

BY-LAWS
OF
MAINE 200

Article 1.
Name

The Name of this Corporation shall be **Maine 200**. The Board of Directors may use this name and “Maine Bicentennial Commission” for specific activities and programs as it deems appropriate.

Article 2.
Purposes, Objectives and Governing Instruments

Section 2.01 Charitable and Educational Purposes and Powers. The purposes of the Corporation, as set forth in the Articles of Incorporation, are exclusively charitable or educational, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future Federal tax law (“Section 501(c)(3)”). In furtherance of such purposes, the Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out the purposes, as set forth in the Articles of Incorporation and these Bylaws. The specific purposes of the Corporation are to plan, administer and coordinate programs, events and projects that commemorate the state’s 200th anniversary of statehood.

Section 2.02 Governing Instruments. The Corporation shall be governed by its Articles of Incorporation, its By-Laws and Policies..

Section 2.03 Nondiscrimination Policy. The Corporation will not practice or permit any unlawful discrimination on the basis of sex, age, race, color, national origin, religion, physical handicap or disability, or any other basis prohibited by law.

Section 2.04 Limitations on Activities. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Directors, Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 2.01 hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the

corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article 3. Membership

The Corporation shall have two classes of members, as provided in its Articles of Incorporation per 13-B MRSA §402:

The official Maine Bicentennial Commission is made up of those persons formally named to the 22 positions in the [legislation creating the Maine Bicentennial Commission](#) or appointed to serve in those positions as outlined in the legislation. These members are the only ones with the right to vote on commission business.

Appointees to subcommittees are those informally asked by the commission chairman or subcommittee chairmen to join the commission's efforts and take part in commission business. These volunteers may join any of the various subcommittees if approved by the commission chair and the chair of the subcommittee of which they will serve. They will have voting rights on subcommittee business. The volunteers will only serve as long as determined by the subcommittee chair.

Article 4. Board of Directors

Section 4.01 Meetings. The commission may hold up to 5 meetings a year, one of which must be a public hearing. The chair may request authority and the Legislative Council may grant authority for additional meetings;

Section 4.02 Number. The number of directors constituting the entire Board shall be fixed by the Board, but such number shall not be less than three (3) and no more than five (5).

Section 4.03 Election and Term of Office. The initial Directors of the Corporation shall be those persons selected by the chairman. Each Director shall hold office for the duration of the Bicentennial commemoration, or until his or her death, resignation or removal by the chairman. Legislators appointed to the commission serve terms coincident with their legislative terms and are appointed every 2 years. Legislators may be reappointed to the commission and may continue to serve until their replacements are designated. Other members are appointed for terms that expire December 31, 2020.

Section 4.04 Powers and Duties. Subject to the provisions of law, of the Articles of Incorporation and of these By-Laws, but in furtherance and not in limitation of any rights and powers thereby conferred, the Board shall have the control and management of the affairs and operations of the Corporation and shall exercise all the powers that may be exercised by the Corporation.

Section 4.05 Additional Meetings. Regular meetings of the commission and its subcommittees may be held at such times as the Board may from time to time determine. Special meetings of the Board may also be called at any time by the chairman.

Section 4.06 Notice of Meetings. Notice of any annual or regular meeting or any special meetings of the Board shall be given via email.

Section 4.07 Quorum. At any meeting of the Board, three members shall be necessary to constitute a quorum for the transaction of business. However, should a quorum not be present, the Directors present may adjourn the meeting to another time and place, until a quorum shall be present.

Section 4.08 Voting. At all meetings of the Board, each member shall have one vote. In the event that there is a tie in any vote, the chairman shall have an additional vote to be the tie-breaker.

Section 4.09 Remote Participation. If a member is not reasonably able to attend a Board meeting, they are authorized to participate by telephone or other electronic means, provided the absent member can hear the discussion of business and present members can hear the comments of the absent member. A Director participating by telephone or other electronic means may count toward a quorum and any votes cast by an absent Director shall have the same force and effect as if they were attending the meeting in person.

Section 4.09 Action Without a Meeting. Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or any such committee consent in writing (including by electronic mail) to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or any such committee shall be filed with the minutes of the proceedings of the Board or such committee.

Section 4.10 Removal. Any Director may be removed by vote of the Board provided there is a quorum of not less than a majority present at the meeting at which such action is taken.

Section 4.11 Resignation. Any Director may resign from office at any time by delivering a resignation in writing to the Board of Directors, and the acceptance of the resignation, unless required by its terms, shall not be necessary to make the resignation effective.

Section 4.12 Vacancies. Any newly created directorships and any vacancy occurring on the Board arising at any time and from any cause may be filled in the same manner as the original appointment, as outlined in the [legislation creating the Maine Bicentennial Commission](#).

Section 4.13 Committee. The Board, by resolution adopted by a majority of the entire Board, may designate from among the Directors an executive committee and other standing committees, each consisting of two or more Directors, to serve at the pleasure of the Board, and each of which, to the extent provided in such resolution, shall have the

authority of the Board. The Board may designate one or more Directors as alternate members of any such committee, who may replace any absent member or members at any meeting of such committee.

Notwithstanding this Section 4.13, the powers of an executive committee are limited so as not to conflict with 13-B M.R.S.A. § 709 and such committees shall not have the authority to: (1) amend the Articles of Incorporation; (2) adopt a plan of merger or consolidation; (3) 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; (4) recommend to the members voluntary dissolution of the Corporation or revocation of such dissolution; or (5) amend the By-Laws of the Corporation.

Article 5. Officers

Section 5.01 Election and Qualifications; Term of Office. The Officers of the Corporation shall be a President, a Vice President/Secretary, a Treasurer, and such other Officers and assistant officers as may be deemed necessary by the Board. Officers shall be elected by the Board at the annual meeting of the Board and each Officer shall hold office for the duration of the bicentennial commemoration and until such Officer's successor has been elected or appointed and qualified, unless such Officer shall have resigned or shall have been removed as provided in Sections 5.07 and 5.08 of this Article.

Section 5.02 Vacancies. Any vacancy occurring in any office, whether because of death, resignation or removal, with or without cause, or any other reason, shall be filled by the Board.

Section 5.03 Powers and Duties of the President. The President shall be the Chief Executive Officer of the Corporation. The President shall from time to time make such reports of the affairs and operations of the Corporation as the Board may direct and shall preside at all meetings of the Board. The President shall have such other powers and shall perform such other duties as may from time to time be assigned to the President by the Board.

Section 5.04 Powers and Duties of the Secretary/ Vice President. The Secretary shall record and keep the minutes of all meetings of the Board. The Secretary shall be the custodian of, and shall make or cause to be made the proper entries in, the minute book of the Corporation and such books and records as the Board may direct. The Secretary shall be the custodian of the seal of the Corporation and shall affix such seal to such contracts, instruments and other documents as the Board or any committee thereof may direct. The Secretary shall have such other powers and shall perform such other duties as may from time to time be assigned to the Secretary by the Board.

Section 5.05 Powers and Duties of the Treasurer. The Treasurer shall be the custodian of all funds and securities of the Corporation. Whenever so directed by the Board, the Treasurer shall render a statement of the cash and other accounts of the Corporation, and

the Treasurer shall cause to be entered regularly in the books and records of the Corporation to be kept for such purpose full and accurate accounts of the Corporation's receipts and disbursements. The Treasurer shall at all reasonable times exhibit the books and accounts to any Director upon application at the principal office of the Corporation during business hours. The Treasurer shall have such other powers and shall perform such other duties as may from time to time be assigned to the Treasurer by the Board.

Section 5.06 Delegation. In case of the absence of any Officer of the Corporation, or for any other reason that the Board may deem sufficient, the Board may at any time and from time to time delegate all or any part of the powers or duties of any Officer to any other Officer or to any Director or Directors.

Section 5.07 Removal. Any Officer may be removed from office at any time, with or without cause, by a vote of a majority of the Directors then in office at any meeting of the Board.

Section 5.08 Resignation. Any Officer may resign his or her office at any time, such resignation to be made in writing and to take effect immediately without acceptance by the Corporation.

Article 6.

Bank Accounts, Checks, Contracts and Investments, Salaries

Section 6.01 Bank Accounts, Checks and Notes. The Board is authorized to select the banks or depositories it deems proper for the funds of the Corporation. The Board shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts or other orders for the payment of money, acceptances, notes or other evidences of indebtedness.

Notwithstanding this Section 6.01, no loans shall be made by the Corporation to any of its Board Members or Officers. Further, any Board Member or Officer who participates in the making of any such loan shall be liable to the Corporation for the amount of such loan until the repayment thereof, pursuant to 13-B M.R.S.A. § 712.

Section 6.02 Contracts. The Board may authorize any Officer or Officers, agent or agents, in addition to those specified in these By-Laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized by the Board, no Officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or render it liable for any purpose or to any amount.

Section 6.03 Investments. The funds of the Corporation may NOT be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, or stocks, bonds or other securities.

Section 6.04 Salaries of Board Members and Officers. No Director, Board Member or subcommittee appointee shall for the reason of his office be entitled to receive any salary

or compensation. Nothing herein shall be construed to prevent a Board Member or Officer from receiving compensation from the Corporation for duties other than Member of the Board of Directors or Officer.

Notwithstanding this Section 6.04, no more than 49 percent of the individuals serving as Board Members may be a “financially interested person” as defined by 13-B M.R.S.A. § 713-A.

Section 6.05 Setting Salaries. The Board of Directors shall hire and fix the compensation of any and all employees which they in their discretion may determine to be necessary for the conduct of the business of the Corporation.

Article 7. Indemnification

The Corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an Officer, Director, or employee of the Corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the Corporation and the indemnified Officers, Directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified Officer, Director, or employee under this Article shall apply to such Officer, Director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

**Article 8.
Dissolution**

The Corporation may be dissolved only upon adoption of a plan of dissolution and distribution of assets by the Board. Assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

**Article 9.
Amendments**

These By-Laws may be altered, amended, added to or repealed at any meeting of the Board called for that purpose by the vote of a majority of the Directors then in office.

**Article 10.
Construction**

In the case of any conflict between the Articles of Incorporation of the Corporation and these By-Laws, the Articles of Incorporation of the Corporation shall control.

These Bylaws were adopted at a meeting of the Incorporators of Maine 200 (Maine Bicentennial Commission) on August ____, 2018.

William Diamond
Incorporator

David Cheever
Incorporator