

**CHAPTER 107-B****MAINE INTERNATIONAL TRADE CENTER****§945. Establishment**

The Maine International Trade Center, referred to in this chapter as the "center," is established to enhance the competitive advantage of state businesses desiring to compete in the international market. The center provides a source of leadership, coordination and a shared vision for international trade development in the State. The purpose of the center, through its cooperative public and private board, is to refine, revise and implement the State's international strategic plan by providing and enhancing services in coordination with the economic development activities of the private sector, community and regional agencies and State Government. [PL 1995, c. 648, §5 (NEW).]

The center is a private nonprofit corporation with a public purpose and the exercise by the center of the powers conferred by this chapter is held to be an essential governmental function. [PL 1995, c. 648, §5 (NEW).]

**SECTION HISTORY**

PL 1995, c. 648, §5 (NEW).

**§945-A. Duties**

The center shall provide a base level of services without regard to membership in the center and enhanced services as the center's board of directors may direct, to private entities, individuals, the State and to quasi-public and public entities. The center shall encourage and assist the growth of the State's international economic activities in the following ways. [PL 1995, c. 648, §5 (NEW).]

**1. Forum.** The center shall provide a continuing forum for the exchange of expertise, ideas and innovations between the public and private sectors.  
[PL 1995, c. 648, §5 (NEW).]

**2. Education.** The center shall offer quality education and technical services to businesses in the State that compete or seek to compete in worldwide markets.  
[PL 1995, c. 648, §5 (NEW).]

**3. Development of programs.** The center shall act as a catalyst in the development and coordination of international programs.  
[PL 1995, c. 648, §5 (NEW).]

**4. Public policy.** The center shall underscore the importance of international trade as a priority of public policy and to enhance public appreciation of the relevance of the international economy.  
[PL 1995, c. 648, §5 (NEW).]

**5. Information.** The center shall provide information necessary to transact international business and to make effective decisions concerning international trade and policy.  
[PL 1995, c. 648, §5 (NEW).]

**6. Infrastructure.** The center shall support the development and availability of an overall infrastructure conducive to international business.  
[PL 1995, c. 648, §5 (NEW).]

**7. Dissemination of programs.** The center shall promote the development and dissemination of education, training and technical assistance programs appropriate for foreign countries.  
[PL 1995, c. 648, §5 (NEW).]

**8. Market opportunities.** The center shall identify market opportunities and potential contracts in foreign countries that match the technologies and expertise available in the State and coordinate and submit appropriate proposal responses.

[PL 1995, c. 648, §5 (NEW).]

**9. Data base.** The center shall maintain an international commerce data base to assist in making program decisions.

[PL 1995, c. 648, §5 (NEW).]

**10. Staffing.** The center shall provide or arrange and manage staffing for the Citizen Trade Policy Commission in accordance with section 11.

[PL 2021, c. 687, §3 (NEW).]

#### SECTION HISTORY

PL 1995, c. 648, §5 (NEW). PL 2021, c. 687, §3 (AMD).

#### §945-B. Members of center

Members of the center are individuals and organizations that pay dues to the center or are state agencies as specified in subsection 1. Memberships may be set at different levels. Members shall elect 7 members to the board of directors of the center pursuant to section 945-C. [PL 1995, c. 648, §5 (NEW).]

**1. Members.** Members are the private individuals, partnerships, firms, corporations, governmental entities and other organizations who pay dues to the center. For the purposes of this chapter, members may include, but are not limited to, municipal and county government, councils of government, local and area development corporations, regional planning commissions, development districts, state agencies, higher educational facilities, including the components of the University of Maine System, the Maine Maritime Academy, private colleges and postsecondary schools and community colleges, and other public or quasi-public entities. The following 7 public organizations are granted membership by virtue of the State's contribution to the organization and are exempt from dues requirements and each is entitled to designate one individual to exercise its voting right: the Department of Agriculture, Conservation and Forestry, the Office of Policy Innovation and the Future, the Finance Authority of Maine, the Department of Labor, the Department of Marine Resources, the Department of Economic and Community Development and the Department of Transportation.

[PL 2013, c. 405, Pt. D, §5 (AMD); PL 2021, c. 293, Pt. A, §52 (REV).]

**2. Voting rights.** All members have a vote in the affairs of the center as set forth in the bylaws of the center, except that when the member is an organization and not an individual the governing body of that organization shall designate the individual who is to exercise the voting right.

[PL 1995, c. 648, §5 (NEW).]

#### SECTION HISTORY

PL 1995, c. 648, §5 (NEW). PL 2003, c. 20, §OO2 (AMD). PL 2003, c. 20, §OO4 (AFF). PL 2011, c. 655, Pt. EE, §14 (AMD). PL 2011, c. 655, Pt. EE, §30 (AFF). PL 2013, c. 405, Pt. D, §5 (AMD). PL 2021, c. 293, Pt. A, §52 (REV).

#### §945-C. Board of directors and officers

The Board of Directors of the Maine International Trade Center, referred to in this chapter as the "board of directors," consists of 11 directors elected from the membership, 5 directors appointed by the Governor and the president of the center, serving in an ex officio capacity. Each director is entitled to one vote. Board members' terms must be staggered as determined in the bylaws of the center. [PL 2021, c. 46, §1 (AMD).]

The state representative of the United States Department of Commerce and the state representative of the United States Small Business Administration may serve as nonvoting ex officio directors. [PL 1995, c. 648, §5 (NEW).]

**1. Elected directors.** The members shall elect 11 directors from among the center's dues-paying membership. [PL 2021, c. 46, §2 (AMD).]

**2. Governor-selected directors.** The Governor shall select 5 directors, each of whom must have international business or professional experience. [PL 2021, c. 46, §3 (AMD).]

**3. Chair; vice-chair; treasurer.** The board of directors shall elect the chair and the vice-chair of the board of directors and the treasurer of the center from among the directors. [PL 1995, c. 648, §5 (NEW).]

**4. President.** The International Trade Director at the Department of Economic and Community Development shall serve as the president of the center upon confirmation by a majority of the board of directors. Once every 2 years, the Governor shall submit the International Trade Director's name to the board of directors for reappointment. Reappointment is subject to confirmation by a majority of the board of directors. The president shall serve as an ex officio voting member of the board of directors. [PL 2021, c. 46, §4 (AMD).]

**5. Duties of president.** The president shall:

A. Serve as the liaison between the board of directors and the center; [PL 1995, c. 648, §5 (NEW).]

B. Manage the center's programs and services; [PL 1995, c. 648, §5 (NEW).]

C. Ensure that the center's programs reflect the policy and management decisions as described in the strategic plan for the State concerning international trade; [PL 1995, c. 648, §5 (NEW).]

D. Coordinate all services to continually meet the needs of the center as described in the strategic plan for the State; [PL 1995, c. 648, §5 (NEW).]

E. Play a leadership role in coordinating, facilitating and helping to prioritize both the short-term and long-term recommendations of this strategic plan; [PL 1995, c. 648, §5 (NEW).]

F. Serve as the State's diplomat, providing leadership in the area of international trade and advocating within the State and abroad on behalf of the State's international trade community; and [PL 1995, c. 648, §5 (NEW).]

G. Perform such other duties as the board considers appropriate. [PL 1995, c. 648, §5 (NEW).]

## SECTION HISTORY

PL 1995, c. 648, §5 (NEW). PL 2021, c. 46, §§1-4 (AMD).

### §945-D. General powers

The center may: [PL 1995, c. 648, §5 (NEW).]

**1. Suit.** Sue or be sued in its own name; [PL 1995, c. 648, §5 (NEW).]

**2. Application for and receipt of funds.** Apply for and receive funds from any private source or governmental entity, whether by grant, donation, loan or any other manner; [PL 1995, c. 648, §5 (NEW).]

**3. Economic development services; fees.** Employ a staff and provide services to public or private entities to assist their efforts in the development of international trade in the State and to charge such fees for these services as it determines appropriate; [PL 1995, c. 648, §5 (NEW).]

**4. Real and personal property.** Purchase, receive, hold, lease, acquire by foreclosure, operate, manage, license, sell, convey, transfer or grant real and personal property, together with those rights and privileges that may be incidental and appurtenant to the real and personal property and the use of the real and personal property, including, but not limited to, any real or personal property acquired by the center from time to time in the satisfaction of debts or enforcement of obligations; [PL 1995, c. 648, §5 (NEW).]

**5. Expenditures and obligations regarding real and personal property.** Make all expenditures and incur any obligations reasonably required in the exercise of sound business principles to secure possession of, preserve, maintain, insure and improve real and personal property or interests in real and personal property acquired by the center; [PL 1995, c. 648, §5 (NEW).]

**6. Securities.** Acquire, subscribe for, own, hold, sell, assign, transfer, mortgage or pledge the stock, shares, bonds, debentures, notes or other securities and evidences of interest in or indebtedness of any person, firm, corporation, joint stock company, partnership, association or trust and, while the owner or holder thereof, exercise all the rights, powers and privileges of ownership, including the right to vote thereon; [PL 1995, c. 648, §5 (NEW).]

**7. Encumbrance of property.** Mortgage, pledge or otherwise encumber any property right or thing of value acquired pursuant to the powers contained in subsection 4, 5 or 6 as security for the payment of any part of the purchase price of the property right or thing of value; [PL 1995, c. 648, §5 (NEW).]

**8. Contracts and liabilities.** Make contracts, including contracts for services, and incur liabilities for any of the purposes authorized in those contracts; [PL 1995, c. 648, §5 (NEW).]

**9. Debt.** Borrow money for any of the purposes authorized in this chapter; incur debt, including the power to issue its bonds, debentures, notes or other evidences of indebtedness, whether secured or unsecured; and secure the same by mortgage, pledge, deed of trust or other lien on its property, rights and privileges of every kind and nature, or any part thereof or interest therein; and [PL 1995, c. 648, §5 (NEW).]

**10. Cooperation with agencies and organizations.** Cooperate with governmental agencies and the University of Maine System; and cooperate, assist and encourage organizations, local or regional, private or public, in the communities of the State in the promotion, assistance and development of international trade in those communities and the State. [PL 1995, c. 648, §5 (NEW).]

#### SECTION HISTORY

PL 1995, c. 648, §5 (NEW).

#### §945-E. Adoption of bylaws

The center shall adopt bylaws consistent with this chapter for the governance of its affairs and has the general powers accorded corporations under Title 13-C, section 302. The center shall take all actions necessary or convenient to carry out the lawful purposes of the center under this chapter. [RR 2001, c. 2, Pt. B, §24 (COR); RR 2001, c. 2, Pt. B, §58 (AFF).]

#### SECTION HISTORY

PL 1995, c. 648, §5 (NEW). RR 2001, c. 2, §B24 (COR). RR 2001, c. 2, §B58 (AFF).

#### **§945-F. Limitation of powers**

The center may not enter into contracts, obligations or commitments of any kind on behalf of the State or any of its agencies, nor may it have the power of eminent domain or any other power not provided to business corporations generally. Bonds, notes and other evidences of indebtedness of the center may not in any way be a debt or liability of the State or constitute a pledge of the faith and credit of the State. [PL 1995, c. 648, §5 (NEW).]

#### SECTION HISTORY

PL 1995, c. 648, §5 (NEW).

#### **§945-G. Liability of officers, directors and employees**

All officers, directors, employees and other agents of the center entrusted with the custody of the securities of the center or authorized to disburse the funds of the center must be bonded, either by a blanket bond or by individual bonds, with a surety bond or bonds with a minimum limitation of \$100,000 coverage for each person covered by the surety bond, conditioned upon the faithful performance of duties, the premiums for which are paid out of the assets of the center. [PL 1995, c. 648, §5 (NEW).]

#### SECTION HISTORY

PL 1995, c. 648, §5 (NEW).

#### **§945-H. Prohibited interests of officers, directors and employees**

Officers, directors or employees of the center or their spouses or dependent children may not receive any direct personal benefit from the activities of the center in assisting any private entity. This section does not prohibit corporations or other entities with which officers or directors are associated by reason of ownership or employment from participating in international trade activities of the center or receiving services offered by the center as long as the ownership or employment is made known to the board of directors and, if applicable, the officers or directors abstain from voting on matters relating to that participation. This section does not apply to members who are not officers or directors of the center. [PL 1995, c. 648, §5 (NEW).]

#### SECTION HISTORY

PL 1995, c. 648, §5 (NEW).

#### **§945-I. Donations to State**

The State, through the Governor, may accept donations, bequests, devises, grants or other interests of any nature on behalf of the center and transfer those funds, property or other interests to the center. [PL 1995, c. 648, §5 (NEW).]

#### SECTION HISTORY

PL 1995, c. 648, §5 (NEW).

#### **§945-J. Confidential records**

The records and proceedings of the center are public for the purposes of Title 1, chapter 13, except as otherwise provided in this section. [PL 2009, c. 567, §2 (AMD).]

**1. Proprietary information; other information.** Information provided to or developed by the center and included in a business or marketing plan is public unless the person to whom the information belongs or pertains requests that it be designated as confidential and the center has determined it contains proprietary information. For the purposes of this subsection, "proprietary information" means information that is a trade secret or production, commercial or financial information the disclosure of

which would impair the competitive position of the center or the person submitting the information and would make available information not otherwise publicly available.

[PL 2009, c. 567, §3 (AMD).]

**2. Tax or financial information.** Any financial statement, supporting data or tax return of any person is confidential.

[PL 1995, c. 648, §5 (NEW).]

**3. Credit assessment.** Any record obtained by the center that contains an assessment of the credit worthiness, credit rating or financial condition of any person is confidential.

[PL 1995, c. 648, §5 (NEW).]

This section does not prohibit the disclosure of information that is otherwise available in the public domain. [PL 1995, c. 648, §5 (NEW).]

#### SECTION HISTORY

PL 1995, c. 648, §5 (NEW). PL 2009, c. 567, §§2, 3 (AMD).

#### §945-K. Annual report; audit

The center shall provide an annual report and an independent audit of its activities to the Governor, the joint standing committee of the Legislature having jurisdiction over economic development matters and the members of the center. [PL 1995, c. 648, §5 (NEW).]

#### SECTION HISTORY

PL 1995, c. 648, §5 (NEW).

#### §945-L. General conditions; dissolution

The center shall operate as a nonprofit organization consistent with its composition and broad public purposes. The following conditions apply to the operation or dissolution of the center. [PL 1995, c. 648, §5 (NEW).]

**1. Net earnings of center.** No part of the net earnings of the center may inure to the benefit of any member, officer, director or employee, except that the center may pay reasonable compensation for services rendered and otherwise hold, manage and dispose of its property for the purposes of the center. [PL 1995, c. 648, §5 (NEW).]

**2. Dissolution of center.** Upon dissolution of the center, the members shall transfer all unexpended General Fund appropriations to the State before paying or making provision for the payment of all other liabilities of the center.

[PL 1995, c. 648, §5 (NEW).]

#### SECTION HISTORY

PL 1995, c. 648, §5 (NEW).

#### §945-M. Liberal construction

This chapter may be construed liberally to effect the intent and purposes of the center for an improved and enhanced international trade development effort in the State and may not be construed as a limitation of powers. [PL 1995, c. 648, §5 (NEW).]

#### SECTION HISTORY

PL 1995, c. 648, §5 (NEW).

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