

BYLAWS OF
MOUNT DESERT ISLAND HISTORICAL SOCIETY
Adopted by Vote of the Board January 20, 2021

ARTICLE I

Section 1 – Name. The name of the Corporation shall be Mount Desert Island Historical Society.

Section 2 – Principal Office. The location and principal office of the Corporation shall be in the Town of Mount Desert, State of Maine, but the Corporation may also maintain other offices in such places, either within or without the State of Maine, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

Section 3 – Registered Office. The Corporation shall have and continuously maintain in the State of Maine a registered office and a registered agent as required by the Maine Nonprofit Corporation Act. The registered office in the State of Maine may be (but need not be) the same as the principal office.

Section 4 – Seal. The seal of the Corporation shall have inscribed thereon the name of the Corporation.

ARTICLE II
Members

Section 1 - Eligibility. Membership shall be open to all who are interested in the purposes of the Society, and the Board of Directors may designate one or more classes of membership. If more than one class is designated, the manner of becoming a member and the rights and privileges of members of each class shall be defined.

Section 2 - Voting Rights. Each member in good standing shall be entitled to one vote on each matter submitted to a vote of the members. The membership shall elect the Board of Directors.

Section 3 – Meetings of Members.

- a) Annual Meeting. An annual meeting of the members shall be held at a place and a time designated by the Board of Directors, for the purpose of transacting any business brought before the meeting and electing the Directors of the Corporation.
- b) Notice. Notice of the annual meeting of the members, stating the place, day, hour, and purpose, shall be printed in the local paper or shall be mailed physically or electronically at least seven (7) days before the date of such meeting.
- c) Special Meeting. Special meetings of the members may be called by the President, the Board of Directors, or not less than one-tenth of the members having voting rights, at a place designated by the person, or persons, calling the meeting. Notice of any such

meeting shall be mailed or emailed to all members at least five (5) days before the date of such meeting.

Section 4 – Quorum. Ten (10) members shall constitute a quorum at any meeting in which business of the Corporation is transacted. If a quorum is not present at any meeting of the members, a majority of members present may adjourn the meeting without further notice. A simple majority of those present is required to pass a motion.

ARTICLE III Board of Directors

Section 1 – Number and Qualifications. The business and affairs of the Corporation shall be managed by a Board of not fewer than nine (9) nor more than twenty-four (24) Directors. Directors need not be residents of the State of Maine, but must be members of the Society in good standing.

Section 2 – Election. Directors shall be elected at the annual meeting of members. One-third of the Directors shall be elected every year at the annual meeting and shall serve for a period of three (3) years ending on the date of the annual meeting or when their successors shall have been elected and qualified.

Section 3 – Vacancies. Any vacancy occurring in the Board of Directors, either by increase in the number of Directors, or otherwise, may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors. A Director elected or chosen to fill a vacancy shall serve for the term for which he or she is elected, or for the unexpired term of his or her predecessor in office, and until his or her successor is elected and qualified.

Section 4 – Powers and Duties. The property, affairs, policies, and business of the Corporation shall be managed by the Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts as are not prohibited by statute, by the Articles of Incorporation, or by these Bylaws.

Section 5 – Meetings of Directors.

- a) Regular Meeting – Quarterly meetings of the Board of Directors shall be held without notice other than this bylaw at the principal office of the Corporation, or through remote conferences services like conference calls or video conferences. In the event that the regular meeting is not held on the date herein provided, a subsequent meeting may be held in lieu thereof, and any business transacted or elections held at such meeting shall have the same effect as if transacted or held at the regular meeting. Such subsequent meeting shall be called in the manner prescribed for special meetings of the Directors.
- b) Special Meetings - Special meetings of the Board of Directors may be held in person or remotely at any time and place upon call by or at the request of the President, the Treasurer, or any two (2) Directors, notice thereof being given to each Director at least

three (3) days prior thereto. Notice that a meeting has been called may be given by the President, Treasurer, Clerk, Secretary or Assistant Secretary, or by one of the Directors, and shall be given by written notice delivered personally, sent by mail, or emailed to each Director at his or her address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by email, such notice shall be deemed to be delivered when the email is sent to the last known email address provided to the Corporation by the Directors. Notice of any meeting of the Board of Directors may be waived in writing signed in person or by proxy by the person or persons entitled to such notice, either before or after such meeting, and shall be equivalent to the giving of such notice. Attendance of a Director at such meeting shall constitute a waiver of notice thereof, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because such meeting is not lawfully convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in the notice, or waiver of notice, or such meeting.

Section 6 - Quorum. Fifty percent of the number of Directors then in office shall constitute a quorum for the transaction of business. Less than a quorum may, however, adjourn a meeting to a stated time and place without further notice. The act of the majority of the Directors present at a meeting, at which a quorum is present, shall be the act of the Board of Directors. A simple majority of those present is required to approve a motion.

Section 7 – Action without a Meeting. Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors. Meetings of Directors, the Executive Committee or any other committee may be held through any communications equipment if all persons participating can hear each other, and such participation in a meeting shall constitute present at such meeting. A vote can be held without a meeting through email. The motion must be submitted by the President or Secretary to the full board for review and comment, with a clear timeline for response. After the date for a reply has passed, the Board President may call for a vote and issue a deadline by which each Director will reply. Votes shall be replied to all members of the Board, or to the President and Secretary. A quorum for electronic voting will be sixty percent of the number of Directors. The votes will be recorded by the Secretary and added to the Board records.

Section 8 – Compensation of Directors. Directors, as such, shall not receive any stated salary for their services, but by resolution of the Board of Directors, a fixed sum or reimbursement of expenses may be allowed by services provided in other capacities or for attendance at any meeting of the Board. If a Director receives compensation for services it must be declared as a potential conflict of interest and reviewed and approved by the Board or the Executive Committee prior to agreement and payment.

Section 9- Removal of Directors. It may become necessary to remove a Director before his or her term is ended. Removal may be necessary if a Director acts in defiance of the Code of Ethics and Conflict of Interest policy, or any other policy; if the actions of a Director reflect poorly on the Corporation; if a Director misses one year or more of Board meetings or otherwise does not meet the expectations of Board service. The Chair of the Governance Committee will make such

recommendation to the Board for review and a vote. Once a Director has been removed from the Board his/her term comes immediately to an end and the Board can nominate a new Director to complete the term.

Section 10 – Committees.

a) Executive Committee. By a resolution adopted by a majority of the full Board of Directors, the Board may appoint an Executive Committee of not less than six Directors, four of whom shall be the President, Vice President, Treasurer and Secretary of the Corporation. The Board may also designate one or more of its members as alternates to serve as a member or members of the Executive Committee in the absence of a regular member or members. The Executive Committee shall not have or exercise the authority of the Board of Directors to:

- a. Amend the Articles of Incorporation;
- b. Adopt a plan of merger or consolidation;
- c. 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;
- d. Recommend to the members voluntary dissolution of the Corporation or revocation of such dissolution; or
- e. Amend the bylaws of the Corporation.

Subject to the foregoing limitations, the Executive Committee shall possess and exercise all other powers of the Board of Directors during the intervals between meetings and as the Board may delegate to it from time to time. The minutes of the Executive Committee meetings shall be distributed promptly to members of the Board. Any member of the Board of Directors may attend a meeting of the Executive Committee provided they notify the staff in advance so the member can receive and review any preparatory materials.

b) Other Committees. The Board of Directors may, by resolution or resolutions passed by a majority of the whole Board, appoint such other committee or committees, as the Board of Directors may from time to time determine, which committee or committees shall have and exercise such powers as the Board of Directors. Members of committee shall be members of the Society chosen by the President in consultation with the Board of Directors and shall serve one-year terms with the possibility of reappointment. The Board of Directors shall have the power at any time to change the membership of any committee, to fill vacancies in it, or to discharge it. Committee chairs are assigned by the President and reviewed annually. Committee may include non-Board members to serve on committees, but only Directors can serve as the chair of any committee. Task forces and works groups may form as needed to research and recommend specific, limited actions. These will be approved by a vote of the Board in the case where the group is established by the Board. Committee chairs may also designate a task force or work group to support the work of the committee.

ARTICLE IV
The Officers

Section 1 – Officers. The officers of the Corporation shall consist of a President, a Vice-President, a Treasurer, a Secretary and/or a Clerk, and such other officers and agents as may be deemed necessary by the Board of Directors. . The officers shall be elected annually by the Board of Directors and shall serve until their successors are elected and qualified.

Section 2 – Removal. Any officer elected or appointed by the Board of Directors may be removed by such Board whenever, in its judgment, the best interest of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 3 – Vacancies. Any vacancy occurring in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 4 - The President. The President shall be the principal officer of the Corporation. He or she shall, when present, preside at all meetings of the Directors, shall oversee the general management and control of the business of the Corporation, and shall see that all orders and resolutions of the Board of Directors are carried into effect. He or she shall perform such duties as are provided by the laws of the State of Maine or by these Bylaws or as may be prescribed from time to time by the Board of Directors.

Section 5 – Treasurer. The Treasurer shall be the financial officer of the Corporation, and shall have custody of the corporate funds and securities. He or she or a designee authorized by the Board of Directors shall deposit such funds in the name of the Corporation in such depositories as may be designated by the Board of Directors. He or she or a designee authorized by the Board of Directors shall disburse the funds of the Corporation as directed by the Board of Directors and shall keep records of account showing accurately at all times the financial condition of the Corporation. He or she shall furnish to the President and the Board of Directors, whenever requested, a statement of the financial condition of the Corporation, and shall perform such other duties as these bylaws may require of the Board of Directors may prescribe. The Treasurer may be required to furnish a bond in such amount and with such sureties as the Board of Directors shall determine.

Section 6 – The Clerk. The Clerk, who shall be a resident of the State of Maine, shall discharge all duties required of him or her by the laws of the State of Maine or by the Board of Directors. He or she shall act as the agent of the Corporation in the State of Maine upon whom process against the Corporation may be served. In the temporary absence, incapacity or inability to act of the Clerk, a temporary Clerk shall be chosen. In the absence of a Secretary, the Clerk may keep the records of meetings of the Board of Directors.

Section 7 – The Vice-President. In the absence, disability or inability to act of the President, the Vice-President shall perform the duties and exercises the powers of the President. The Vice-President shall also perform such other duties as these Bylaws may require or as the Board of Directors or the President may prescribe. The Vice-President serves as Chair of the Governance Committee.

Section 8 – The Secretary. The Secretary shall attend meetings of the Board of Directors and shall keep, or cause to be kept, in a book provided for that purpose or in electronic documents, a true and complete record of the proceedings of such meetings. He or she shall attend to the giving and serving of all notices of the Corporation, and shall perform such other duties as these Bylaws may require or as the Board of Directors may prescribe.

Section 9 – Assistant. The Board of Directors may elect one or more Assistant Secretaries and Assistant Treasurers, as the Board shall deem advisable. Such assistants shall assist the Secretary or the Treasurer, as the case may be, in the performance of his or her duties, and at the request of such officers or of the President, shall perform the duties of such officers in the event of the absence or inability to act of such officers. They shall also perform such other duties as the Board of Directors may from time to time direct. An Assistant Treasurer shall, if required by the Board of Directors, furnish bond in such amount and with such sureties as the Board of Directors may determine.

ARTICLE V Contracts, Checks, Deposits, and Funds

Section 1 – Contracts. The Board of Directors may authorize any officer or officers, agent or agents, of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation, and such authority may be general or confined to specific instances. Any Director with a real or potential interest in a contract must declare such interests prior to the discussion and may be asked to recuse him or herself from the discussion and subsequent vote.

Section 2 – Checks, Drafts, etc. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3 – Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4 – Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise from the general purposes or for any special purpose of the Corporation.

ARTICLE VI Exempt Activities

Notwithstanding any other provision of these Bylaws, no director, officer, employee, agent or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt from tax under Section 501 (c)(3) of the Internal Revenue Code of 1986 and the Regulations

thereunder, as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170 (c)(2) of such Code and Regulations.

ARTICLE VII

Prohibition against Sharing in Corporate Earnings

No director, officer, employee, agent or representative of the Corporation, or any other private individual shall receive or be entitled to receive at any time any of the new earnings or pecuniary profit from the operations of the Corporation, including proceeds from the sale of items from the collection, provided that this shall not prevent the payment to any persons of reasonable compensation for services rendered to or for the Corporation in effect in any of its purposes, and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation, including the collections.

Upon the dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation then remaining in the hands of the Board of Directors after all debts have been satisfied or provided for shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Directors may determine, to one or more organizations that would then qualify as tax-exempt under the provisions of Section 501(c)(3) of the Internal Revenue code of the 1986 and the Regulations thereunder.

ARTICLE VIII

Indemnification of Directors and Officers

To the extent permitted by the laws of the State of Maine as they may now or hereafter exist, the Corporation shall indemnify any officer or director of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed actions, suite or proceeding, by reason of the fact that he or she is or was an officer or director of the Corporation, against expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement actually and reasonable incurred by him or her in connection with such action, suite or proceeding; provided that no indemnification shall be provided with respect to any matter as to which he or she shall have been finally adjudicated in any civil proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interest of the Corporation or in any criminal proceeding, to have had reasonable cause to believe that his or her conduct was unlawful.

ARTICLE IX

Conflict of Interest Transactions

The Corporation shall not enter into a conflict of interest transaction, as such term is defined in the Maine Nonprofit Corporation Act, 13~B.M.R.S.A. Sec. 718, except in accordance with the disclosure and approval provision of such statute. No conflict of interest transaction shall be voidable or grounds for imposing liability on a Director or Officer of the Corporation if the transaction was fair at the time it was entered into or is approved in accordance with 13~B.M.R.S.A. Sec. 718.

All Directors must comply with the spirit and letter of the Code of Ethics and Conflict of Interest Policy, which is aligned with the bylaws. Directors are expected to annually declare any real or potential conflicts of interest as outlined in the bylaws and Code of Ethics and Conflict of Interest policy, or if a situation arises during the course of regular business. The Board will review declared conflicts and will vote to determine appropriate action, which may include no action, or a Director may be asked to recuse him or herself from discussions or decisions related to the conflict.

ARTICLE X Amendments

These Bylaws may be amended, altered, or repealed and new bylaws adopted by vote of two-thirds (2/3) of the Board of Directors and ratified by a simple majority of the members present at the annual meeting or any special meeting of the members at which a quorum is present, provided at least seven (7) days' written notice of the meeting is given and the proposed amendment or alteration or adoption of new Bylaws is contained in the notice of such meeting.