ADOPTED DECEMBER 16, 1971
REVISED TO Jan.13, 1993

BY-LAWS

of the

DURHAM-MIDDLEFIELD INTERLOCAL AGREEMENT ADVISORY BOARD

ARTICLE I. NAME

The name of this organization shall be DURHAM-MIDDLEFIELD INTERLOCAL AGREEMENT ADVISORY BOARD.

ARTICLE II. PURPOSE

A. Object, Purpose and Duties

The object, purpose, and duties of the DURHAM-MIDDLEFIELD INTERLOCAL AGREEMENT ADVISORY BOARD (hereinafter called the "ADVISORY BOARD") are set forth in the Interlocal Agreement between the Towns of Durham and Middlefield by the aforementioned agreement ratified by the Town of Durham on October 18, 1971, and by the Town of Middlefield on October 14, 1971, pursuant to Section 7-339c (e) of the Connecticut General Statutes, as amended. The Advisory Board shall operate under the following prescribed by-laws, unless and until such by-laws are amended in accordance with the procedure herein set forth.

B. Office of Organization

The office of the Advisory Board shall be located in the Administrator's office.

ARTICLE III. MEMBERSHIP AND VOTING

A. Membership

The membership of the Advisory Board shall be composed of eight electors, four from each municipality.

B. Appointment, Terms of Office, Vacancy

The legislative body of each Town has appointed four (4) members to the Advisory Board, two (2) to serve until June

30, 1972 and two (2) to serve until June 30, 1973. Terms all expire on the 30th of June. Thereafter the legislative body of each town at least 30 days before the expiration of term of office of the Advisory Board members shall appoint to the Advisory Board two members each to serve for two year terms. If a member of the Advisory Board shall for any reason be unable to complete their full term of office, the Advisory Board shall fill the vacancy until the next regular appointment of advisory board members, at such time the electors of each constituent municipality shall appoint a successor to fill the vacancy for the unexpired portion of the term.

C. Officers

(1) Officers

Each year at the Annual Meeting the members shall choose by ballot from its membership, the following individual officers: a Chairman, a Secretary and a Treasurer. Thereafter the Advisory Board may assign/ hire for any position other than that of an officer or Board member any person or persons, or employees, as it deems necessary or convenient, for the performance of the services, and/or for the transaction of the business of the Advisory Board. If an officer of the Advisory Board shall for any reason be unable to complete his full term of office, the Advisory Board shall fill the vacancy, for the unexpired portion of the term.

(2) Duties of the Chairman

The Chairman shall preside at all meetings, except that in his absence the Secretary shall preside, and all meetings and hearings shall have the duties normally conferred by parliamentary usage on such offices. In the event of the inability of the Chairman to serve, the Advisory Board shall appoint an acting Chairman. The Chairman shall have the power to call special meetings and when so authorized shall sign contracts in the name of the Advisory Board. The Chairman shall supply an agenda prior to the meeting and shall submit recommendations and information as the Chairman may consider proper concerning the affairs of the Advisory Board. The Chairman shall communicate all irregular activities or issues within two business days of their appearance or existence to all Advisory Board members. The Chairman shall also generally perform other duties as may be prescribed in these by-laws and shall have the

right to vote on all matters which may come before the Advisory Board.

The Administrator shall be responsible to and receive direction from the Chairman. The Chairman shall develop and revise goals and objectives acceptable to the Advisory Board for the Administrator to complete. The Chairman shall manage the implementation of the goals and objectives and provide the Advisory Board a written report on their status and progress at every regular Board meeting.

(3) Duties of the Secretary

The Secretary shall be the keeper of the official records of the Advisory Board. The proceedings and votes of the Advisory Board shall be recorded in a minute book by the Secretary and kept for such purposes. These duties shall include preparation of the agenda of regular and special meeting under the direction of the Chairman, provision of notice of all meetings to Advisory Board members, arrangement of legal notice of hearings, and attendance to the correspondence of the organization. In the absence of the Secretary the Chairman shall appoint a Secretary pro-tem. Records of the proceedings of the Advisory Board shall be filed and made available for inspection in accordance with F.O.I. (Freedom Of Information) regulations. Minutes shall be available and kept current in the town offices of Durham and Middlefield.

(4) Duties of the Treasurer

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Advisory Board, receive and give receipts for monies due and payable to the Advisory Board, and ensure the deposit of all such monies in the name of the Durham-Middlefield Interlocal Advisory Board in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these by-laws. The Treasurer shall make all disbursements by check and shall keep an accurate record of receipts and disbursements and shall render a report thereon on monthly basis. The Treasurer shall submit the Advisory Board's book and records for annual audit under the provision of the Municipal Audit law. A fidelity bond shall be secured by the Treasurer to cover the officers in an amount established by the Advisory Board, the cost of which shall be borne by the Advisory Board. In the event of the inability of the

Treasurer to serve, the Advisory Board shall to appoint an acting Treasurer.

D. Voting Rights

Each member of the Advisory Board shall be entitled to cast one vote by roll call or to abstain.

E. Quorum

A majority of the total membership (5) of the Advisory Board, with a minimum of two from each municipality, shall constitute a quorum for the purpose of conducting business at any regular or special meeting. Except as otherwise indicated, when a quorum is in attendance, action may be taken by a majority vote of all members of the Advisory Board present and voting. If a quorum shall not be present at any meeting, then those who are present may set a time, place and date for an adjourned meeting, provided that notice of such adjourned meeting shall be made twenty-four hours before the adjourned meeting to each member who was not present.

ARTICLE IV. MEETINGS

A. Annual Meetings

Unless otherwise specified by resolution of the Advisory Board the Annual Meeting shall be held on the first regular meeting following June 30.

The regularly scheduled February meeting shall be the Annual Budget meeting.

B. Regular Meetings

The Advisory Board shall not hold less than ten (10) regular meetings throughout the calendar year, the dates of which shall be established in December of each year and placed on file with the Town Clerks of Durham and Middlefield. Each member of the Advisory Board shall be sent notices of

meetings in writing, post-marked five days before said meeting. The Secretary of the Advisory Board, in sending out notices of the meeting, shall include the place of the meeting, the time of meeting, a statement of the purpose and/or a proposed agenda for the meeting.

C. Special Meetings

The Chairman of the Advisory Board, or any three Advisory Board members may call a special meeting when deemed expedient and necessary for the purpose of transacting business. Notice of a special meeting shall be given to each member of the Advisory Board at least twenty- four hours prior to the date of such meeting and shall specify the time, place and agenda. No business shall be considered other than as designated in the notice and a quorum must be present to transact business.

ARTICLE V. COMMITTEES

A. Executive Committee

The Executive Committee of the Advisory Board shall be made up of the Chairman, Secretary and Treasurer of the Advisory Board. A quorum of two, will be necessary for the conduct of business of the Executive Committee.

Meetings of the Executive Committee shall be called by the Chairman. Within two business days after an Executive Committee meeting the Advisory Board shall be notified of all actions taken or decisions made by the Executive Committee.

The Executive Committee shall carry out the activities of the Advisory Board on a day-to-day basis, as approved by the Advisory Board. The Executive Committee shall make policy recommendations to the Advisory Board concerning operating activities and programs, methods of financing, budget and administration.

B. Special Committees

The Advisory Board may establish Special Committees, as needed, to serve until their specific function has been accomplished, at which time they are dissolved, unless specifically directed to perform additional tasks. The function may also be delegated to the Executive Committee by the Advisory Board.

ARTICLE VI. FINANCING AND EXPENDITURES

A. Grants-in-aids

Requests for grant-in-aids from the State or Federal Government shall be approved by the Advisory Board. Approval of such requests shall include the authorization of the Chairman, and in his absence the Secretary, to

sign and negotiate such agreements or contacts as may be required to obtain said grant-in-aids.

B. Expenditures

Expenditures of funds of the Advisory Board shall be within the approved budget, subject to the following limitations:

(1) Any expenditures for normal recurring operating expenses, may be approved and paid by the Treasurer of the Board.

(2) A purchase order and cash disbursement system approved by the board shall be instituted by the Treasurer and Chairman. All invoices shall be presented to the board for inspection on a monthly basis.

(3) Any expenditure of less than $200 for non-recurring operating expenses may be approved and paid by the Treasurer of the Board

(4) Any other expenditure may be made by the Treasurer after approval of the Board.

C. Checks

All checks of the Advisory Board for approved expenditures shall be signed by any two of the following persons: Chairman, Secretary and Treasurer of the Advisory Board.

ARTICLE VII. CONTRACTS AND PURCHASES

A. Competitive Bids

All purchases of, and contracts for, supplies, materials, equipment and contractual services and all sales of such personal property which have become obsolete, unserviceable or unusable shall be based, when possible, on competitive bids. The Chairman shall solicit bids by contacting prospective suppliers and by posting notice with the Town Clerks of Durham and Middlefield. Each bid shall be available for public inspection. If the amount of expenditure is estimated to exceed one thousand dollars, bids shall be solicited by public notice inserted at least once in a newspaper with substantial circulation in the municipality of Middlefield and Durham. All purchases or sales of $1,000.00 or less may be made in the open market. At the discretion of the Advisory Board the requirement of competitive bidding may be waived in

the case of emergency and and non-competitive purchases. A record shall of emergency and non-competitive purchases and shall be available for public inspection.

B. Award Contracts

All bids submitted as provided in Article VIIA. shall be based on such standard specifications as may be adopted by the Advisory Board. All open market orders or contracts may be awarded on the basis of the lowest responsible qualified bidder, the qualities of the articles to be supplied, their conformity with the specification, and terms of delivery. If any such bidder refuses to accept within ten days a contract awarded to him, such contract may be awarded to the next lowest responsible qualified bidder until such contract is awarded and accepted. The Advisory Board may order that any or all bids be rejected when it is deemed to be in its best interests of the Towns of Durham and Middlefield. The record of bids submitted for any order or contract shall be available for public inspection.

ARTICLE VIII. EMPLOYEES

Within the limits of funds available for its use, the Advisory Board may employ such staff personnel and/or consultants as deemed appropriate. Detailed staffing shall be made by the Administrator. The Chairman may be authorized by the Advisory Board to sign contracts for employing personnel and contracting for services.

ARTICLE IX. AMENDMENTS TO BY-LAWS

These By-laws may be amended by not less than two-thirds vote of the members present and voting at a meeting, provided that the complete text of the proposed amendment shall have been mailed no more than four weeks and not less than one week with the call of the meeting to all members.

ARTICLE X. ADOPTION OF BY-LAWS

These By-laws shall be adopted upon an affirmative vote of not less than two-thirds of the membership present and voting at a duly called meeting and provided that a quorum is present as set forth in these By-laws.

ARTICLE XI. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of "Robert's Rules of Order" shall govern the Advisory Board in all cases to which they are applicable and in which they are not inconsistent with these By-laws and any special rules of order the Advisory Board may adopt.