

**YOUR NAME**  
**BY-LAWS**

**ARTICLE I**  
**NAME, PURPOSES AND POWERS**

Section 1. Name. The name of the corporation shall be **YOUR NAME**.

Section 2. Purpose. The corporation is not organized for a pecuniary profit. The corporation is organized as a public benefit corporation, for all lawful purposes for which corporations may be organized pursuant to § 501(c)(3) of the Internal Revenue Code, including but not limited to charitable, educational, civic (including patriotic) purposes. The balance, if any, of money received by the corporation from its operations, and from donations, after the payment in full of all debts and obligations of the corporation, shall be used and distributed exclusively for charitable, educational and civic purposes.

Section 3. Powers. The corporation shall have all of the general powers set forth in 13-B M.R.S.A. § 202 and such other and further powers as are not inconsistent with, or contrary to the provisions of § 501(c)(3) of the Internal Revenue Code as it may from time to time be amended.

Section 4. The corporation shall, have and continuously maintain in the State of Maine a registered office and registered agent. The initial registered office and registered agent shall be as set forth in the Articles of Incorporation, and the directors are authorized to change the corporation's registered agent and registered office by duly adopted vote of the Board of Directors, and by compliance with 13-B M.R.S.A. § 305. If the corporation shall fail to appoint a registered agent, or to maintain a registered agent, including periods after the registered agent shall have died, resigned, or been removed, but prior to the appointment of a successor registered agent, the Treasurer of the corporation shall be the corporation's registered agent.

Section 5. The corporation may utilize assumed or fictitious names pursuant to the provisions of 13-B M.R.S.A. § 308-A, by following the legal procedures required for such assumption or use.

**ARTICLE II**  
**ORGANIZATION**

Section 1. The corporation shall have no members. The business of the corporation shall be managed by the Board of Directors, as set forth herein.

Section 2. Directors, officers and employees of the corporation shall not, as such, be liable for the debts or obligations of the corporation.

Section 3. The corporation shall not have nor issue shares of stock. No dividends shall be paid and no part of the income or profit of the corporation shall be distributed to its directors, officers or employees. The corporation may pay compensation in a reasonable amount to its directors, officers and employees for services rendered, and may confer benefits upon directors, officers or employees in conformity with its purposes. Board members are not paid for their service to the Board.

Section 4. Upon dissolution or liquidation of the corporation, the net assets of the corporation shall be transferred or conveyed only to one or more domestic or foreign corporations, societies or organizations accepted as a so-called 501(c)(3) organizations under the Internal Revenue Code, engaged in activities and purposes substantially similar to those of the corporation. The Superior Court of the State of Maine shall have equitable jurisdiction to determine, select or ratify the selection of one or more qualified organizations to receive the corporations assets upon dissolution.

### ARTICLE III BY-LAWS

Section 1. These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted by a vote of a majority of all Board members at an annual meeting, regular meeting or special meeting at which a quorum is present. Written notice of the proposed amendments or action, or the substance thereof, shall be given at least **five** days prior to such meeting.

Section 2. The By-laws, and all amendments to them, shall be maintained in current form by the Secretary, and shall be available for inspection by any interested person legally entitled to inspect the same at the office of the Secretary, during normal business hours. A copy of the By-laws, as amended, shall be furnished to the Executive Director, and all Directors.

Section 3. The Board of Directors may adopt emergency By-laws to the full extent permitted by law, which By-laws, if adopted, shall become operative upon the declaration of a national civil defense emergency by the United States Government or the Governor of Maine relating to war, attack or threatened attack, natural disaster, outbreak of disease, significant disruption of communications, transportation, or financial services. Such emergency By-laws may contain provisions as may be deemed practical and necessary for the interim management of the affairs of the corporation until the civil defense emergency no longer exists.

### ARTICLE IV CORPORATE SEAL

The Corporation shall have a corporate Seal, custody of which shall be with the Secretary, unless the Board determines otherwise.

ARTICLE V  
BOARD OF DIRECTORS

Section 1. The activities of the corporation shall be managed by the Board of Directors.  
[Include any residency or other requirements for board membership.]

Section 2. It shall be the policy of the Board of Directors, as required by 13-B M.R.S.A. § 701, that no employee of the corporation may be terminated for contacting a director or the board. Directors may not preclude contact between employees of the corporation and members of the Board of Directors. The Board may, by policy, adopt procedures for handling and responding to employee concerns.

Section 3. The number of directors of the corporation shall not be less than 3 **no more than 12. The initial Board of Directors is 9.**

Section 4. Subject to the limitations imposed by the Articles of Incorporation and Article V, Section 3., the number of directors may be increased or decreased from time to time by the Board of Directors. A decrease in the number shall not have the effect of shortening the term of any incumbent director.

Section 5. The incorporators shall elect the first Board of Directors. The Board shall be divided into initial groups of 3, 4, and 4. The initial Board of Directors shall be appointed to terms of one, two, and three years respectively so that, each year, approximately one-third of the directors shall be subject to reappointment. After the term of the initial Board, Directors shall be appointed to three year terms. The Board may adopt procedures for the nomination and appointment of Directors.

Section 6. Each Director shall hold office for the term to which he or she is elected or appointed and until his or her successor shall have been elected and qualified.

Section 7. Any vacancy occurring in the Board of Directors shall be filled by the Board of Directors. If the vacancy occurs by reason of an increase in the number of Directors, the elected Director's term shall be specified so as to as nearly as possible continue the practice of one-third of the board being subject to the election annually. If a Director is elected to fill a vacancy, he or she shall be elected for the unexpired term of his or her predecessor in office.

Section 8. A Director may be removed prior to expiration of his or her term in accordance with the provisions of 13-B M.R.S.A. § 704.

Section 9. Any Director may resign his or her office at any time. Such resignation shall be made in writing, shall be submitted to the Secretary, with a copy to the Executive Director, and shall take effect at the time specified in the instrument. Acceptance of the resignation shall not be required to make it effective.

Section 11. When a Board member has three consecutive non-excused absences from regular Board meetings in any one year, his/her chair on the Board may be considered relinquished and vacant, as per Article V Section 8 and may be filled in accordance with these by-laws.

## ARTICLE VI OFFICERS

### Duties:

Except as otherwise provided in these By-laws, Officers of the Corporation shall perform the duties usually pertaining to their respective offices as provided in Maine Law, such duties as may be required by the Articles of Incorporation or By-Laws, and other duties as prescribed from time to time by the Board of Directors. In addition, Officers shall have the following duties:

#### Chairman:

The Board of Directors shall annually elect a Chairman, who shall preside over all meetings at which he or she is present. The Chairman has authority to call meetings, both regular and special, and to whom, by emergency by-laws, or by vote of a majority of the Board available in the event of an emergency, may exercise emergency and temporary powers as Executive Director. If such position is vacant, or due to emergency conditions, the Executive Director cannot be contacted. The Chairman shall be entitled to vote on all matters on which he or she would otherwise be entitled to vote, if not acting as Chairman. The Chairman shall exercise all other powers and duties as are usually incident to such office, or as may be imposed by law, and shall exercise all other powers and duties as the Board of Directors may assign, or as may be prescribed by these By-Laws.

Vice Chairman. The Board may elect a Vice Chairman to carry on the duties of the Chairman in the event (s)he is absent from a meeting, or otherwise unable to perform their duties.

Secretary: The Secretary shall be responsible for ensuring proper minutes of all meetings of the Board are maintained in corporate record books, and shall be responsible for maintaining an attendance record of the Board, shall keep a role of all members and their terms, and provide notice of the Annual Meeting.

Treasurer: The Treasurer shall have custody of all funds, making payments as the Board authorizes and approves, and may delegate these duties to anyone the Board approves, that would act under the Direction of the Treasurer. Checks in excess of an amount stated in the written financial policies of the organization should be signed by the Executive Director and an officer. The Treasurer shall work on behalf of the Board to ensure proper records are kept that reflect the financial condition of the Corporation, and will present these reports to the Board as they may require. If directed by the Board, they shall arrange for an external independent audit.

## ARTICLE VII BOARD MEETINGS; NOTICES

Section 1. Notice of any meeting shall specify the date, the time and place of the meeting. Any Director wishing to participate via telephone conference call shall be given instructions for contact purposes. Participation of a Director in any meeting shall constitute a waiver of notice of such meeting, except when a Director participates for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 2. Upon election and qualification, each Director shall sign and deliver to the secretary an acknowledgment of their acceptance of the position, their receipt of a copy of the corporation's Articles of Incorporation, and of these By-laws. Said form shall also provide the Directors' contact information, and in the absence of express notice of different contact information from the Director to the Secretary, the contact information initially given by the Director shall be deemed to continue to apply. The contact information form shall include places for a Director to give alternate means of communication and contact, including mailing address, physical address, fax and/or e-mail. If a notice is required, it may be given by United States mail, postage prepaid, by commercial delivery service, by facsimile, or by e-mail, provided that, in emergency situations, where action and/or a meeting is required on less than 48 hours advance notice, then the form of notice must include telephone, facsimile or e-mail.

Section 3. The Board of Directors shall hold regular meetings at least **four** times per year. The Board may set a schedule of regular meetings more frequently. Meeting dates, times and places may be adopted by Board vote at a meeting, and such vote shall constitute notice to all Directors who participated in such meeting. The Executive Director shall prepare and mail a Notice of Meeting (which may include notice of more than one meeting) to all Board Members at least **ten** days prior to the scheduled meeting. Such Notice shall be deemed sufficient, but shall not preclude other methods of Notice. The Executive Director shall prepare and provide to the Board Chair a proposed meeting agenda not less than twenty-four (24) hours prior to the meeting, but failure to do so, shall not invalidate the notice, or any action taken at such meeting.

Section 4. The Board shall hold special meetings at the written call of: (a) the Board Chair; (b) the Executive Director and the Secretary; (c) the Executive Director and two members of the Board; or (d) any three members of the Board (regardless whether such Director is eligible or permitted to vote on the substance of the matter to be placed before the Board.). Any individual or group calling a special meeting shall prepare, deliver to the Secretary, the Board Chair and the Executive Director a written summary of the matters proposed for discussion and action.

Section 5. At all meetings, a quorum shall exist when fifty percent (50%) of the Board members are present.

Section 6. Any Director shall be permitted to participate via telephone conference, video conference, or any similar technology, now existing or hereafter developed, which allows the participants to hear all other participants, and to be heard by all other participants.

Section 7. As permitted by the provisions of 13-B M.R.S.A. § 707, the Board may at any time act by unanimous written consent, which action shall be deemed effective as of the date of the action as reflected in the writing, notwithstanding that any Director may have signed the writing after the indicated date.

Section 8. The Board shall have the power by affirmative vote of those participating and entitled to vote, to receive certain confidential information and to consider certain confidential matters in executive session. The Board may adopt policies or procedures for executive sessions.

Section 9. Any Director who claims that any board meeting was improperly noticed, or that there were other irregularities or deficiencies in the manner of notice or call of the meeting, or conduct of the meeting, shall immediately call such matters to the attention of the Chair, the Secretary and the Executive Director. When the reason or facts supporting such a claim are known prior to a meeting, or prior to a vote taken at a meeting, the Director shall be deemed to have waived any objection to the alleged procedural irregularity if it is not brought to the attention of the Directors prior to the meeting, or if learned during the meeting, then prior to the vote. In all other instances, the Director must object and call the matter to the attention of the Chair, the Secretary and the Executive Director as set forth above, prior to the next regular meeting of the Directors, or if the irregularity is not known or reasonably discoverable, then no later than ninety (90) days from the date of the irregularity. A vote of the Board at a later duly called meeting to accept the minutes of the meeting at which the irregularity or deficiency occurred or was taken, without objection or dissent, shall be deemed to waive any objection to any deficiency or irregularity which occurred at that meeting.

Section 10. The Board of Directors may, in its discretion, by resolution adopted by a majority of the Board, appoint an Executive Committee, or other committees, permanent or ad hoc, as it deems necessary and in the best interests of the corporation. The functions of any such committee shall be specifically provided by resolution of the Board. Without limiting the generality of the foregoing, appointed committees shall have the authority to meet and confer with employees of the corporation on all matters relating to the work of the committee which fall within the purview of such employees.

Section 11. Pursuant to Maine law, the organization will conduct an Annual Meeting in **March** at which new members will be seated, officers will be elected, and other business conducted.

ARTICLE VIII  
EXECUTIVE DIRECTOR

Section 1. The Board may appoint an Executive Director and fix the Executive Director's compensation and benefits. A quorum of the full board, and of the outside directors, must participate, and the Executive Director shall be appointed only if a majority of the outside directors affirmatively votes for the appointment.

Section 2. The Executive Director shall serve at the pleasure of the Board, but nothing shall prohibit the Board from appointing the Executive Director for a fixed term, nor from entering into an employment contract with an Executive Director for a period not to exceed three (3) years, which may be extended or renewed from time to time.

Section 3. The Executive Director shall be the Chief Executive of the organization, in charge and responsible for the day-to-day activities of the Corporation and its employees, and to implement the policies and directives of the Board. The Executive Director shall have the authority to hire or fire employees (other than officers) without board approval, but the Board in its discretion may, by policy or on a case by case basis, elect to review hiring and dismissal decisions on such terms as the Board deems prudent. The Executive Director shall periodically report to the Board, and shall perform all duties, and shall have all powers, incidental to the position, including emergency powers to act in the event of a nationally or regionally declared disaster, in a manner consistent with any emergency By-laws adopted by the Board.

Section 5. The Board may authorize any officer or agent thereof to enter into any contract and deliver any instrument in the name of and on behalf of the Board of Directors, and such authority may be general or confined to specific instances.

ARTICLE IX  
ARTICLES OF INCORPORATION

The Board may vote to amend the Articles of Incorporation in a manner consistent with MRS 13-B §802.

ARTICLE X  
OTHER OFFICERS

The Board may create positions for such other officers, or assistant officers of the Corporation as it deems appropriate, and may specify their duties and authority.

ARTICLE XI  
INTERESTED PARTY TRANSACTIONS; CONFLICT OF INTEREST

Section 1. No contract or other transaction between the corporation and one or more of its Directors, or any other corporation, firm, association or entity in which one or more of the directors are financially interested, shall be either void or voidable because of such relationship or interest, or because such Director was present at the meeting of the Board

which authorizes, approves or ratifies such contract of transaction, if (a) the material facts of the transaction and the Director's interest were disclosed or known to the board; (b) the interested Director refrains from voting; (c) a majority of the Directors voting authorized, approved or ratified the transaction; and (d) the transaction was fair to the corporation.

Section 2. The Corporation may adopt or establish a conflict of interest policy not inconsistent with Section 1 hereof.

Section 3. Notwithstanding the foregoing, no contract, act or transaction shall be taken on behalf of the Corporation if such contract, act or transaction is a prohibited transaction or would result in the denial or loss to the corporation of tax exempt status under the Internal Revenue Code and its regulations as they now exist or may from time to time be amended.

Section 4. No person or other entity dealing with the Directors and officers shall be obligated to inquire into the authority of the Directors and officers to enter into and consummate any contract, act or transaction.

Attest by Board vote and signature:

SAMPLE