and sufficient to constitute a quorum for the transaction of business, except that when a committee consists of one member, then the one member shall constitute a quorum. In the absence of a quorum, a majority of the members present at the time and place of any meeting may adjourn the meeting from time to time until a quorum shall be present and the meeting may be held as adjourned without further notice or waiver. The act of a majority of the members present at any meeting at which a quorum is present shall be the act of such committee. Subject to the foregoing and other provisions of these By-laws and except as otherwise determined by the Members of the Authority, each committee may make rules for the conduct of its business.

D. **Removal and Resignation**. Any member of any committee may be removed with or without cause at any time by a majority vote of the Members of the Authority. Any member of a committee may resign at any time by giving written notice of such resignation to the Executive Director or the Chair or the Vice Chair of the Authority. Unless otherwise specified in such notice, such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective.

E. **Vacancies**. If any vacancy shall occur in any committee by reason of death, resignation, disqualification, removal or otherwise, the remaining member or members of such committee, so long as a quorum is present, may continue to act until such vacancy is filled by the Members of the Authority.

**7. COMPENSATION, CONTRACTS FOR SERVICES**

A. **Compensation**. Each Member of the Authority shall be compensated by the Authority in accordance with Title 5 M.R.S.A, Chapter 379. The Executive Director shall receive such compensation as fixed by the Members.

B. **Clerical and Administrative Services**. In accordance with Section 11417(4) of the Act, the Authority shall, whenever determined desirable by the Members, enter into contracts for necessary clerical and administrative services in accordance with any rule for competitive bidding adopted by the Authority.

STATUTORY AUTHORITY: 20-A M.R.S.A. §11417(1)(N)

**Under the Maine Educational Loan Authority (MELA)**:

EFFECTIVE DATE:

September 11, 2001

AMENDED:

December 27, 2003 - filing 2003-476

In 2015, MELA was repealed and its responsibilities absorbed by the **Finance Authority of Maine (FAME)** - see 20‑A MRS §11414 *et seq.* This chapter was subsequently renumbered as 94-457 CMR ch. 802.