PORTLAND FISH PIER AUTHORITY
BOARD OF DIRECTORS
July 8, 2024, 2:00 PM

Hybrid Meeting Format
#6 Portland Fish Pier, Portland Maine and
on the Zoom Platform

PFPA Board members:
Class A Directors: Groundfish Harvester or Representative:
Mary Hudson, MCFA
Vacant
Class B Directors: Groundfish Buyers:
Nick Alfiero, Harbor Fish Market
Tim Merrill, Merrill's Seafood
Class C Directors: Representing the seafood industry of the State of Maine:
Rob Odlin, Representing the Lobster Industry
Vacant, Representing the Aquaculture Industry
Class D Director: Representing the Public at Large:
John Arnold
Class E Director: Representing the Portland City Council:
Anna Bullett, District 4
Ex-Officio Members of the Board of Directors:
Representing the Commissioner of the Maine DOT:
Chris Mayo
Representing the Commissioner of Maine DMR:
Meredith Mendelson, Department of Marine Resources, President
Representing the Portland City Manager:
Brendan O'Connell, Finance Director, Treasurer

Please click the link below to join:
https://us02web.zoom.us/j/88281232570?pwd=F4dgDjQ2wKk8akrCzjmOhQEGRKYCmF.1
Meeting ID: 882 8123 2570
Passcode: 138022

1. **Approval of Meeting Minutes**

   a. March 18, 2024 PFPA Meeting - see attachment
   Action Item - Public Comment

   b. April 11, 2024 Joint Meeting of the PFPA and PFEX Board of Directors - see attachment
   Action Item - Public Comment

   c. June 20, 2024 Portland Fish Exchange Board Meeting Minutes.
   Action Item - Public Comment

2. **Approval of the Revised Bylaws**

a. Draft Bylaws were developed by the Governance Subcommittee during the merger planning process. These bylaws will replace in whole the current bylaws by a two-thirds (2/3) vote of those directors present.
See attached Draft Bylaws
Action Item - Public Comment

3. Offer of Employment to the Portland Fish Exchange Manager, Robert Vanmeter

a. Consistent with guidance from legal counsel, on June 20, 2024, at the last meeting of the Portland Fish Exchange Board of Directors the Board voted to terminate the employment of the Exchange Manager, Robert Vanmeter, and to transition his status to that of a contract employee. With the effective date of the PFEX/PFPA merger being July 1, 2024, the PFPA is now the employer of PFEX staff and responsible for the hiring of an Exchange Manager. The PFPA Board is asked to consider rehiring Mr. Vanmeter as the Exchange Manager at terms and conditions consistent with those established by the PFEX Board.
If the Board wishes to discuss personnel matters prior to taking action on this request, it is recommended that they enter an executive session for such a discussion.
Please note: Consistent with Exec Session statute--1 MRS 405(6)(A) the Board may go into Executive Session to discuss a personnel matter
Action Item - Public Comment

4. Election of Officers

a. The current slate of officers for the PFPA is:
President: Meredith Mendelson
Vice President: Vacant
Treasurer: Brendan O'Connell
Secretary/Clerk: Michael Goldman
Action Item - Public Comment

5. Subcommittees

a. The Board is asked to consider creation of subcommittees to facilitate the efficient and management of Portland Fish Pier operations and facilities
As noted in the Bylaws, the Board of Directors may at their discretion create subcommittees to facilitate the management, oversight, and promotion of the organization. Members of subcommittees shall be appointed by vote of the Board of Directors at each Annual or Special Meeting. Membership on subcommittees of the Board may include non-board members, providing that the experience and expertise of members contributes to the competency of the body and the quality of decision making of the Board of Directors. Non-board membership on any subcommittee may not exceed active Board members in number, and leadership of all subcommittees shall be assigned to active Board members. All actions of subcommittees shall be recommendary to the Board of Directors and no subcommittee or any of its members may act on behalf of the Board. All meetings of subcommittees, including executive sessions, shall be noticed and conducted consistent with the provisions of these Bylaws...
Subcommittees must have a minimum of two (2) Board members and may include, but are not limited to the following:
(a) <u>Operations:</u> Dedicated to overseeing the management, operation, and promotion

of the Corporation's Portland Fish Exchange, and utilization of the other marine infrastructures of the Portland Fish Pier.

(b) Real Estate and Facilities: Dedicated to marketing of Portland Fish Pier assets; overseeing the maintenance and improvement of Portland Fish Pier grounds and infrastructure; and the negotiation and management of Portland Fish Pier ground leases and parking assets.

(c) Fisheries: Dedicated to connecting the operations of the Portland Fish Pier, Portland Fish Exchange, and the local seafood economy with local, regional, state, and federal agencies, interest groups, and the public on issues relevant to fisheries, current science, seafood industries, seafood marketing, and fisheries regulation.

6. Portland Fish Exchange, Auction software update - Robert Vanmeter, PFX Exchange Manager

7. Setting future Meeting dates and locations - Board of Directors

a. Currently, the PFPA meets on the 2nd Monday of the month at 3:00. These meetings have been remote since 2020. Traditionally the Board met every other month or as needed.

The PFEX Board met monthly on the 3rd Thursday of the month at 3:00 and has been using a hybrid format with an in person at the PFEX Board room.

The Board is asked to establish meeting norms for advertisement moving forward.

8. Adjournment

DRAFT Meeting Minutes

PORTLAND FISH PIER AUTHORITY BOARD OF DIRECTORS
March 18, 2024, 3:00pm

Remote Meeting Format – ZOOM Platform

PFPA Board members present

Class B Director:	*Representing the fishing industry* Ben Martens, Maine Coast Fishermen's Association Vice President
Class C Director:	*Representing the Commissioner of the Maine DOT* Chris Mayo
Class C Director:	*Representing the Commissioner of Maine DMR* Meredith Mendelson, Department of Marine Resources, President
Ex-Officio Director:	*Representing the City Manager* Brendan O'Connell, Finance Director Treasurer
Ex-Officio Director:	*President of the Board of Directors of the Portland Fish Exchange* Rob Odlin, joined as of agenda item 2.

PFPA Board members absent

Class A Director:	*Member of the Portland City Council* Regina Phillips

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1. **Approval of January 8, 2024 Meeting Minutes**
   Motion to approve. Motion by Martens, 2nd by Mayo. No public comment. **Motion passes** by vote of 4-0 by all present. Phillips and Odlin absent.

2. **Department of Public Works presentation on Combined Sewer Overflow Abatement project impacting the Portland Fish Pier.** *Justin Pellerin, DPW Water Resources Senior Engineer; Bill Boornazian, Water Resources Manager*

   DPW staff briefed the Board on planned storm water infrastructure construction on Fish Pier property which will have impacts on the westerly access drive, Lot 1-1, and the Rear Lot parking supply. Construction is planned for autumn 2024 into winter 2025.
   No action requested or taken.

3. **Increase in Front Lot Parking Rates –** *John Peverada, Parking Manager*

   City Parking Manager, John Peverada, recommended raising the monthly and daily parking rates for the Front Lot in order to keep pace with competing public and private parking resources on the Portland peninsula.

   Motion to increase parking rates for the next two years:
   Effective as of April 1, 2024:
   Monthly: From $140 to $150

Daily: From $10 to $15 per day

Effective as of April 1, 2025

Monthly: From $150 to $160

Daily: From $15 to $20 per day

Monthly Seafood Harvester Rates: Unchanged at $55

Motion by Mendelson, 2nd by O'Connell. No public comment. **Motion passes** by vote of 5-0 by all present, Phillips absent.

4. **Financial update** - Statement produced by Tonya Mitchell, Senior Admin Officer II, Finance Department was attached and presented at the meeting by *Bill Needelman, Waterfront Coordinator.*

5. **Facilities update** - *Phil DiPierro, Project Manager.* Facilities project update was presented verbally at the meeting.

6. **CARES I/CARES II funding update –** *Meredith Mendelson, Bill Needelman, Phil DiPierro, Robert Vanmeter*
   Ms. Mendelson related that additional work for use of remaining funds was being scoped by the project participants. Martens asked about the date for the ending of fee rebates at the PFX (June 2024) and the need for messaging to harvesters to inform them of the change. Ben also noted that Fishermen Feeding Mainers has been allocated an additional $750K moving forward (though there may be a gap between the end of CARES funding and the arrival of new funds.

7. **Portland Fish Exchange update –***Rob Odlin, PFX President; Robert Vanmeter, PFX Exchange Manager; Bill Needelman, Waterfront Coordinator***.**
   - PFX Manager's Landings Report.
   - Ice Machine project update

8. **Merger status -** *Bill Needelman, Waterfront Coordinator, Rob Odlin, PFX President. Meredith Mendelson, PFPA President.*
   Needelman noted the need for an additional vote by both Boards of Directors.

9. **Annual Request to use Portland Fish Pier Authority Funds to Support the Waterfront Coordinator Position in FY2025 –** *Greg Watson, HED Director*

   The Portland Fish Pier Authority (PFPA) was asked to consider and approve using PFPA funds, in the approximate amount of $37,991.94 to cover thirty (30) percent of the FY2025 annual compensation costs (which includes benefits) for the City Waterfront Coordinator position.

   This is the fifth annual request. For FY2024, the Board approved 50% of the salary and benefits for the Waterfront Coordinator.

   Board members noted the scope of Needelman's involvement in industry processes state-wide and the potential to take up more than 30% of his time.

   Motion to approve use of PFPA funds to cover up to 50% of the Waterfront Coordinator compensation. Motion by Mendelson, 2nd by Mayol. No public comment. **Motion passes** by vote of 4-0 by all present, Phillips and Odlin absent.

10. Executive Session

The Board was asked to go into Executive Session to review an expression of interest in Lot 1-1 for potential development.

Motion to go into Executive Session Consistent with Exec Session statute--1 MRS 405(6)(C) & (E) to discuss an expression of developer interest in Lot 1-1. Motion by Mendelson, 2nd by O'Connell. No public comment. **Motion passes** by vote of 4-0 by all present, Phillips and Odlin absent.

11. Adjournment. The Board adjourned from Executive Session

Attachments for the meeting packet:

Agenda Item 1:	Draft Minutes from the January 8, 2024 Meeting
Agenda Item 4:	Financial Update
Agenda Item 7:	Portland Fish Exchange Manager's Report
Agenda Item 9:	Waterfront Coordinator Compensation Memo, Greg Watson

Executive Session material by email under confidential cover.

DRAFT Meeting Minutes
Joint Meeting of the

PORTLAND FISH PIER AUTHORITY
BOARD OF DIRECTORS
and
PORTLAND FISH EXCHANGE
BOARD OF DIRECTORS
April 11, 2024, 4:00pm

Remote Meeting Format – ZOOM Platform

PFPA Board members present

Class A Director:	Anna Bullett, *Portland City Council*
Class B Director:	Ben Martens, *Maine Coast Fishermen's Association* Vice President
Class C Director:	Chris Mayo
Class C Director:	Meredith Mendelson, *Department of Marine Resources*, President
Ex-Officio Director:	Brendan O'Connell, *Finance Director* Treasurer
Ex-Officio Director:	Robert Odlin

PFEX Board members present

Class A Director:	Robert Odlin, President Mary Hudson, *Maine Coast Fisherman's Association*
Class C Director:	John Arnold, *At Large, Secretary*
Class D Director:	Anna Bullet*, City Council*
Class E Director:	Bill Needelman*, Waterfront Coordinator* Vice President

PFEX Board members absent

Class B Directors:	Tim Merrill, *Merrill Seafood* Nick Alfiero, *Harbor Fish Market*
Class C Director:	Lauren Hersey, *At Large*

Staff in attendance
Kaela Gonzales, HED
Greg Watson, Director HED

Approximately 3 members of the public attended as virtual participants.

Agenda

1. **Review and Vote to Approve Plan of Merger between the Portland Fish Pier Authority and the Portland Fish Exchange**

Motion: ***To recommend approval of the Plan of Merger (Execution Version, as provided in the Meeting Packet) to the City Council pursuant to Title 13.B, MRSA Section 901 (2).***
Motion by Mayo, 2nd by Mendelson. No Public Comment.

PFPA Vote:
Yes: Anna Bullett, Ben Martens, Chris Mayo, Meredith Mendelson, Brendan O'Connell.
No: Robert Odlin.

PFEX Vote:
Yes: Mary Hudson, John Arnold, Anna Bullett, Bill Needelman
No: Robert Odlin
Absent: Tim Merrill, Lauren Hersey, Nick Alfiero

Motion passes by a quorum of both Boards

Attachments provided in the meeting packet:
Plan of Merger, Execution Version

Meeting Minutes
Board of Directors for the Portland Fish Exchange June 20, 2024
3 pm Zoom Meeting

Board present: Rob Odlin (President), Bill Needleman (Vice President), Mary Hudson, Nick Alfiero, Lauren Hersey, John Arnold

Absent: Tim Merrill, Anna Bullett

Staff: Robert Vanmeter (General Manager and Treasurer), David Townsend

Public: None

1) **Rob called the Meeting to order at 3:00 pm and declared a Quorum**

2) Motion & Vote on May 16, 2024, Minutes *Board Action: Motion: Approve May 16, 2024, Minutes: Motion by Nick, Second by Lauren, Vote: 6-0-0*

3) Action Item on Merger Related Exchange Manager Personnel Issue *Board Action: Motion: Terminate Robert Vanmeter as PFE Exchange Manager and immediately rehire him as Exchange Manager as a contractor until the merged Portland Fish Pier Authority Board meets and rehires him. Motion by: John, Seconded by Nick, Vote: 6-0-0*

4) Auction System Update – Robert *Board action: Motion: Explore limited trial auction using BASE auction platform, obtain a proposal for temporarily joining the PFE auction with the BASE auction to be presented to the Pier Authority Board, and explore options for a long term separate PFE auction. Motion by Bill, Seconded by Mary, Vote: 6-0-0*

5) Other Business

Board action: Motion: Provide Robert Vanmeter with a $500 bonus consistent with bonuses provided to other staff members, Motion by Nick, Seconded by John, Vote: 6-0-0

Board action: Motion: Provide Robert Vanmeter with third week of vacation time off, Motion by Bill, Seconded by Mary, Vote: 6-0-0

6) Adjourn: *Adjourned at 4:15PM: Motion Adjourn the meeting by Rob, Second by Nick, Vote: 6-0-0*

BYLAWS
OF
PORTLAND FISH PIER AUTHORITY

ARTICLE I
NAME, PURPOSE, AND MISSION

1.1 Name. The name of the corporation is the Portland Fish Pier Authority (the "Corporation").

1.2 Purpose and Mission. The Corporation is organized and shall at all times be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) (the "Code"). Within these restrictions, the Corporation is organized as consistent with the Code and to advance the following mission ("Mission"):

> On behalf of the City of Portland ("City") as Corporator, and as formed by the City's municipal officers as a local development corporation, the Corporation provides management oversight and fiduciary stewardship for the premises known as the Portland Fish Pier ("Fish Pier") as an anchor facility for the City's Fish Pier-related economy. The Corporation promotes: the landing, auctioning, and distribution of groundfish and other Fish Pier products at the Corporation's Portland Fish Exchange site (e.g. including operating the Fish Pier for the purpose of landing or processing shellfish, finfish or other natural products of the sea or for other activities directly related to the purpose of landing or processing shellfish, finfish or natural products of the sea including fueling, loading or selling these products); maintaining and upkeep of the marine infrastructure and landside facilities of the Fish Pier; and meeting the lease requirements and landlord responsibilities for Fish Pier tenants. Additionally, the Corporation provides a forum and discussion platform for the seafood industry, City government, and the public to better understand and promote the sustainable harvest and use of marine resources as a current and future economic engine for the City, Casco Bay, and the State of Maine.

1.3 Non-Discrimination. All affairs of the Corporation shall be conducted without discrimination as to race, creed, sex, age, color, ethnicity, national origin, marital status, religion, sexual orientation, disability, or veteran status.

1.4 Principal Office. The principal office for the conduct of activities of the Corporation shall be located at the premises owned by the Corporation at #6 Portland Fish Pier, Portland, Maine or at such other location as designated by the Corporation.

1.5. Corporate Seal. The seal of the Corporation shall be circular in form and shall bear the words "Portland Fish Pier Authority," the word "Maine," and the year of the Corporation's incorporation. The form of such seal may be altered from time to time by the Board of Directors.

ARTICLE II
AUTHORITY AND MEETINGS OF CORPORATOR

2.1 Annual Meeting. The Annual Meeting of the Corporator shall be held in City Council Chambers, City Hall, Portland, Maine, on the ***third Monday of April*** in each year. The meeting shall be noticed according to the public meeting rules of the Corporator and posted prominently at the Office of the Clerk of the City of Portland and in the office of the Corporation, in both cases not less than ten (10) days before the date fixed for the meeting. The Board of Directors and members of the public shall be entitled and encouraged to attend the Annual Meeting and shall be entitled, subject to the direction of the chairperson of the meeting, to ask questions and state their views.

2.2 Special Meetings. Special meetings of the Corporator may be called by the President or by the Board of Directors or by the Corporator to be held at such time and place as shall be fixed in the call of the meeting. If no such place is fixed, the special meeting shall be held at the principal office of the Corporator. Notice of special meetings shall be given in the same manner as the notice of the Annual Meeting, and the Board of Directors and members of the public shall have the same right to attend and to ask questions and state their views as in the case of the Annual Meeting.

2.3 Proxies. The Corporator may vote at any Annual or Special meeting of the Corporator by proxy or proxies executed in writing by the Corporator as authorized by its City Council. The Corporator may, but is not required to, appoint any one or more, or all, of its City Councilors as its proxy agents to represent it at any Annual or Special Meeting of the Corporator.

2.4 Action of the Members in Writing Without a Meeting. Notwithstanding any other provision of these Bylaws, any action required or permitted by law or otherwise to be taken at a meeting of the Corporator may be taken without a meeting if a written consent, setting forth the action so taken, is signed by the Corporator by authority of its City Council and is filed with the Secretary of the Corporation as part of the corporate records. Such written consent shall have the same effect as a unanimous vote by the Corporator and may be stated as such in any certificate or document required or permitted to be filed with the Secretary of State, and in any certificate or document prepared or certified by any officer of the Corporation for any purpose.

2.5 Authority; Sole Voting Member; Voting Rights of the Corporator. The City as Corporator shall be the sole voting member of the Corporation and shall act by and through the City Council in all matters relating to the Corporation. The Corporator shall have the sole and exclusive right to vote on all matters which by law require action of voting members, including, but not limited to the following:

a) To appoint the Board of Directors, with the sole exception being the ex-officio board members referenced in Section 3.5

b) To amend the Articles of Incorporation of the Corporation or to authorize a merger, consolidation or dissolution of the Corporation, or to authorize the sale or substantially all of the assets of the Corporation.

ARTICLE III
BOARD OF DIRECTORS

3.1 General Powers. The business, property and affairs of the Corporation shall be conducted and managed by its Board of Directors, except as otherwise provided in the City Code, the Corporation's Articles of Incorporation, or these Bylaws. The Board of Directors may by general resolution delegate to committees and officers of the Corporation such powers as it sees fit and in a manner consistent with the Bylaws.

3.2 Duties. Every Director in exercising his or her powers and discharging his or her duties shall: (a) act honestly and in good faith with a view to the best interests of the Corporation; and (b) exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

3.3 Number; Eligibility; Powers and Duties. The number of Directors constituting the Board of Directors shall be eleven (11). All Directors shall be residents of the State of Maine. With the exception of Class D and Class E Directors, all Directors need not be residents of the City of Portland. The Board of Directors shall have the powers and duties set forth in the Articles of Incorporation, these Bylaws and the Corporation's Rules and Regulations.

3.4 Classes of Directors. The Board of Directors shall be divided into classes as follows:

a) There shall be two (2) **Class A Directors** who will be either: 1) an individual engaged primarily in the business of fishing or harvesting of groundfish, either for their own account or as a partner or employee, and whose vessel is home ported in the State of Maine. No person will be eligible to be appointed or continue to serve as a Class A Director unless they or the organization they represent have sold product at the Portland Fish Exchange auction during the 12 months immediately preceding their appointment and continue to conduct regular business at the Portland Fish Exchange in each of the years of their service as Director.
2) a registered Seller Representative in good standing with the Portland Fish Exchange.
3) a NOAA, Northeast Multispecies Fishery Sector Manager representing vessels currently transacting business at the Portland Fish Exchange.

b) There shall be two (2) **Class B Directors** who will be individuals engaged primarily in the business of processing or purchasing groundfish or groundfish products either for their own account or as partners or employees of others. No person will be eligible to be appointed or continue to serve as a Class B Director unless they or the organization they represent have bought product at the Portland Fish Exchange auction during the 12 months immediately preceding their appointment and continue to conduct regular business at the Portland Fish Exchange in each of the years of their service as Director.

c) There shall be two (2) **Class C Directors** representing the seafood industry of the State of Maine, at least one (1) of whom shall be actively engaged in the Maine Lobster industry and at least one (1) of whom shall be actively engaged in the Maine Aquaculture industry.

d) There shall be one (1) **Class D Director** representing the public at large and who shall be a resident of the City of Portland.

e) There shall be one (1) **Class E Director** who shall be a sitting member of the Portland City Council.

3.5 Ex-Officio Members of the Board of Directors. There shall be three (3) individuals who shall be deemed ex-officio members of the Board of Directors by virtue of their holding the positions of:

a) City Manager of the City of Portland

In the event that the City Manager shall decline or is precluded from serving, the City Manager may assign from their staff a representative to serve in their stead.

b) Commissioner of the Maine Department of Marine Resources

In the event that the Commissioner of the Department of Marine Resources shall decline or is precluded from serving, the Commissioner may assign from their staff a representative to serve in their stead.

c) Commissioner of the Maine Department of Transportation

In the event that the Commissioner of the Department of Transportation shall decline or is precluded from serving, the Commissioner may assign from their staff a representative to serve in their stead.

3.6 Application of Bylaws to Ex-Officio Directors. The provisions of these Bylaws contained in Section 3.8 regarding term of office, Section 3.7 regarding nomination of directors and Section 3.10 regarding vacancies shall not apply to said ex-officio members. Each ex-officio member may be a member of the Board of Directors so long as he or she continues to serve in the office by virtue of which he or she was appointed; and shall enjoy all the rights, privileges and responsibilities of all other members of the Board of Directors. The Board of Directors may take action by unanimous consent only with the consent of said ex-officio members. Ex-officio members shall be entitled to the same indemnification rights available to all Directors under the applicable law and these Bylaws.

3.7 Nomination of Directors. With the exception of ex-officio members, all members of the Board of Directors shall be nominated by the City of Portland Mayor and approved by the Corporator at the Annual meeting or any Special meeting of the Corporator.

3.8 Term of Office. Each director shall serve for a term of three (3) years or until their successor is appointed and qualified. Directors shall be appointed prior to the Annual meeting of the Board. No Director may serve more than three (3) consecutive terms.

Notwithstanding provisions of Sections 3.4(a) and 3.4(b), qualification requirements for Class A and Class B Directors to conduct regular business at the Portland Fish Exchange shall not apply to Board Members whose term has expired and are serving pending appointment of their successor.

3.9 Voting. Each director shall be entitled to one (1) vote.

3.10 Vacancies. Vacancies occurring in the Board of Directors for any reason shall be filled for the unexpired term by the Corporator by appointment of an individual qualifying and eligible for such position.

3.11 Resignations. Any director may resign his or her office by delivering a written resignation to the President, such resignation to be effective upon the date or reasonable condition stated therein.

3.12 Removal of Directors. At a Special Meeting of the Board of Directors called expressly for that purpose, any individual director may be removed with or without cause, by a vote of two-thirds (2/3) of the entirety of the members currently serving on the Board. Cause for removal may include but is not limited to failure to meet qualifications requirements described in this Article III, a recurring practice of missing Board meetings, or any other action or behavior of a Board member which in the opinion of the Board reflects poorly on the Board, the Corporation, or the Corporator.

3.13 Annual Meeting; Regular Meetings. The Annual Meeting of the Board of Directors shall be held during the first meeting of the Board's calendar year. Regular meetings of the Board of Directors shall be held at such places and on such dates and times as shall be fixed from time to time by the Board of Directors. The Board of Directors may authorize the President to fix the exact date, time and place of each regular meeting.

3.14 Special Meetings. Special meetings of the Board of Directors may be called by the President or by the Secretary and must be called by either of them on the written request of any three (3) members of the Board.

3.15 Notice of Meetings. Notice of all Directors' meetings, except as herein otherwise provided, shall be given by mailing the same at least five (5) days before the meeting, or by sending notice by e-mail or facsimile transmission at least one (1) day before the meeting to the usual business or residence address of the Director. Any Director may waive notice of any meeting. The attendance of any Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these Bylaws.

3.16 Quorum; Voting. At all meetings of the Board of Directors six (6) of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without further notice to any absent Director. Each Director shall be entitled to one (1) vote. A Director may not vote or act by proxy at any meeting of the Board of Directors.

3.17 Action by Directors Without a Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if a written consent to such action is signed by all members of the Board or of such committee, as the case may be, and such written consent is filed with the minutes of the proceedings of the Board or committee. For purposes of this Section 3.17, "written" includes a communication that is transmitted and/or received by electronic means, including but not limited to by electronic mail, and "signed" includes an electronic signature, as defined in 10 M.R.S.A. §9402.

3.18 Telephone and Electronic Meetings. Members of the Board of Directors or a committee of the Board may participate in a meeting by means of a conference telephone or electronic communications equipment (e.g. Zoom; Microsoft Teams) if all persons participating in the meeting can hear each other at the same time. Participation in a meeting by these means constitutes presence in person at the meeting.

3.19 Compensation. Directors shall not receive compensation for their services as such, although the reasonable expenses of Directors for attendance at Board meetings may be paid or reimbursed by the Corporation by action of the Board of Directors. Directors shall not be disqualified from receiving reasonable compensation for services rendered to or for the benefit of the Corporation in any other capacity.

3.20 Indemnification. This Corporation shall in all cases indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, or administrative, by reason of the fact that he or she is or was a director, officer, employee or agent of this corporation, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by them in connection with such action, suit or proceeding to the maximum extent permitted by law, including, without limitation, 13-B M.R.S.A. § 714 and acts additional thereto and supplementary thereof, to which reference is made.

ARTICLE IV
SUBCOMMITTEES AND ADVISORY COMMITTEES OF THE BOARD

4.1 Subcommittees. The Board of Directors may at their discretion create subcommittees to facilitate the management, oversight, and promotion of the organization. Members of subcommittees shall be appointed by vote of the Board of Directors at each Annual or Special Meeting. Membership on subcommittees of the Board may include non-board members, providing that the experience and expertise of members contributes to the competency of the body and the quality of decision making of the Board of Directors. Non-board membership on any subcommittee may not exceed active Board members in number, and leadership of all subcommittees shall be assigned to active Board members. All actions of subcommittees shall be recommendary to the Board of Directors and no subcommittee or any of its members may act on behalf of the Board. All meetings of subcommittees, including executive sessions, shall be noticed and conducted consistent with the provisions of these Bylaws as described in Article IV, Sections 4 and 5 above.

Subcommittees must have a minimum of two (2) Board members and may include, but are not limited to the following:

(a) Operations: Dedicated to overseeing the management, operation, and promotion of the Corporation's Portland Fish Exchange, and utilization of the other marine infrastructures of the Portland Fish Pier.

(b) Real Estate and Facilities: Dedicated to marketing of Portland Fish Pier assets; overseeing the maintenance and improvement of Portland Fish Pier grounds and infrastructure; and the negotiation and management of Portland Fish Pier ground leases and parking assets.

(c) Fisheries: Dedicated to connecting the operations of the Portland Fish Pier, Portland Fish Exchange, and the local seafood economy with local, regional, state, and federal agencies, interest groups, and the public on issues relevant to fisheries , current science, seafood industries, seafood marketing, and fisheries regulation.

4.2 Advisory Committee. The Executive Director has the responsibility to seek the opinion and recommendations of leaders in the Maine seafood industry. The Executive Director may at their discretion create an Advisory Committee of local and regional leaders and representatives from the seafood industry to inform day to day and long term decision making on behalf of the organization. The advisory committee shall have no authority to act on behalf of the Board of Directors; but, the advisory committee members, individually or collectively, will be encouraged to participate in such meetings as invited by the Board and to make recommendations on Board actions.

4.3 Meetings; Record of Proceedings. Meetings of committees of the Board of Directors may be called by the respective Chairs thereof or by any two (2) members of the committee. Each committee may prescribe rules and procedures to conduct its meetings. Each committee shall keep regular minutes of its proceedings and shall report the same to the Board of Directors and the President when requested or required.

ARTICLE V
OFFICERS AND EMPLOYEES

5.1 Executive Officers. The executive officers of the Corporation shall be a President, Vice President, Secretary, and Treasurer and such other officers and assistant officers with such powers and duties not inconsistent with these Bylaws as may be appointed and determined by the Board of Directors. The Board of Directors may also appoint one or more Assistant Secretaries and Assistant Treasurers. A Director may be elected an officer.

5.2 Election and Term of Office. The Officers shall be elected for a term of one (1) year to serve until the next annual meeting of the Board of Directors or until their successors are duly chosen and qualified. Officers may succeed themselves for any period of years.

5.3 Resignation, Removal; Vacancies. Any officer may resign at any time by giving written notice to the President or to the Board of Directors, and may be removed from office by the vote of the Directors at any time, in accordance with applicable law, whenever in the Board's judgment the best interests of the Corporation will be served thereby. In case any office of the Corporation becomes vacant by death, resignation, retirement, disqualification or any other cause, the Board of Directors by majority action may select an officer to fill such vacancy.

5.4 President. The President shall be the principal executive officer of the Corporation. All officers, agents and Executive Director of the Corporation shall report and be responsible to the President.

5.5 Secretary. The Secretary shall attend all meetings of the Corporator and the Board of Directors and keep minutes of all meetings of the Corporator and the Board of Directors in a book or books kept for that purpose. The Secretary shall perform such other duties as may be prescribed by the Board of Directors or the President, under whose supervision the Secretary shall be. The Secretary, and any Assistant Secretaries, shall have authority to affix the corporate seal to any instrument which requires it, and when so affixed, it may be attested by the Secretary or by any Assistant Secretary.

5.6 Treasurer. The Treasurer shall be the chief financial officer of the corporation and shall have the responsibility for all corporate funds and securities and shall maintain full and accurate accounts of receipts and disbursements in a book or books kept for that purpose. The Treasurer shall perform such other duties as may be prescribed by the Board of Directors or the President, under whose supervision the Treasurer shall be. The Treasurer may delegate any of his or her duties to the Executive Director or to the staff of the Corporator.

5.7 Other Officers. The Board of Directors may elect or appoint one or more Vice-Presidents and such other officers and assistant officers as they may deem necessary, who shall have such authority and perform such duties as from time to time may be prescribed by the President or by the Board of Directors.

5.8 Executive Director and Staff. The Board shall hire an Executive Director to have superintendence of the business activities of the Corporation, and shall have such other powers and duties as may be set forth in the rules and regulations of the Portland Fish Pier Authority. The Executive Director shall be selected by the Board of Directors, which shall fix the compensation of the Executive Director. The Executive Director as such shall not be an officer of the corporation or a member of the Board of Directors.

At the Board of Director's discretion, the Board may select an individual, corporation or partnership to undertake the responsibilities of the Executive Director.

Employees of the Corporation shall be appointed and supervised by, and shall serve at the pleasure of, the Executive Director.

Staff of the Corporator may assist the Executive Director and or assume some or all of the duties thereof, with the consent of the Board of Directors.

5.9 Removal of the Executive Director. The Executive Director may be removed with or without cause, by a vote of the Board of Directors.

ARTICLE VI
CORPORATE ASSETS AND EARNINGS

6.1 Investments. The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a director is or may hereafter be permitted by law to make or any similar restriction; provided, however, that no action shall be taken by or on behalf of the Corporation if such action would result in the denial or loss of the tax exemption under Section 501(c)(3) or any other section of the Code and applicable Regulations relating thereto as they now exist or as they may hereafter be amended.

6.2 Inurement Prohibition; Interest in Contracts. No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to any director, employee or other person who or that is not exempt from federal taxation under Section 501(c)(3) of the Code, and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation.

By a vote of the Board of Directors, any director, officer, employee, committee member, or agent of the Corporation may be interested directly or indirectly in any contract relating to the operation of the Corporation, and may freely make contracts, enter transactions or otherwise act on behalf of the Corporation notwithstanding that such person may also be acting for himself or herself or for a third party in so doing; provided, however, that any such contract or transaction shall be at arm's length and be in compliance with the requirements of this Section 6.2.

No director may vote on any matter in which the director has a direct or indirect pecuniary interest as defined in 30-A MRS 2605(4). Directors shall also attempt to avoid the appearance of a conflict of interest in any matter by disclosure or by abstention pursuant to 30-A MRS 2605(6).

6.3 Exempt Activities. Notwithstanding any other provision of these Bylaws, no member, Director, officer, employee or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Code.

ARTICLE VII
INDEMNIFICATION AND INSURANCE

7.1 Indemnification. The Corporation shall in all cases indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative by reason of the fact that he or she is or was a director, officer, employee or agent of this corporation, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by them in connection with such action, suit or proceeding to the maximum extent permitted by law, including, without limitation, 13-B M.R.S.A. § 714 and acts additional thereto and supplementary thereof, to which reference is made.

7.2 Insurance. The Corporation may, but is not required, upon the vote of the Board of Directors, purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a Director, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article VII.

7.3 Certain Limitations on Indemnification. In no case shall the Corporation indemnify or reimburse any person for any taxes on such individual under Chapter 42 of the Code, or under the comparable or corresponding provisions of any future United States internal revenue laws.

7.4 Indemnification from Other Sources. The Corporation's obligation, if any, to indemnify any person who was or is serving at its request as a trustee, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall be reduced by any amount such person may collect as indemnification from such other corporation, partnership, joint venture, trust or other enterprise.

ARTICLE VIII
MISCELLANEOUS

8.1 Fiscal Year. The fiscal year of the Corporation shall be as determined by the Board of Directors and evidenced by resolution filed with the corporate records.

8.2 Records and Reports. The Corporation shall keep correct and complete books and records of account and of its transactions and minutes of the proceedings of its Board of Directors and of any committee. The President or the Secretary of the Corporation shall prepare or cause to be prepared annually a full and correct statement of the affairs of the Corporation, including a balance sheet and a financial statement of operations for the preceding fiscal year, which shall be submitted at the Annual Meeting of the Board of Directors and filed within twenty (20) days thereafter at the principal office of the Corporation.

ARTICLE IX
AMENDMENTS

These Bylaws may be amended at any meeting of the Board of Directors, provided that a written notice setting forth the proposed amendments shall be sent to each director and each member of an Advisory Committee (should one be assigned) and no less than five (5) days before the date of such meeting. A two-thirds (2/3) vote of those directors present is necessary for the passage of any amendment. No amendment to the Bylaws shall be valid if it has the effect of amending or circumventing the Corporation's Articles of Incorporation or the powers of the Corporator as set forth in the Bylaws.

* * *

The undersigned hereby certifies that the foregoing Bylaws of the Portland Fish Pier Authority, a Maine nonprofit corporation, were duly approved and adopted by action of its Board of Directors on _______________, 2023 and that the Bylaws currently are in effect.

____
[NAME], Secretary

Dated this ____ day of ________, 2023