

# **BYLAWS OF**

## **BLUE HILL HERITAGE TRUST, INC.**

*(Last amended February 10, 2015)*

### Article I

#### Name, Purposes, and Location

The name of the Corporation is BLUE HILL HERITAGE TRUST, INC. Its purposes shall be as specified in its Articles of Incorporation. Its principal place of business shall be located in the Town of Blue Hill, County of Hancock, and State of Maine. The Corporation may carry on business and operate anywhere within the State of Maine or in any state where it has the legal authority to do so.

### Article II

#### Membership

Section 1. Eligibility. The Members of the Corporation shall be those persons who support its mission and who have provided financial or other contributions to the work of the Corporation.

Section 2. Rights and Responsibilities of Members. Members shall have such rights and privileges, as the Board of Directors shall determine.

### 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.

Section 2. Notice. Notice of the place, date and hour of the Annual Meeting shall be given to each Member not less than ten (10) days before the date of such meeting.

### Article IV

#### Board of Directors

Section 1. General Powers. The affairs of the Corporation shall be governed by a Board of Directors consisting of not less than seven (7) nor more than nineteen (19) persons (the "Board"). Subject to such minimum and maximum, the number of Directors may be increased or decreased from time to time by resolution of the Board but no decrease shall shorten the term of any Director. The Board shall have and may exercise all of the powers allowed to nonprofit corporations under the laws of the State of Maine except as may be limited by the provisions of these Bylaws or the Corporation's Articles of Incorporation.

Section 2. Election. To become a Director, a person shall be nominated by a Director and elected by a majority of the entire Board. The ordinary term of office for a Director shall be three (3) Fiscal Years. To insure continuity, the Board shall cause one third of the Directors' terms to expire in each year and, to accomplish such purpose, may elect Directors for terms of less than three (3) Fiscal Years.

Section 3. Vacancies. Any Director elected to fill an unexpired term (whether resulting from death, resignation or removal of a Director or created by an increase in the number of Directors) shall hold office until the next election of Directors.

Section 4. Removal. Any Director may be removed, with or without cause, by vote of at least two thirds (2/3) of the entire Board at a regular meeting or special meeting of the Board called for that purpose; provided that at least one week's notice of the proposed action shall have been given to the entire Board.

Section 5. Meetings, Call and Notice. The Board shall meet at least four (4) times a year and on call by the President or on written request filed with the Secretary by four or more Directors. Reasonable notice shall be given to each Director of the time, place and date for each meeting. Such notice may be given by telephone or email or other electronic means to any Director who has given the Corporation his or her contact information within the twelve (12) month period immediately preceding the date of such notice. Attendance by a Director at any meeting shall constitute a waiver of notice of that meeting unless the Director attends for the specific purpose of protesting the lack of sufficient notice. The Board may hold meetings where some or all of the Directors participate by telephone or other electronic means provided that all participating Directors can hear each other.

Section 6. Quorum and Voting. A quorum shall consist of a majority of the Directors. Unless otherwise specified in these Bylaws, the laws of the State of Maine, or the Corporation's Articles of Incorporation, a majority vote of the Directors present shall constitute action by the Board.

Section 7. Unanimous Action by Directors Without a Meeting. Any action taken by the Board may be taken without a meeting if all Directors consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto shall be filed with the minutes of the proceedings of the Board.

## Article V Officers

Section 1. Officers. The Officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary and a Treasurer. All Officers shall be Directors and shall be elected by the Board. Each Officer shall serve for a term of one (1) year or until a successor is elected. If a vacancy occurs before the expiration of a term, a successor shall be elected at the next meeting of the Board. From time to time the Board may appoint such other Officers as it deems necessary. *As of January 1, 2016, the following revision to this section shall become effective:* The Officers of the Corporation shall be a President, a Vice President, a Treasurer and a Secretary and such other officers as the Board may appoint from time to time. All Officers shall be Directors and shall be elected by the Board to serve a term of two (2) years or until a successor is elected. Neither the President nor the Vice President may be elected to a subsequent term unless there has been a lapse of service of at least two (2) years. Such restriction on subsequent terms of service shall not apply to the Treasurer and the Secretary. If a vacancy occurs before the expiration of a term, the Board may elect an interim successor. Service in the capacity of interim successor will not disqualify a person from election to the next full term.

- (a) President: Powers and Duties. The President shall preside at the Annual Meeting of the Members, all meetings of the Board and all meetings of the Executive Committee. The President shall exercise general supervision over the management of the property and affairs of the Corporation and shall keep the Board fully informed about the activities of the Corporation. Additionally, the President shall do and perform all duties incident to the office of President and such other duties as may be assigned by the Board from time to time. The President shall have the power to sign all contracts authorized generally or specifically by the Board, alone and in the name of the Corporation, unless the Board has specifically required an additional signature. The signature authority of the President may be delegated to another officer or to a staff person by resolution of the Board.
- (b) Vice President(s): Powers and Duties. A Vice President shall have such powers and duties as may be assigned by the Board from time to time. In the absence of the President, a Vice President, in the order designated by the Board, shall perform the duties of the President. *As of January 1, the following revision to this section shall become effective:* The Vice President shall be elected with the expectation that he or she will succeed to the office of President during the next term and shall have

such powers and duties as may be assigned by the Board from time to time. In the absence of the President, the Vice President, shall perform the duties of the President.

- (c) Secretary: Powers and Duties. The Secretary shall keep, or cause to be kept, the minutes of the Annual Meeting of the Members and of all meetings of the Board and of the Executive Committee in books provided for that purpose. He or she shall be responsible for giving and serving notices of the Corporation and shall perform all the duties customarily incident to the office of the Secretary and such other duties as may be assigned by the Board from time to time. In the absence of the Secretary at any meeting, a person appointed for that purpose at the meeting shall keep the minutes. The Secretary shall also perform such other duties as are incident to his or her office or that of a Clerk if required by the laws of the State of Maine. The Secretary shall also act in place of and for the President in the event that by reason of absence or inability the President and the Vice President(s) are unable to perform their duties.
- (d) Treasurer: Powers and Duties. The Treasurer shall oversee the receipt and custody of the Corporation's funds; cause correct and complete books and records of account to be kept, including full and accurate accounts of the receipts and disbursements in books belonging to the Corporation; assume responsibility for all funds and securities of the Corporation; prepare, distribute and retain or cause to be prepared, distributed and retained, all reports, records and returns required by law; and perform such other duties as may be assigned by the Board from time to time. The Treasurer shall submit a financial statement for the Corporation's preceding year at each Annual Meeting of the Members. The Treasurer shall give such security for the faithful performance of his or her duties as the Board may determine.

Section 2. Removal. Any Officer may be removed from office by an affirmative vote of a majority of the entire Board.

Section 3. Employees and Other Agents. The Board may appoint such employees and agents, as it shall deem necessary, including without limitation, an Executive Director who shall generally supervise the business of the Corporation, subject to the control of the Board. Each such employee or agent shall hold office at the pleasure of the Board and shall have such authority and perform such duties and receive such reasonable compensation as the Board may determine from time to time.

## Article VI Committees

Section 1. Executive Committee. The Board shall elect an Executive Committee consisting of the Officers and at least one additional Director. The Executive Committee shall act for the Board during the period between Board meetings and may exercise all of the powers of the Board, except that it shall have no power to: (i) fill vacancies on the Board; (ii) amend, repeal or replace these Bylaws or a policy adopted by the Board; (iii) amend or repeal any resolution of the Board; or (iv) exercise any power specifically reserved to the Board. A majority of the Executive Committee shall constitute a quorum at its meetings and any action shall require the affirmative vote of a majority of those present but in no case may such majority be less than three (3) persons. Reasonable notice shall be given to each member of the Executive Committee of the time, date and place for each meeting.

Section 2. Other Committees. The Board may establish and appoint other standing committees with such composition, duties and powers as the Board may prescribe. Special committees or advisory boards may be appointed by the President with the consent of the Board and shall have only those powers specifically delegated to them by the Board. Any standing committee, other than the Executive Committee, and any special committee or advisory board, may include members who are not Directors of the Corporation.

Section 3. Minutes. Each committee shall keep regular minutes of its proceedings and report the same to 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. The Board is authorized to select the banks or depositories it deems proper for the funds of the Corporation and shall determine who shall be authorized on the Corporation's behalf to write checks, or other orders for the payment of money, and to execute promissory notes or other evidences of indebtedness.

## Article VIII Indemnification

Section 1. Indemnification. The Corporation shall, to the fullest extent now or hereafter permitted by the laws of the State of Maine, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she was a Director, Officer, or employee of the Corporation, from and against any and all judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees. No indemnification may be made to or on behalf of any such person if: (i) his or her acts were committed in bad faith or were the result of his or her active and deliberate dishonesty and were material to such action or proceeding; or (ii) he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

Section 2. Insurance. The Corporation shall have the power to purchase and maintain insurance to indemnify the Corporation for any expense it incurs as a result of the obligation to indemnify the Directors, Officers and employees of the Corporation pursuant to Section 1 above.

## 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 vote of at least two thirds (2/3) of the entire Board.

## Article X Dissolution

In the event that the Corporation is dissolved, its property and assets shall be distributed in accordance with the Articles of Incorporation.

## Article XI Amendments

These Bylaws may be amended by vote of at least two thirds (2/3) of the entire Board at a regular meeting or a special meeting called for that purpose; provided that at least one week's notice of the proposed action shall have been given to the entire Board. No amendment shall be made which is inconsistent with the Articles of Incorporation or the laws of the State of Maine.

*BHHT Bylaws initially adopted on October 9, 1985  
Amended August 8, 2002; August 12, 2003; March 7, 2011; October 9, 2012; February 10, 2015*