CORPORATE BYLAWS
ENVIRONMENTAL & ENERGY TECHNOLOGY COUNCIL OF MAINE
DRAFT
APPROVED BY E2TECH BOARD OF DIRECTORS ON 7/18/14
PENDING APPROVAL BY MEMBERS AT 11/20/14 ANNUAL MEETING
D/B/A E2Tech
(A Maine Nonprofit Public Benefit Corporation With Members)

ARTICLE 1. IDENTITY

1.1 Name; Purpose: The name of the corporation shall be as set forth in the Articles of Incorporation of this corporation (hereinafter the “Corporation”) as shall be filed with the Secretary of State of the State of Maine as amended from time to time. The Corporation may register to do business under one or more assumed names by filing appropriate registrations with the Secretary of State of the State of Maine. These Corporate Bylaws, the powers of the Corporation, its Directors, Officers and all matters concerning the conduct and regulation of the affairs of the Corporation shall be subject to the Articles of Incorporation in effect from time to time. The purpose of the Corporation may be changed by amendment of its Articles of Incorporation; provided, however, that if an amendment of the articles of incorporation results in a material change in the nature of the activities conducted by the Corporation, then the Corporation shall give notice to the Attorney General of the amendment simultaneously with the filing of the amended articles with the Secretary of State pursuant to Section 802.5 of the Maine Nonprofit Corporation Act, Title 13-B, Section 101 et seq., M.R.S.A. (the "Act").

1.2 Offices: The principal office of the Corporation shall be located at such place in the State of Maine as the Directors may determine from time to time. The location of the Corporation's principal office may be changed by the Directors from time to time without amendment of these Corporate Bylaws. The Corporation may also have offices at such other places, within or without the state of Maine, as its business and activities may require, and as the Directors may, from time to time, designate.

1.3 Registered Agent and Office: In compliance with the Maine Nonprofit Corporation Act, the Corporation shall have, and continuously maintain, a statutory registered agent who shall be a resident of the state of Maine. The Directors shall have the power to change the identity of the registered agent from time to time by filing an appropriate form with the Secretary of State of the State of Maine. The registered agent shall maintain a registered office within the state of Maine. The address of the registered office may be changed from time to time by either the registered agent, or the Directors, upon filing an appropriate form with the Secretary of State of the State of Maine.

1.4 Definitions: As used in these Corporate Bylaws the following terms mean:
(a) Internal Revenue Code or Code: The U.S. Internal Revenue Code of 1986, as amended by any successor provisions of federal tax law.

(b) Ex Officio: Service as a member of a body by virtue of an office or position held.

(c) Affiliated Organization: This Corporation, any corporation that controls this Corporation, or any legal entity or organization that controls, or is controlled by, any Affiliated Organization. An organization shall be understood to control another if it has the right (directly or indirectly) to elect or appoint a majority of the people who have voting rights serving on the governing board of such other organization; provided, however, that ex officio members of a governing board shall be treated as if elected or appointed by the organization referenced in their ex officio appointment.

ARTICLE 2. PURPOSES

2.1 Purposes: This benevolent, charitable and eleemosynary institution has been organized and is incorporated under the Maine Nonprofit Corporations Act as a public benefit corporation and shall be operated exclusively for charitable, scientific, literary, and/or educational purposes within the meaning of §501(c)(3) of the U.S. Internal Revenue Code of 1986 as the same may be amended from time to time (the "Code"). Such purposes may include (but shall not be limited to) undertaking the following activities among others:

(a) To organize, coordinate and/or conduct professional instruction, educational seminars, public workshops, technical assistance programs and other enrichment activities including, among other things, publication and distribution of news letters, other communications and dissemination of information regarding training, education, innovation, professional development and advancement, all designed to provide professionals working within the environmental, energy, cleantech and conservation sectors of the Maine economy and related or allied technologies and their potential for promoting capital formation and community economic development throughout the State of Maine (hereinafter "E2 Technology" and "E2Tech Professionals") with information and training, networking opportunities, and, generally, to promote and increase opportunities for local access and availability of professional training, education and information for E2Tech professionals in the State of Maine and to serve as a professional information clearinghouse and communication network;

(b) To measure and track professional success and accomplishment by E2Tech professionals in areas of job creation, fundraising success, media exposure, business-to-business access, technical assistance, R&D capacity, job growth, new product-service commercialization, development of best practices models and exemplary sector accomplishments, among other measurements;

(c) To promote cooperative research and product development among governmental agencies, businesses, non-profit institutions, and academic institutions;
(d) To promote career opportunities for E2Tech professionals in the State of Maine including (among other things) research and development, job growth and product/service development throughout the state thereby broadening the employment base in all sectors of the economy and improving economic conditions generally for the benefit of the public;

(e) To promote, organize and support job growth and business interaction within the E2 Technology sector of the economy, to build both the technical capacities of, and connections among E2Tech professionals, to bolster the economic development potential of the E2 Technology sector of the economy throughout the State of Maine;

(f) To attract E2 Technology businesses to work with existing Maine businesses or locate new business operations in the State of Maine;

(g) To promote public understanding of the social and economic benefits of E2 Technology; to provide information on the public benefits of E2 Technology to public and private decision makers; to increase awareness of progressive E2 Technology solutions; and to promote interaction and cooperation among E2 Technology professionals, at all levels of government, professional associations, academic institutions and public and private sector organizations including government, business and nonprofit institutions;

(h) To promote social welfare by providing high quality education and training opportunities for E2Tech professionals and to perform non-governmental administration of education and training programs designed both to increase public awareness of the benefits, uses and applications of E2 Technology, and to promote and/or develop policies, standards, and guidelines for improvement of the E2 Technology sector of the economy in Maine, through education, research and professional development for E2Tech professionals;

(i) To seek out and receive grants and sources of funding that will further the purposes of the Corporation;

(j) To promote and facilitate instruction and training programs for individuals for the purpose of improving or developing the capabilities of the individual (within the meaning of U.S. Department of Treasury Regulations §1.501(c)(3)-1(d)(3)(i)(a)); and

(k) To instruct the public on subjects useful to the individual and beneficial to the community (within the meaning of U.S. Department of Treasury Regulations §1.501(c)(3)-1(d)(3)(i)(b)).

In furtherance hereof, but not by way of limitation, the Corporation shall be organized and operated to do everything necessary, proper, advisable or convenient for the accomplishment of the foregoing purposes, and to do all other things incidental to them, or connected with them, that are not forbidden by law, the Articles of Incorporation, or the Corporate Bylaws; provided, however, that the Corporation shall not engage in any transaction, or do or permit any act or omission, which shall operate to deprive it of its tax exempt status as a corporation described in §501(c)(3) of the Code.
2.2 **Tax-Exempt Purpose**: It is intended that the Corporation shall have the status of a Corporation (i) which is exempt from Federal income taxation under Section 501(c)(3) of the Code, (ii) contributions to which are deductible under Section 170(c)(2), 2055(a)(2) or 2522(a)(2) of the Code and (iii) which is "other than a private foundation" as defined in Section 509(a) of the Code. The Articles of Incorporation and these Corporate Bylaws shall be construed accordingly and all powers and activities of the Corporation shall be limited accordingly. In this regard:

(a) The Corporation shall not engage in any transaction, or do or permit any act or omission, which shall operate to deprive it of its tax-exempt status under Section 501(c)(3) of the Code;

(b) No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; provided, however, that notwithstanding the foregoing, nothing in this Article shall be construed to prevent this Corporation from making the election available under Section 501(h) of the Internal Revenue Code shall be in effect for the Corporation or any other Affiliated Organization, "direct lobby expenditures" and "grass roots expenditures" by the Corporation in any given tax year shall not exceed the applicable limits under Section 501(h) calculated without regard to the "exempt purpose expenditures" of any other Affiliated Organizations;

(c) This Corporation shall not, in any manner or to any extent, participate or intervene (including publishing or distribution of statements) in any political campaign on behalf of any candidate for public office; and

(d) This Corporation shall not engage in any activities that are unlawful under applicable federal, state, or local laws.

2.3 **Contingent Provisions Applicable In The Event of Private Foundation Classification**: Only in the event that the Corporation is at any time classified by the Internal Revenue Service as a “private foundation” as defined in §509 of the Code, then and only in that event, the following provisions shall apply:

(a) the Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by §4942 of the Code;

(b) the Corporation shall not engage in any act of self dealing as defined in §4941(d) of the Code;

(c) the Corporation shall not retain any excess business holdings as defined in §4943(c) of the Code;

(d) the Corporation shall not make any investments in such manner as to subject it to tax under §4944 of the Code; and

(e) the Corporation shall not make any taxable expenditures as defined in §4945(d) of the Code.

2.4 **Dedication of Assets to Tax-Exempt Activities**: All the assets and income of the Corporation shall be used exclusively for its charitable, educational, or scientific purposes and no part thereof shall inure to the benefit of any director, officer, or private individual; provided, however, that nothing contained herein shall be construed to prevent the payment or reimbursement by the Corporation of salaries and expenses of its Officers and employees.
If this Corporation be dissolved or its legal existence terminated, either voluntarily or involuntarily, or upon final liquidation of the Corporation, none of its assets shall inure to the benefit of any director, officer, or private individual, and all of its assets remaining after payment of all of its liabilities shall be distributed by affirmative vote of the Directors exclusively to:

(a) One or more nonprofit organization or organizations which may have been created to succeed the Corporation, as long as such organization, or each of such organizations, shall then qualify as an organization exempt from federal income taxation under §501(a) of the Internal Revenue Code of 1986 as an organization described in §501(c)(3) of such Code, as amended, and as a charitable, religious, eleemosynary, benevolent or educational corporation within the meaning of Title 13-B, of the Maine Revised Statutes as amended; and/or

(b) One or more nonprofit organization or organizations having similar aims and objects as those of the Corporation and which may be selected as an appropriate recipient of such assets by the Directors, as long as such organization, or each of such organizations, shall then qualify as an organization exempt from federal income taxation under §501(a) of such Code as an organization described in §501(c)(3) of such Code, as amended, and as a charitable, religious, eleemosynary, benevolent or educational corporation within the meaning of Title 13-B, of the Maine Revised Statutes as amended.

In the event the assets of the Corporation are not so distributed, said assets shall be distributed by a court of competent jurisdiction in the county where the principal office of the Corporation is located to a non-profit organization or organizations having similar aims and objects as the Corporation and which may be selected as an appropriate recipient of such assets as long as such organization, or each of such organizations, shall then qualify as an organization exempt from federal income taxation under §501(a) of such Code as an organization described in §501(c)(3) of such Code, as amended, and as a charitable, religious, eleemosynary, benevolent or educational corporation within the meaning of Title 13-B of the Maine Revised Statutes as amended.

ARTICLE 3. MEMBERSHIP

3.1 Identification of Members: There shall be one class of Members of this Corporation. The initial Members of the Corporation shall be those individuals elected, or otherwise appointed, by the Directors to Membership in a manner determined by the Directors of the Corporation. Additional individuals may become Members of the Corporation from time to time upon satisfaction of such criteria as the Directors may establish at their discretion and election or appointment by, or in a manner provided by, the Directors. Membership fees and dues as well as any other criteria required for Membership in the Corporation shall be established by the Directors of the Corporation from time to time.

Members shall Serve for terms of one year renewable annually upon payment of current Membership fees and dues as well as satisfaction of any criteria for continued Membership as the
Directors may determine. The Secretary of the Corporation shall maintain a roster of the current Members of the Corporation.

3.2 **Rights and Powers:** The Members shall have all the voting rights set forth in the Articles of Incorporation, these Corporate Bylaws, or under Chapter 6 of Title 13-B M.R.S.A. These rights include:

(a) The election of Directors;
(b) The removal of Directors;
(c) The changing of the number of Directors constituting the Board of Directors within the limitations prescribed in these Articles of Incorporation;
(d) The amendment, restatement, or modification of the Articles of Incorporation or Bylaws of the Corporation, but only if the text of such amendment, restatement or modification has first been recommended by the Directors and is circulated to the Members at least five days prior to the meeting at which a vote is to be taken;
(e) The approval of the sale, mortgage, lease, or other disposition (but not the mortgage or pledge) of all, or substantially all, of the assets and property of the Corporation, the dissolution of the Corporation, or its merger with or consolidation into another corporation; and
(f) Any other matter that the Directors may vote to submit for approval by vote of the Membership.

**ARTICLE 4. BOARD OF DIRECTORS**

4.1 **Identity & Qualifications:** The activities, property and affairs of the Corporation shall be managed by its Directors. Directors of E2Tech are selected for service on the Board of Directors because of a proven commitment to the overall mission of E2Tech and to the advancement and promotion of the stated goals and objectives of the organization. Unless the Members shall act to change the number of Directors, eight (8) Directors (in addition to the Executive Director as an *ex officio* director), or so many thereof as may be needed to fill vacancies among the Board of Directors, shall be elected by the Members at each Annual Meeting from among nominees presented by the Nominating Committee. The Executive Director employed by the Board of Directors as the chief executive officer of the Corporation shall serve as an *ex officio* Director without voting rights. The number of Directors may be increased or decreased from time to time by the Members, but shall not be less than five (5) Directors nor more than twenty-four (24) Directors, and no decrease in number shall have the effect of shortening the term of any incumbent Director.

Each Director shall be selected for his or her ability to participate effectively in fulfillment of the responsibilities of the Directors. In the process of selection of individual candidates as Directors, consideration should be given to those individuals with financial management skills and experience, and those with interests and expertise in areas of value to the Corporation.

Each Director is expected actively to support the Corporation by:
1. Maintaining membership in the organization.
2. Attending orientation for New Board Members.
3. Attending at least two-thirds (2/3) of all Board meetings held annually, including any Annual Board Retreat and the Annual Meeting in November.
4. As indicated in Section 8.1, Directors will not miss three consecutive meetings unless the absences are previously approved by the Board Chair or Co-Chair.
5. Actively participating in one committee or working group.
6. Contributing time each year to at least one of the following activities:
   - participation in an additional committee or working group,
   - volunteering substantial time for at least one program event, or
   - obtaining new members or financial support for the E2-Tech Council.

When selecting Directors, the Directors shall observe the requirement that no more than 49% of the Directors may be "financially interested persons" as hereinafter defined. For purposes of the preceding sentence, the term "financially interested persons" shall mean any person who (i) receives compensation from the corporation for performing personal services, (ii) is entitled to receive a portion of the net income of a business that is paid for providing personal services to the corporation, or (iii) is the spouse, brother, sister, parent or child of any of the foregoing people.

4.2 Terms of Office: Directors shall serve for terms of three (3) years and until their successors are elected and qualified, or until their prior death, removal, or resignation. The initial Directors shall serve until the first Annual Meeting of the Corporation at which time the elected Directors shall be divided into three (3) classes by lots with staggered terms of one, two and three years such that (as nearly as possible) one-third of the elected Directors shall be elected at each subsequent Annual Meeting. To accomplish this result, at the first Annual Meeting of the Members, two of the Directors shall be elected to a term of one year, three of the Directors shall be elected to a term of two years and three of the Directors shall be elected to a full term of three years. Thereafter, at each Annual Meeting of the Members, Directors shall be elected to serve for a full term of three years. In the event that there is a failure to elect Directors as aforesaid, or if such Annual Meeting is not held, then Directors shall be elected at any Regular or Special Meeting of the Members called for that purpose as soon thereafter as convenient.

4.3 Rights and Powers: All of the business and affairs of the Corporation not expressly reserved to the Members shall be managed by the Board of Directors. The Board of Directors shall manage the activities of the Corporation in a manner consistent and in compliance with the purposes, objectives, philosophy, and limitations set forth in the Articles of Incorporation, these Corporate Bylaws and as otherwise required by law.

The Board of Directors may delegate any part of its power to any Officer, or to any committee of the Corporation. No assignment, referral or delegation of authority by the Board of Directors, however, shall preclude the Board of Directors from exercising the authority required to meet its responsibility for the conduct of the affairs of the Corporation. The Board of Directors shall retain the right to rescind any such delegations.
The Directors shall have as their primary function the establishment of policies consistent with the purposes of the Corporation and the assumption of responsibility for resource management or stewardship on behalf of the Corporation. The Directors shall have all the rights set forth in the Articles of Incorporation, these Bylaws, or under Chapter 6 of Title 13-B of the Maine Revised Statutes as amended by and through §604(4) thereof. These rights include, but shall not be limited to the following:

(a) To propose or recommend any amendment, restatement, or modification of the Articles of Incorporation of the Corporation or these Corporate Bylaws; provided, however, that an affirmative vote of at least 2/3rds of the Directors then in office shall be required and notice setting forth the proposed amendment, restatement or modification is circulated to the Directors at least five (5) days in advance of the meeting at which action is to be taken;

(b) To recommend approval of the sale, or other disposition of all, or substantially all, of the assets and property of the Corporation, the dissolution of the Corporation, or its merger with or consolidation into another corporation for action by the Members;

(c) To elect corporate officers;

(d) To acquire or take by purchase, gift, grant, lease, devise, bequest or in any other manner and form, any and all property, real and personal, absolutely, in trust or otherwise; and also to give, grant, bargain, sell, encumber, mortgage, pledge, lease, exchange, convey or otherwise dispose of any and all property; to borrow money and to execute notes or other evidences of indebtedness, and to do all acts necessary and proper for the carrying into effect of the purposes above set forth;

(e) To authorize any officer or officers in the name of and on behalf of the corporation, to enter into any contract or execute and deliver any instrument, or to sign checks, drafts or other orders for the payment of money or notes or other evidences of indebtedness and such authority may be general or confined to specific instances. Unless so authorized by the Board, no officer shall have power or authority to bind the Corporation by any contract or engagement or to render it liable for any purpose in any amount;

(f) All funds of the Corporation not otherwise employed shall be deposited, from time to time, to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select, or as may be selected by the Treasurer or any other officer of the Corporation to whom such power may, from time to time, be delegated by the Board, or shall be invested in such securities (of any nature) as the Board may determine from time to time.

(g) In all cases where gifts are made and accepted under grants which restrict the use thereof to specified purposes, the Corporation may, at the option of the Directors, hold and manage the funds and property so given for purposes of investment and management, and if commingled with any other fund or funds, the principal or income of such special gift shall at the time of any determination thereafter, be considered to be that portion of the principal or income of the combined fund as the amount of such special gift shall bear to the total amount of such combined fund;

(h) To determine and periodically review the purposes and mission of the Corporation;
(i) To exercise responsibility for overall direction of the corporation by determining annual operating and capital budgets as well as the general, financial and investment policies of the Corporation, reviewing those policies periodically, and delegating authority for implementation of Board policy and day-to-day management to the Executive Director and/or other appropriate persons;

(j) To establish, review and approve changes in the activities of the Corporation consistent with the corporate purpose;

(k) To oversee the establishment of selection criteria for employees, to review and approve job descriptions for all personnel, to set salary or wages as well as the benefits (if any) of all employees through the annual budget process, and to hold the Executive Director accountable for the Corporation's performance;

(l) To oversee the establishment of personnel policies, review and approve the general terms and conditions of employment for all personnel and require that these policies and practices be carried out in a manner consistent with applicable law and regulation governing fair employment practices and equal opportunity in employment;

(m) To establish selection criteria for the Executive Director who shall serve at the pleasure of the Board of Directors and be both responsible for day-to-day management and administration of the affairs of the Corporation, and accountable for the Corporation's performance;

(n) To select, appoint, re-appoint, decline to re-appoint, and (as necessary based on the results of performance evaluations) discharge, the Executive Director;

(o) To conduct an annual performance evaluation of the Executive Director as measured against accomplishment of established corporate purposes, mission, vision and goals as well as the achievement of strategic plans, goals and objectives of the Corporation;

(p) To receive written Annual Reports and regular interim updates from the Executive Director and, at the discretion of the Executive Director, other executive level management staff, at the Annual and Regular Meetings of the Directors (respectively) concerning the business and affairs of the Corporation;

(q) To carry out, with appropriate support from the Executive Director, other executive level management staff and other staff and consultants, appropriate strategic planning for the corporation in order to develop and maintain cost-effective programs responsible to community needs and the mission of the Corporation;

(r) To select and appoint an auditor and legal counsel as needed for the Corporation; and

(s) To authorize officers and/or agents of the Corporation to: purchase, lease, manage and sell land and buildings; incur debt and secure the same by mortgage and pledge of real
and personal property, tangible and intangible; to purchase and/or sell securities or other financial investment instruments; to accept gifts or bequests on behalf of the Corporation; and to make gifts or grants to other qualified IRC 501(c)(3) tax exempt organizations that have been classified as "other than private foundations" by the Internal Revenue Service.

The foregoing listing shall not be deemed to limit any authority granted by law to the Board of Directors not otherwise restricted in these Bylaws or the Articles of Incorporation.

4.4 **Compensation:** Except for the Executive Director, Directors shall not receive compensation for service as Directors of the Corporation. Directors may be reimbursed for reasonable expenses incurred in their service as Directors.

4.5 **Minutes:** A written record of all meetings of the Directors and the Members shall be maintained by the Secretary in one or more Corporate Books reserved for this purpose.

4.6 **Rules:** The Board of Directors may adopt rules governing the conduct of business and procedures for meetings that are not inconsistent with law, the Articles of Incorporation and these Corporate Bylaws. Such rules may be amended by the Board of Directors at any meeting, without notice.

**ARTICLE 5. OFFICERS**

5.1 **Number and Designation:** The Officers of the Corporation shall be a Board Chair, Board Vice-Chair, Secretary, and Treasurer. In addition, the Board of Directors may appoint one or more vice-board chairs, assistant secretaries, or assistant treasurers, and assign such duties to them, as from time to time it deems advisable. The Board of Directors may also appoint Co-Chairs of the Board to share the Chair role (hereafter referred to as “Board Chair”).

5.2 **Duties:** Except as otherwise provided in these Corporate Bylaws, the Officers of the Corporation shall perform the duties usually pertaining to their respective offices in corporations organized under the Maine Nonprofit Corporations Act, such duties as may be required by the Articles of Incorporation or these Corporate Bylaws, and such other duties as may be prescribed from time to time by the Board of Directors. In addition, Officers shall have the following duties:

(a) The Board Chair shall be the duly authorized representative of the Board of Directors in all matters in which the Board of Directors or these Corporate Bylaws have not formally designated some other person for that purpose. The Board Chair shall have and exercise general charge and supervision of the affairs of the Corporation. The Board Chair shall represent the Corporation in its relationships with other organizations and agencies. The Board Chair shall preside at all meetings of the Corporation, the Board of Directors, and the Executive Committee and shall be, *ex officio*, a voting member of all committees.
The Board Chair shall appoint all members of committees, except as otherwise provided in the Articles of Incorporation or these Corporate Bylaws. The Board Chair may determine the order of business at meetings of the Board of Directors and shall serve as chairperson of such meetings. The Board Chair shall perform any other duties normally within the expressed or implied terms of the office that may be necessary for the best interest of the Corporation. The Board Chair shall perform such other duties, as the Board of Directors shall, from time to time, direct.

(b) The Vice Board Chair shall perform the duties of the Chair during any absence or temporary disability of the Chair. The Vice Board Chair shall be the Chair-Elect and shall succeed to the office of the Chair at the conclusion of the Chair’s term. If the Board Chair succeeds herself or himself, the Board Vice Chair may also succeed herself or himself.

(c) The Secretary shall be responsible for assuring that proper minutes of all meetings of the Board of Directors and/or the Members of the Corporation are maintained, and shall be responsible for the maintenance of an attendance record of Directors in accordance with Sections 7.9 and 8.1.

(d) The Treasurer shall have custody of all funds of the Corporation, making payments there from as the Board of Directors authorizes, and with the approval of the Board of Directors, may delegate any of these duties to such person, acting under the direction of the Treasurer, as the Board of Directors may approve. The Treasurer, acting on behalf of the Board of Directors, shall require that appropriate records be kept to give a full and accurate history of the financial transactions of the Corporation in order to present its financial condition, and to render such periodic and other reports as the Board of Directors may require. The Treasurer, as directed by the Board of Directors, shall have authority to endorse for transfer in the name and on behalf of the Corporation stock certificates, bonds, and other securities and evidence of indebtedness standing in the name of the Corporation. If required by the Board of Directors, the Treasurer, at the expense of the Corporation, shall be bonded for the faithful performance of his or her duties.

5.3 Election and Tenure: The Officers of the Corporation shall be elected by the Board of Directors at the meeting of the Board of Directors that follows the Annual Meeting. The term of office for each Officer of the Corporation shall be two (2) years, and each Officer shall hold office until the Board of Directors meeting that follows the Annual Meeting or until a successor has been duly elected and qualified, or until his or her prior death, resignation or removal. An Officer may be elected to succeed himself or herself. If the Board Chair is elected to serve more than one year, the Vice Board Chair may also be reappointed and will remain as the Chair-Elect. If the Vice Board Chair is not reappointed, a new Vice Board Chair will be elected in accordance with these By-Laws.

5.4 Executive Director: The Executive Director shall be responsible to the Board of Directors for day-to-day management of the operations and programs of the Corporation within the framework of policies, budgets, these Corporate Bylaws and other rules and regulations.
established from time to time by the Board of Directors. The Executive Director shall report to the Board of Directors at each of its meetings on the activities of the Corporation and on developments that affect the delivery of charitable services to the community served by the Corporation.

The Executive Director shall have the authority to recommend the appointment of other executive management staff of the Corporation. The Executive Director shall be the Chief Executive Officer of the Corporation.

(a) The duties of the Executive Director shall include the following:

(i) Administer the policies of the Board of Directors;
(ii) Coordinate the functioning of the Corporation’s services and develop standards and methods for measurement of the effectiveness of the Corporation’s activities;
(iii) Proper billing, collection and accounting of all revenues and other payment sources for all activities of the corporation consistent with applicable regulatory requirements and other standards;
(iv) Purchase all supplies, supervise all expenditures, and pay all bills for the Corporation's operations, and collect all receivables in a manner consistent with the approved budget;
(v) Formulate and maintain a program of good public relations and develop cooperative relationships with community agencies, professional organizations and related or allied organizations;
(vi) Conduct annual performance evaluations of the executive management staff as measured against accomplishment of established corporate purposes, mission, vision and goals as well as the achievement of strategic plans, goals and objectives of the Corporation and submit a written report to the Board of Directors;
(vii) Annually propose key performance goals and objectives for the Executive Director and/or the corporation for the upcoming year at least sixty (60) days in advance of the Annual Meeting;
(viii) Comply with all regulatory and contractual obligations of the Corporation and pay all liabilities or financial obligations of the Corporation when due;
(ix) Advocate the Corporation’s position and programs in appropriate forums of State and local government; and
(x) Provide staff support as required by the Board necessary to enable the Board to fulfill its responsibilities both under applicable law, the Articles of Incorporation and these Bylaws in general, and pursuant to Section 4.3 hereof in particular.

(b) In performing his or her duties, the Executive Director shall obtain authorization, approval and/or guidance from the Board of Directors with respect to the following matters:

(i) Appoint members of the executive management staff, and other employees;
(ii) Employ, direct, discipline, and dismiss all employed personnel in accordance with policies approved by the Board of Directors and shall formulate rules as to sound
personnel practices and (after obtaining Board approval) disseminate them to all employees;

(iii) Submit annual and interim reports, including quarterly updates of annual projections, to the Directors at each of their regular meetings concerning the operations of the Corporation and related matters;

(iv) Advise the Board of Directors concerning the development of an organizational chart for the staffing of the Corporation’s activities including an itemized list of the full-time equivalent units of service required for each position;

(v) Seek review and approval of all unbudgeted expenditures by the Board of Directors;

(vi) Act as representative of the Board of Directors in any emergency, reporting actions taken to the Directors as soon as practicable, but in no event, later than their next meeting;

(vii) Provide appropriate services on behalf of the Corporation consistent with all applicable regulatory requirements and standards of care, and advice the Directors as to the necessary equipment and facilities of the Corporation;

(viii) Supervise the maintenance and repair of equipment, buildings, grounds and other property belonging to the Corporation and report annually thereon;

(ix) Develop a plan of action on an annual basis for implementing the services of the Corporation, submitting the plan for review and approval to the Board of Directors and providing regular progress reports to the Board of Directors concerning implementation of the plan.

(x) Obtain approval for the establishment of new, or the elimination of existing, personnel positions within the organization, or the engagement of any third party consultant from the Board of Directors;

(xi) Inform the Board concerning operational issues, strategies, opportunities and risks confronting the Corporation and outlining alternative methods to address same with recommendations for Board action or administrative delegation;

(xii) Present the auditor’s Annual Report and Management Letter to the Board of Directors;

(xiii) Inform the Board of Directors concerning the need of the Corporation for policy decisions and propose recommendations for new and amended corporate policies; and

(xiv) Prepare annual operating and capital budgets, for review and approval by the Board of Directors;

(c) The Executive Director shall perform any other duties that may be necessary and in the best interest of the Corporation with the advice and consent of the Board of Directors as the Board of Directors may determine to be appropriate from time to time.

ARTICLE 6. COMMITTEES OF THE CORPORATION

6.1 Standing Committees: There shall be such standing committees as may be established by these Bylaws or Resolution of the Directors from time to time to coordinate the primary activities of the Corporation. These standing committees shall include (but need not be limited
to) the Executive Committee and the Nominating Committee, which shall be structured as set forth below. The Board of Directors may establish such additional standing committees as may be appropriate or desirable. Additional standing committees shall be established by resolution of the Board of Directors or amendment of these Corporate Bylaws.

(a) **Executive Committee**: There shall be an Executive Committee of not less than three Directors, the members of which shall consist of the officers of the Corporation and the Chairs of the Standing Committees, and the Chairs of additional standing committees that are established by the Board of Directors. Except as may otherwise be provided by law or by the Board, the Executive Committee, during the intervals between the meetings of the Board, may exercise any of the powers of the Board in the management of the affairs of the Corporation that may be specifically delegated to the Executive Committee by action of the Board of Directors, including the power to determine the distribution of property of the Corporation as provided in Article VII (subject to the provisions of the Articles of Incorporation and these Bylaws), authority over the investment policies with respect to the property of the Corporation, whether held directly or through trustees, custodians or agents, and such other duties and authority as may be delegated to it by the Board. A majority of the members of the Executive Committee shall constitute a quorum. The Executive Committee shall keep full records and accounts of its proceedings and transactions. All action by the Executive Committee shall be reported to the Board at its next meeting and shall be subject to control, revision, and alteration by the Board, provided that no rights of third persons shall be prejudicially affected thereby. Vacancies in the Executive Committee shall be filled for the unexpired term by the Board, and the Board may appoint one or more Directors as alternate members of the Executive Committee to take the place of any absent members at any meeting. The Board shall have the power at any time to change the membership of the Executive Committee, to fill vacancies in it, or to dissolve it. The Executive Committee shall not have any of the powers listed at Section 709 of the Act including (but not by way of limitation) the following powers:

(i) To amend the Articles of Incorporation;
(ii) To adopt a plan of merger or consolidation;
(iii) To recommend to the Members the sale or other disposition of all or substantially all of the property and assets of the Corporation other than in the usual course of its business;
(iv) To recommend to the Members voluntary dissolution of the Corporation or revocation of such dissolution; or
(v) To amend the Bylaws of the Corporation.

(b) **Nominating Committee**: There shall be a Nominating Committee and its responsibilities shall include determination of selection criteria for prospective Directors, identification and recruitment of candidates for the Board, selection of Director nominees to be presented to the Members for election at the Annual Meeting of the Members and selection of Officer nominees to be presented to the Directors for election at the Annual Meeting of the Directors. The Committee shall be constituted of at least three (3) Directors nominated by the Board Chair and approved by the Board of
Directors at a Regular Meeting of the Directors at least 60 days in advance of the Annual Meeting.

6.2 Special Committees: The Board Chair may appoint, from time to time, such special committees as may be (in his or her discretion) advisable to carry out the purposes of the Corporation. Such special committees shall serve as long as the purpose for which they were created exists, unless dissolved by the Board of Directors. The purposes and authority of such committees shall be set forth in the Minutes of the meeting of the Directors at which the Board Chair announces the establishment of the committee.

6.3 Membership and Chairs: Members of all committees shall be appointed by the Board Chair and one (1) member of each committee shall be appointed committee chair by the Board Chair after receiving recommendations concerning this appointment from each committee. Except as otherwise provided below, membership on committees may include persons other than Directors, professional advisors, and other interested persons. Alternate or replacement members of any committee shall be appointed or elected, as the case may be, in the same manner as committee members are initially selected.

6.4 Tenure: A member of a committee shall serve until the next annual meeting of the Board of Directors of the Corporation or until his/her successor is appointed, unless the committee shall dissolve sooner or unless he/she is removed from such committee or unless the individual ceases to qualify as a member of such committee.

ARTICLE 7. MEETINGS

7.1 Notice of Meetings:

(a) Notice of all meetings of the Members shall be given by the Secretary of the Corporation, or in the absence or disability of the Secretary, by the Board Chair or Vice Board Chair or Executive Director at the request of the Board Chair, by mailing to each Member a written or printed notice specifying the time and place of the meeting or emailing such notice and, in the event of a special meeting, the purposes thereof. Such notices shall be addressed to such Member at her last known mailing address or e-mail address and mailed or transmitted not less than ten (10) days, nor more than fifty (50) days before the meeting.

(b) The Board Chair shall select the date, time and place for holding regular and special meetings of the Board of Directors and shall cause notice to be given to all Directors not less than five (5) days prior to the call of the meeting.

(c) Whenever all Members or all Directors are present at a meeting of the Members, or the Board of Directors, respectively, or when the Members or Directors not present at a meeting shall sign a consent to action, such action shall be of the same effect as if notice had been duly given as aforesaid.

(d) Meetings of any committees of the Corporation may be called by the Board Chair of the Corporation or the chair of the committee who shall cause written notice of the date, time and place of a meeting of any committee to be given to all committee members
and to each Director of the Corporation at least five (5) days in advance of the date of
the meeting.

(e) Whenever any notice whatever is required to be given under the Articles of
Incorporation or these Corporate Bylaws or any provision of law, a waiver thereof in
writing, signed at any time, whether before or after the time of meeting, by the person
or entity entitled to such notice, shall be deemed equivalent to the giving of such notice.
Neither the purpose of, nor business to be transacted at, any annual, regular or special
meeting need be specified on the waiver of notice, unless specifically required by law.
Attendance at a meeting shall constitute a waiver of notice of such meeting, except
where a meeting is attended for the express purpose of objecting to the transaction of
any business because the meeting is not lawfully called or convened.

7.2 Meetings and Action of the Members:

(a) The annual meeting of the Members shall be held during the month of November of
each year, at such time and location as set forth in the notice of the meeting. In the
event of a failure for any reason to hold an annual meeting as aforesaid, any business,
which might properly be transacted at an annual meeting, including the election of
Directors, may be transacted at a special meeting.

(b) Special meetings of the Members may be called at any time by the Board Chair or by
the Board of Directors, or upon written request of twenty (20) percent of the Members
of the Corporation.

7.3 Meetings of the Board of Directors: Regular meetings of the Board of Directors shall
normally be held at least quarterly. Directors may participate in regular or special meetings
of the Board of Directors by telephone conference call; provided, however, that all of the Directors
must be able to hear one another at the same time. The incumbent Directors and Officers shall
retain their authority and responsibilities until successor Directors assume their offices in
accordance with the terms of these Corporate Bylaws.

7.4 Meetings of Committees: Meetings of standing committees and special committees may be
called by the Board Chair of the Corporation or the chair of the committee. Except as otherwise
provided in these Corporate Bylaws, each committee shall meet as often as necessary and
appropriate to perform its duties. Each committee shall report to the Board of Directors at its
next Regular Meeting subsequent to each meeting of the committee and such reports shall be
kept as part of the minutes of the Board of Directors.

7.5 Quorum, Voting and Manner of Acting:

(a) At any meeting of the Members of the Corporation, a quorum for the transaction of
business shall consist of not less than the lesser of either ten percent (10%), or twenty-
five (25), of the Members; provided, however, that a smaller number may adjourn such
a meeting from time to time until a quorum is obtained. In the case of a meeting of the
Directors, or any committee of the Board of Directors, a majority of the Directors or
persons serving on the committee that have been elected (or otherwise appointed) and
qualified then in office shall constitute a quorum for the transaction of business at any
meeting; provided, however, that if less than a quorum is present, then a majority of the Directors or persons serving on the committee present may adjourn the meeting.

(b) The act of a majority of the Members, Directors or persons serving on a committee of the Board of Directors present at a meeting at which a quorum is present shall be the act of the body meeting, unless the act of a greater number is required by the Articles of Incorporation, these Corporate Bylaws, or any provision of law.

(c) Each Member, Director or individual serving on a committee of the Corporation who is present shall have one vote on each matter submitted to a vote at any meeting. Except at meetings of the Members where proxies shall be permitted, voting by proxy at meetings of the Directors or its committees shall not be permitted.

7.6 Conduct of Meetings: The Board Chair of the Corporation, or in the absence of the Board Chair, the Board Vice Chair, shall call any meeting of the Members or Directors to order and shall act as the chairperson of the meeting. The chairperson of a committee, or in his/her absence, a vice chairperson or chair pro tem, shall call any committee meeting to order and shall act as the chairperson of the meeting.

7.7 Mechanisms for Board Action in the Absence of a Meeting: If all the Members or Directors sign a written consent specifying any action desired to be taken by the Members or the Board of Directors of the Corporation, such action shall be a valid corporate action as though it had been authorized at a meeting of the Members or Directors and the secretary shall file such consent with the minutes of the meeting of the Members or Directors to be read at the ensuing regular meeting. A consent may be executed in counterpart originals as long as all counterparts are maintained in the corporate record book by the Secretary.

7.8. Conflicts of Interest: A transaction may be approved by the Directors (or the Executive Committee thereof) notwithstanding a conflict of interest either if the transaction is fair at the time it was entered into, or if the material facts of the transaction and the director's or officer's interest are disclosed or known to the Board of Directors or Executive Committee when they approve the transaction.

(a) A conflict-of-interest transaction is a transaction in which a director or officer of a corporation has a direct or indirect financial interest. For the purposes of this section, a director or officer has an indirect interest in a transaction if:

(i) Another entity in which the director or officer has a material interest or in which the director or officer is a general partner is a party to the transaction; or
(ii) Another entity of which the director or officer is a director, officer or trustee is a party to the transaction.

(b) A transaction in which a director or officer of the Corporation has a conflict of interest may be approved before or after consummation of the transaction as follows:

(i) The Board of Directors or Executive Committee of the Board may authorize, approve or ratify a transaction under this section if the material facts of the transaction and the director's or officer's interest are disclosed or known to the
board or committee of the board; provided, however, that a transaction may not be approved by a single director. The transaction may be approved only if it is fair and equitable to the Corporation as of the date the transaction is authorized, approved or ratified. The party asserting fairness of any such transaction has the burden of establishing fairness.

(ii) If the Board of Directors or Executive Committee is unable to make a decision regarding a transaction and one or more of the Directors so requests, a transaction may be approved by the Attorney General or by the Superior Court in an action in which the Attorney General is joined as a party in accordance with Section 718.3 of the Act; provided, however, that the transaction may be approved only if it is fair and equitable to the corporation as of the date the transaction is authorized, approved or ratified. The party asserting fairness of any such transaction has the burden of establishing fairness.

(c) The Directors shall guide their conduct with respect to conflict of interest transactions through implementation of the following procedural safeguards:

(i) Prior to taking his or her position on the Board of Directors and annually thereafter, each Director shall submit in writing to the Board Chair of the Corporation a list of all businesses and other organizations of which the Director is an officer, director, trustee, member, owner (either as a sole proprietor or partner), shareholder with at least 5% interest in all outstanding voting shares, employee or agent with which the Corporation has, or might be expected to have, a relationship or a transaction in which the Director might have a conflicting interest. Each written statement will be resubmitted with any necessary changes annually. The Board Chair and Executive Director each shall become familiar with the statements of all Directors in order to guide his or her conduct should a conflict arise. The Treasurer of the Corporation shall be familiar with the statement filed by the Board Chair.

(ii) At such time as any matter comes before the Board of Directors in such a way as to give rise to a conflict of interest, the affected Director shall make known the potential conflict, whether disclosed by the Director's written statement or not, and after answering any questions that might be asked of him or her, shall withdraw from the meeting for so long as the matter shall continue under discussion. Should the matter be brought to a vote, the affected Director shall not vote thereon. In the event that such Director fails to withdraw voluntarily, the Board Chair is empowered to and shall require that the affected Director remove himself or herself from the room during both the discussion and vote on the matter. In the event the conflict of interest affects the Board Chair, the Treasurer is empowered to and shall require that the Board Chair remove himself or herself in the same manner, and for the duration of discussion and action on the matter, the Treasurer shall preside.

(iii) If the matter is the item of business for which a special meeting of the Board of Directors was called, the affected Director shall not be counted to establish a quorum, nor shall he or she participate in the deliberations or vote thereon.
7.9 **Attendance:** Directors are expected to attend all meetings of the Board of Directors and of any committees on which they serve, unless excused by the Board Chair for good cause or unless this provision is waived by unanimous vote of the remaining Directors. Participation in meetings by telephone conference call shall have the same effect as presence in person at the meeting. Directors are expected to attend at least two-thirds of the meetings held each year.

**ARTICLE 8. RESIGNATIONS, REMOVALS & VACANCIES**

8.1 **Resignation:** Any Member, Director, Officer or person appointed to serve on a committee of the Corporation may resign as such at any time by giving written notice to the Board Chair or the Secretary, or (only in the case of a Director) by absence from three (3) successive meetings of the Directors. Written resignations shall take effect at the time therein specified, or upon receipt if no time shall have been specified. With respect to resignations of Directors deemed offered by three consecutive absences, they shall not be accepted except by affirmative vote of a majority of Directors present at a meeting subsequent to the meeting giving rise to the deemed offer of resignation. Unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

8.2 **Removal:** Any Member, Director, Officer or person serving on any committee of the Corporation may be removed at any time with or without cause by vote of the body or action of the individual that elected or appointed the individual as Member, Director, Officer or committee member whenever the best interest of the Corporation shall be served thereby. Such removal shall not affect any contract rights of the person so removed; provided, however, that the election or appointment of an individual to any position or office within the Corporation shall not, in itself, create contract rights.

8.3 **Vacancies:** In the event of a vacancy on the Board of Directors, or among the Corporate Officers occurring between Annual Meetings of the Members, the Directors may act to fill any such vacancy until the next Annual, Regular or Special Meeting of the Members at which time the Vacancy shall be filled in the manner, and for the unexpired term, of the person creating the vacancy. Vacancies shall be filled forthwith, and any person elected to fill a vacancy shall be so advised and shall serve with the same rights and duties of such person as they are elected to succeed.

**ARTICLE 9. INDEMNIFICATION**

9.1 **Indemnification:** The Corporation shall in all cases, to the fullest extent permitted by the Maine Nonprofit Corporations Act, indemnify any person who was or is involved in any manner (including, without limitation, as a party or a witness) in any threatened, pending or completed investigation, claim, action, suit, or proceeding, whether civil, criminal, administrative, or investigative (including, without limitation, any action, suit, or proceeding brought by or in the right of the Corporation to procure a judgment in its favor) by reason of the fact that that person is or was a director or officer of the Corporation, against all liabilities and expenses actually and reasonably incurred by the person in connection with such actions, suits or proceedings including
but not limited to attorneys’ fees, judgments, fines and amounts paid in settlement. This Section is subject to the limitations set forth in Section 9.2.

9.2 Limitations on Indemnification: No indemnification shall be provided for any person with respect to any matter as to which that person shall have been finally adjudicated in any action, suit or proceeding not to have acted in good faith in the reasonable belief that that person’s action was in the best interests of the corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that that person’s conduct was unlawful. The termination of any action, suit or proceeding by judgment, order or conviction adverse to such person, or by settlement or plea of nolo contendere or its equivalent, shall not of itself create a presumption that such person did not act in good faith in the reasonable belief that his action was in the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

9.3 Requirement of Indemnification: Any provision of Sections 9.1, 9.2 or 9.4 to the contrary notwithstanding, to the extent that a director or officer has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 9.1, or in defense of any claim, issue or matter therein, that person shall be indemnified against all expenses and liabilities, including attorneys’ fees, actually and reasonably incurred by that person in connection therewith. The right to indemnification granted by this Section 9.3 may be enforced by a separate action against the Corporation, if an order for indemnification is not entered by a court in the action, suit or proceeding wherein he was successful on the merits or otherwise.

9.4 Procedure: Any indemnification under Section 9.1, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because that person has met the applicable standard of conduct set forth in Section 9.1 and Section 9.2. That determination shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion. Such a determination, once made by the Board of Directors may not be revoked by the Board of Directors, and upon the making of such determination by the Board of Directors, the director or officer may enforce the indemnification against the Corporation by a separate action notwithstanding any attempted or actual subsequent action by the Board of Directors.

9.5 Expenses: Expenses incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding may be authorized and paid by the Corporation in advance of the final disposition of that action, suit or proceeding upon a determination made in accordance with the procedure established in Section 9.4 that, based solely on the facts then known to those making the determination and without further investigation, the person seeking indemnification satisfied the standard of conduct prescribed by Section 9.1 and 9.2. Those persons making such determination may, in their discretion, require such person to provide the following to the Corporation:
1. A written undertaking by or on behalf of the officer or director to repay that amount if that person is finally adjudicated:
   
   (i) Not to have acted honestly or in the reasonable belief that the person’s action was in or not opposed to the best interests of the Corporation;
   (ii) With respect to any criminal action or proceeding, to have had reasonable cause to believe that the person’s conduct was unlawful; and

2. A written affirmation by the officer or director that the person has met the standard of conduct necessary for indemnification by the Corporation as authorized in this section.

The undertaking required by Paragraph A shall be an unlimited general obligation of the person seeking the advance, but need not be secured and may be accepted without reference to financial ability to make the repayment.

9.6 Enforceability: The indemnification and entitlement to advances of expenses provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of disinterested directors or otherwise, both as to action in that person’s official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, trustee, partner or fiduciary and shall inure to the benefit of the heirs, executors and administrators of such a person. A right to indemnification may be enforced by a separate action against the Corporation, if an order for indemnification has not been entered by a court in any action, suit or proceeding in respect to which indemnification is sought.

9.7 Insurance: The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director or officer against any liability asserted against that person and incurred by that person in any such capacity, or arising out of that person’s status as such, whether or not the Corporation would have the power to indemnify that person against such liability under this Article.

ARTICLE 10. GENERAL PROVISIONS

10.1 Fiscal Year: The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June of each year.

10.2 Gender: Any word or reference contained in these Corporate Bylaws which implies one gender shall be applied to the other gender as appropriate.

10.3 Construction of Titles and Headings: The titles of Articles and headings of Sections of these Corporate Bylaws are intended to aid the reader in locating the substantive provisions contained herein, and they shall neither be interpreted as making or modifying any addition to or change in the substance of the operative provisions of these Corporate Bylaws nor be understood to summarize the provisions to which they relate.
10.4 **Severability:** In the event that any provision of these Corporate Bylaws is deemed to be invalid or unenforceable for any reason, then the remaining provisions of these Corporate Bylaws shall be construed in all respects as if such invalid or unenforceable provisions were omitted.

10.5 **Amendment:** These Corporate Bylaws may be amended or restated by affirmative vote of the Members provided that any such amendment shall have first received a recommendation approved by at least seventy-five percent (75%) of the Directors then in office acting at any duly called meeting of the Directors; provided, however, that the text of the amendment or restatement shall have been circulated to the Members and the Directors at least five (5) days prior to the meeting at which action by either body is to be taken and any amendment of provisions also contained in the Articles of Incorporation shall not be approved without also amending the Articles of Incorporation.

END OF BYLAWS