

BYLAWS OF

BLUE HILL HERITAGE TRUST, INC.

(Last amended, August 12, 2003)

Article I

Name, Purposes, and Location

The name of this corporation is BLUE HILL HERITAGE TRUST, INC. Its purpose shall be as specified in the Articles of Incorporation, a copy of which is hereto annexed. Its principal place of business shall be located at Blue Hill, Maine, County of Hancock. Said corporation shall carry on business and operate anywhere within the State of Maine or in any state where it has legal authority to carry on business and operate.

Article II

Membership

Section 1. Eligibility. Any person, including an individual, trust, estate, partnership, association, company or corporation, that makes a contribution in cash or in kind shall become a member of the corporation. The duties and privileges of such membership may be exercised by such owner in person or by a duly authorized representative-provided that there shall be not more than one vote for each membership.

Section 2. Membership. Membership will be so recorded on the books of the corporation maintained by professional staff and/or an independent contractor and overseen by the Board of Directors for that purpose, together with a record of the amounts of donations.

Section 3. Duties and Privileges. Members in good standing are entitled to all the benefits and privileges associated with their membership. Each member, in good standing, shall be entitled to one vote, which may be cast in person, or by duly authorized proxy given to the Secretary not more than 30 days prior to the date of such meeting. Only members in good standing are entitled to vote at meetings of the corporation, or serve as officers.

Section 4. Termination of Membership. Membership is for 12 months from date of contribution. Membership terminates on the anniversary date of said contribution.

Article III

Meetings of Members of the Corporation

Section 1. Annual Meeting. The annual meeting of the members shall be held each year at a time and place determined by the Board of Directors or the President for the purpose of electing directors and transacting any other business which may properly come before the meeting.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the President, by the Board of Directors, or by petition in writing signed by not fewer than ten members of the corporation. At such special meetings no business shall be transacted which is not specified in the notice of the meeting.

Section 3. Voting. At any meeting of the members of the corporation, ten members present shall constitute a quorum for the transaction of business; and in the event no quorum is present, the members

represented shall have the power to adjourn from time to time until such quorum appears. Each member shall have one vote.

Section 4. Notice. Not fewer than ten days prior to each meeting, notice shall be mailed to all members setting forth the date, time and place of such meeting and indicating the nature of the business to be transacted.

Article IV Board of Directors

Section 1. General Powers. The property, affairs and activities of the corporation shall be managed by a Board of Directors consisting of at least seven, but not more than nineteen persons as may be initially determined by the incorporators. The Board of Directors shall have and may exercise all the powers allowed to non-profit corporations under the laws of the State of Maine except as may otherwise be limited by the provisions of these Bylaws and the Articles of Incorporation.

Section 2. Election. The Board of Directors shall be elected at the annual meeting of the corporation by the members and each director shall serve for the term of three years.

Section 3. Vacancies. In case of a vacancy, the remaining directors may elect a successor for the remainder of the vacant term.

Section 4. Removal. At a special meeting of members called expressly for that purpose, the entire Board of Directors or any individual director may be removed, with or without cause, by vote of a 2/3 majority of the members present and voting.

Section 5. Call and Notice. The Board of Directors shall meet on call by the President or on written request filed with the Secretary by four or more directors. The Secretary shall give reasonable notice to each director of the time, place and date for each meeting.

Section 6. Meetings. The Board of Directors shall meet at least four times per year. The annual meeting of directors shall be held at the same place and date as the annual meeting of members and shall constitute one of the four required meetings. Three unexcused absences in any one year from time of appointment shall be cause for automatic removal.

Section 7. Quorum and Voting. A quorum shall consist of five of the current directors. Unless otherwise specified in these Bylaws, majority vote will prevail on all matters to be voted on by the current directors or their proxies.

Section 8. Unanimous action by Directors Without a Meeting. Any action required to be taken at a meeting of the Board of Directors or any action which may be taken at a meeting of the Board of Directors or of a committee of the Board of Directors, may be taken without a meeting if all of the directors, or all of the members of the committee, as the case may be, sign written consents setting forth the action taken or to be taken, at any time before or after the intended effective date of such action. Such consents shall be filed with the minutes of directors' meetings or committee meetings, as the case may be, and shall have the same effect as a unanimous vote.

Article V Officers and Committees

Section 1. Officers. The officers of the corporation shall be a President, Vice President, Secretary and Treasurer. All officers shall be directors and shall be elected by the Board of Directors at the next meeting of the Board of Directors following the annual membership meeting. Whenever an officer vacancy occurs before the expiration of the term of office, a successor shall be elected at the next meeting of the Board of Directors or at a subsequent meeting as soon thereafter as possible. Each officer shall serve until a

successor is elected and qualified. The Board may from time to time appoint such other officers it deems necessary.

- (a) The President shall be the Chief Executive Officer of the corporation.
The President shall preside at all meetings of the members of the Board of Directors and shall exercise general supervision over the management of the property and affairs of the corporation. The President shall do and perform such other duties from time to time as may be assigned to him or her by the Board of Directors. The President shall have the power to appoint all committees and shall be responsible for their actions. In the absence or inability of the President to perform any of the duties imposed upon him or her, the Vice President, or in the Vice President's absence or inability, the Secretary, may exercise all of the powers of the President by order of the Board.
- (b) The Vice President shall work with and cooperate with the President in the exercise of the powers and duties of the President as the President may request from time to time and shall act in place of and for the President in the event of the latter's absence.
- (c) The Secretary shall record all the votes and proceedings of the Board in books kept for the purpose. The Secretary shall have custody of the seal of the corporation. In the absence of the Secretary at any meeting of the Board, the records thereof shall be kept by such person as shall be appointed for that purpose at the meeting. The Secretary shall also keep the records of the members' meetings and shall perform such other duties as are incident to his or her office or that of a Clerk as required by the laws of Maine. The Secretary shall conduct all necessary correspondence. The Secretary shall notify the members of all committees of their appointment, together with a description of the project they are to undertake. The Secretary shall also act in place of and for the President in the event that by reason of absence or inability both the President and the Vice President are unable to perform their duties.
- (d) The Treasurer shall oversee the keeping of correct and suitable books of account. The Treasurer shall ensure the proper custody of all title deeds, papers, securities, bank statements, passbooks, and other documents belonging to the corporation. The Treasurer shall ensure the keeping and accounting of all moneys and funds payable to the corporation and all properties of the corporation, and shall ensure the collection of all contributions and shall make a written report to the members at the annual meeting. The Treasurer and such other officers or professional staff as may be authorized by the Board of Directors shall deposit all money of the corporation in its name in a bank or place of deposit selected by the Board of Directors, shall sign all checks, drafts, notes and orders for the payment of money, and shall pay out and dispose of the same, under direction of the Board of Directors. The Board of Directors may require the Treasurer to give bond with sufficient securities for the faithful performance of these duties, in such amount as shall be fixed by the board.
- (e) Removal. Any officer may be removed from office by an affirmative vote of a majority of the total Board of Directors, followed by an affirmative vote of two-thirds of the total number of members entitled to vote at a special meeting of the members called for such a purpose. Removal of an officer shall also constitute removal of that person as a member of the Board of Directors.

Article VI Committees

Section 1. Executive Committee. The Board of Directors shall elect an Executive Committee consisting of the officers and one additional director. The Executive Committee shall act for the Board of Directors during the period between Board meetings and shall exercise all powers of the Board except any which have been expressly reserved by Board resolution. The Secretary shall give reasonable notice to each member of the Executive Committee of the time, date and place for each meeting.

Section 2. Auditing Committee. The Board of Directors shall, during each fiscal year, appoint an Auditing Committee of one or more members and a certified public accountant who shall audit or cause the

accounts of the corporation to be audited at the close of that fiscal year and its report shall be presented at the following annual meeting.

Section 3. Nominating Committee. Prior to the annual meeting, the President shall appoint a Nominating Committee, comprised of two or more members of the Board of Directors who are not officers, to nominate persons for the officer and director positions.

Section 4. Committees. The Board of Directors may from time to time and for terms as they may see fit, appoint such other committees as seemed necessary to implement the purposes of the corporation. The Board may authorize committees to exercise any powers of the Board.

Article VII Financial Affairs

Section 1. Fiscal Year. The fiscal year of the corporation shall commence on the first day of January and end on the thirty-first day of December of each year.

Section 2. Bank Accounts/Legal Documents. The funds of the corporation shall be deposited in one or more banks as designated by the Board of Directors. All documents to be executed by the corporation including deeds, mortgages, leases, promissory notes or other instruments, except checks, shall be executed by the President or other duly authorized officer on behalf of the corporation. All checks issued by the corporation shall be executed by any two of the following: the President, Vice President, Treasurer, Secretary, other authorized Board members, or authorized professional staff, except that any check issued in an amount of five hundred dollars (\$500.00) or less may be executed solely by the Treasurer, President or other authorized professional staff.

Article VIII Protection of Officers and Directors

Section 1. Limitation of Liability. No director shall be liable to this corporation except for his own acts, neglects and defaults in bad faith. No directors shall be liable out of his or her personal assets for any obligation or liability incurred by this corporation or by the directors. The corporation alone shall be liable for the payment or satisfaction of all obligations and liabilities incurred in carrying on the affairs of this corporation.

Section 2. Indemnification. Each member of the Board of directors and each officer of the corporation may in the discretion of the members of the Board of Directors be indemnified by the corporation against all loss, costs, damage, expenses and charges reasonable incurred or suffered by him or her in connection with the defense or reasonable settlement of any action, suit or proceeding to which he or she may be made a party by reason of his or her having been a member of the Board of Directors.

Article IX Transfer of Holdings

No interest of the corporation in any real estate may be transferred, exchanged, encumbered or in any other way alienated unless authorized by the affirmative vote of two-thirds of the total number of Directors then in office. The notice for any meeting of the Board of Directors at which such a vote is to occur shall contain a description of the proposed transaction and the reasons therefor. Any Director unable to attend such a meeting may cast his or her vote by delivering a signed written statement supporting or opposing the proposed transaction to the Board president prior to the meeting. No real estate interest, however, shall be transferred, exchanged, encumbered or in any other way alienated in such a manner that it fails to meet the requirements of the Internal Revenue Code of 1954, as amended,

and the regulations issued thereunder for a corporation qualifying as an exempt organization under the provisions of Section 501(c)(3) of said Code and regulations as they now exist or may hereafter be amended.

Article X Prohibition against Private Gain

No officer or director shall receive any pay, compensation or benefit from the corporation directly or indirectly, for performing such duties. No member of the corporation shall receive any pay, compensation or benefits from the corporation for being a member. This Bylaw shall not prohibit the reimbursement of incidental expenses necessarily incurred in the business of the corporation by any officer or director duly authorized and also shall not prohibit the employment of persons, including members, to perform duties for the corporation and receive compensation therefore, upon proper authorization of the Board of Directors.

Article XI Dissolution

In the event the corporation shall ever be dissolved, none of its assets shall inure to the benefit of any officer, director or member. Any corporation succeeding to title to property or interest in property of the Blue Hill Heritage Trust shall be required to conform to those restrictions or limitations of use applicable thereto, and shall administer such properties in a manner compatible with the general purposes of the Blue Hill Heritage Trust, insofar as this may be accomplished. Such corporation must qualify under the terms of Section 501©(3) of the Internal Revenue Code, as amended.

Article XII Amendments

Amendments to these Bylaws may be proposed or discussed at any regular or special meeting of the Directors and must receive at least two-thirds vote of the Directors present. Notice that an amendment to the Bylaws will be brought to vote must then be sent to all members of the corporation, with at least one month's notice of a regular or special meeting of the corporation, at which the proposed amendment must receive at least a two-thirds vote of the members then present before becoming a part of the Bylaws.