

**BYLAWS OF**  
**BOOTHBAY REGION EDUCATION FOUNDATION**

**I.**

Name

1. Name. The name of the Corporation shall be the Boothbay Region Education Foundation.

**II.**

General Provisions

1. References. References in these Bylaws to the Articles of Incorporation shall mean this Corporation's Articles of Incorporation as amended from time to time as on file with the Secretary of State of Maine. References to the Maine Nonprofit Corporation Act (the "Act") and to particular sections of said Act are to said Act and said sections as amended from time to time. The headings of Articles and Sections in these Bylaws are for convenience only, and shall not be taken into account in construing these Bylaws.

2. Office and Location. The registered office of this Corporation in Maine shall be the office of the Registered Agent, which is set forth in the Articles of Incorporation. The Corporation may have such other offices and places of business both within and without the State of Maine as the Board of Trustees may from time to time establish, or as the business of the Corporation may from time to time require.

3. Registered Agent. The Corporation shall have a Registered Agent, who shall not by reason of such position be an officer. The Registered Agent of the Corporation shall be a resident of the State of Maine. The initial Registered Agent shall be named in the Articles of Incorporation and shall serve until his or her death or resignation from office, or until a successor is appointed by the Board of Trustees. The Registered Agent may certify votes and actions of the Board of Trustees and its committees, and shall perform such other duties and have such powers as are prescribed by the Act.

4. Purposes. The Corporation is organized exclusively for charitable, scientific and educational purposes as set forth in the Articles of Incorporation.

The Corporation shall be organized and empowered to do everything necessary, proper, advisable or convenient for the accomplishment of the foregoing mission, and to do all other things incidental to them, or connected with them, that are not forbidden by law, the Articles of Incorporation, or these 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.

5. 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 § 501(c)(3) of the Code, (ii) contributions to which are deductible under §§ 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 § 509(a) of the Code. The Articles of Incorporation and these 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 §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 § 501(h) of the Code, but during any tax year for which an election under § 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 § 501(h) calculated without regard to the “exempt purpose expenditures” of any other affiliated organizations;

(c) No substantial part of the activities of this Corporation shall be the provision of “commercial type insurance” within the meaning of § 501(m) of the Code;

(d) 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

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

6. Distribution upon Dissolution. No part of the net earnings of this corporation shall inure to the benefit of any private shareholder or any individual. The property of this corporation is irrevocably dedicated to charitable purposes and upon liquidation, dissolution or abandonment of the owner, after providing for the debts and obligations thereof, the remaining assets will not inure to the benefit of any private person but will be distributed in the manner provided in the Corporation's Articles of Incorporation.

### III.

#### Membership.

1. Members. The Corporation shall have no Members.

### IV.

#### Board of Trustees

1. Powers. In the management and control of the business, property and affairs of the Corporation, the board of directors, which shall be called the Board of Trustees, is hereby vested with the power to authorize any and all corporate action.

2. Number and Election. The initial Board of Trustees shall have up to twenty-two (22) members, in the discretion of the Board of Trustees of the Corporation. The Superintendent of Schools of AOS 98 shall serve, ex officio, as a member of the Board of Trustees and its Secretary. The initial Board of Trustees shall be appointed by the incorporator of the Corporation at the direction of the Founder of the Corporation. Thereafter, the number of Trustees shall be fixed by resolution of the Board of Trustees subject to the limits specified in the Articles of Incorporation. Upon the expiration of the terms of the initial Trustees, Trustees will be elected by a vote of the Board of Trustees then in office (and not by the outgoing Trustee(s)) at an annual, regular or special meeting where a quorum is present. The initial Trustees shall hold office for the term designated by the Incorporator of the Corporation (not to exceed three (3) years). Thereafter, each Trustee shall hold office for a term of three (3) years and until his successor is elected and qualified or until his or her earlier death, resignation or removal. The President of the Corporation, will, unless the Board of Trustees determines otherwise, when present, preside at all meetings of the Board of Trustees. The Vice-President, if any, in case of the absence or disability of the President, shall have the authority and perform the duties of the Chair.

3. Vacancies, Resignation and Removal. Any vacancy in the Board of Trustees , however occurring, including a vacancy resulting from the expiration of a Trustee's term or from an enlargement in the number of Trustees, may be filled by vote of the Board of

Trustees at an annual, regular or special meeting where a quorum is present, or by a sole remaining Trustee. A Trustee elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office, and a Trustee chosen to fill a position resulting from an increase in the number of Trustees, shall hold office for the term as designated by the Board of Trustees (not to exceed three (3) years) and until his or her successor is duly elected and qualified, or until his or her earlier death, resignation or removal. Any Trustee may resign his office by delivering a written notice to the Corporation's Board of Trustees, the President, or the Corporation. Any Trustee elected or appointed by the Board of Trustees may be removed by a vote of sixty percent (60%) of the Trustees then in office, without taking account the vote of the Trustee in question, whenever in the Board of Trustees' judgment the best interests of the Corporation would be served thereby.

4. Limit on Terms Served. Trustees may serve successive terms without limits.

5. Annual and Regular Meetings. The Board of Trustees shall hold its annual meeting for the election of officers in the month of September of each year. The date, time and place of the annual meeting may be determined by the Board of Trustees. No notice of the any such annual meeting shall be necessary. Regular meetings of the Board of Trustees may be held at such time and place as shall from time to time be fixed by the Board of Trustees. Unless action is to be taken with respect to the Articles of Incorporation or Bylaws, no notice of such regular meeting shall be necessary.

6. Special Meetings. Special meetings of the Board of Trustees may be held at any time or place, whenever called by the President or on the written request of two (2) or more members of the Board of Trustees, reasonable notice thereof being given by the person(s) calling the meeting to each Trustee, or at any time without formal notice, provided all the Trustees are present or those not present have waived notice thereof. Notice to any Trustee actually received by him at least 24 hours before the meeting shall be deemed sufficient, notwithstanding the method or means of communication selected or the time when sent. Neither the business to be transacted at nor the purpose of the meeting need be specified in the notice unless the Act shall otherwise require. Such special meetings shall be held at such time and place as the notice thereof shall specify.

7. Quorum; Telephonic Attendance; Voting. Fifty percent (50%) of the Board of Trustees then in office shall constitute a quorum for the transaction of business, but a lesser number may adjourn any meeting from time to time, and the same may be held as adjourned without further notice. A Trustee participating in a meeting by telephone conference call in which the Trustee can hear and speak to all other Trustees simultaneously shall be deemed present at the meeting. No limit is imposed on the number of Trustees who can participate in a meeting this way. When a quorum is present at any meeting a majority of the Trustees present shall decide any question brought before such meeting. Notwithstanding the foregoing, or anything to the contrary contained in

this Section 7 or in any other section of these Bylaws, the Board of Trustees may, at any time and from time to time, by a vote of sixty percent (60%) of the Trustees then in office, approve, amend or limit a list of certain “major decisions” that require the approval of sixty percent (60%) of the Trustees then in office.

8. Unanimous Action; Consent Delivered by Electronic Means. Any action required to be taken at a meeting of the Trustees, or any action which may be taken at a meeting of the Trustees, may be taken without a meeting if all of the Trustees 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 Trustees’ meetings and shall have the same effect as a unanimous vote. Any Trustee may consent to an action by sending an email or equivalent electronic message to the other Trustees affirming his assent to the resolutions or votes in question, and such electronic message shall be deemed adequate for purposes of the Corporation acting by unanimous consent. A paper copy of such electronic message shall be placed into the corporate records by the Secretary of the Corporation.

9. Informal Action. Actions taken without a meeting by agreement of sixty-percent (60%) of the Trustees then in office shall be deemed action by the Board of Trustees if all Trustees know of the action and no Trustee makes prompt objection to such action. Objections shall only be effective if in writing and filed with the Secretary of the Corporation.

10. Committees. The Board of Trustees , by a resolution adopted by the Board of Trustees at an annual, regular or special meeting where a quorum is present, may form and delegate any part or all of the authority of the Board of Trustees to any committee or committees, to the extent allowed by law. The members of the Board of Trustees may designate or assign the members of any committee formed by the Board of Trustees, provided that the membership of each committee shall include at least one (1) or more Trustee(s). Vacancies in the membership of a committee shall be filled by the Board of Trustees. Committees shall keep minutes of their proceedings and report the same to the Board of Trustees. Members of a committee may be removed from office with or without cause, by resolution adopted by the Board of Trustees at an annual, regular or special meeting where a quorum is present. Any person or persons authorized to call a meeting of the Board of Trustees, as well as the chair of a committee or the committee itself, may call a meeting of a committee. Except as otherwise provided herein, so far as applicable, the provisions of these Bylaws relating to the calling, noticing and conduct of meetings of the Board of Trustees shall govern the calling, noticing and conduct of meetings of committees.

## V.

### Officers

1. Officers; Number; Term. The principal officers of the Corporation shall be a President, a Vice President, a Treasurer and a Secretary. The Board of Trustees, in its discretion, may appoint such other officers, agents or employees as it may deem advisable, and prescribe the powers, duties and tenure thereof. Officers shall hold office for a term of three (3) year(s) or until his or her earlier death, resignation or removal from office. An officer may, but need not also be a Trustee, and may simultaneously hold more than one office in the Corporation. Officers may serve successive terms, without limit, in the discretion of the Board of Trustees.

2. Authority and Duties. Each officer shall have such authority and perform such duties as are set forth in the Act or in these Bylaws, and as shall be determined from time to time by the Board of Trustees. Each officer shall also have such authority and perform such duties as are usually incumbent upon his office except as the same may be limited from time to time by the Board of Trustees .

3. President. The President shall be the duly authorized representative of the Board of Trustees in all matters in which the Board of Trustees or these Bylaws have not formally designated some other person for that purpose. The President shall preside at all meetings of the Board of Trustees and shall be, ex officio, a voting member of all committees. The President may determine the order of business at meetings of the Board of Trustees. The President 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.

4. Vice President. The Vice President shall, in case of the absence or disability of the President, have the authority and perform the duties of the President and shall perform such other duties and have such other powers as are commonly incident to his or her office and as the Board of Trustees from time to time may designate.

5. Treasurer. The Treasurer shall direct the keeping of the accounts of the Corporation and direct and attend to the depositing of the funds and securities of the Corporation in such depositories or with such custodians as the Board of Trustees shall designate and shall perform such other duties and have such other powers as are commonly incident to his or her office and as the Board of Trustees from time to time may designate. Unless the Board of Trustees by vote directs otherwise, he or she may endorse for deposit or collection all notes, checks and other instruments payable to the Corporation or its order, and may accept drafts on behalf of the Corporation. In addition, he or she may sign all checks and drafts of the Corporation, unless some other person is thereunto specifically authorized by vote of the Board of Trustees.

6. Secretary. In addition to any other duties assigned to the Secretary under these bylaws, the Secretary shall keep accurate records of the meetings of the Board of

Trustees, including records of all votes and minutes, in a book kept for that purpose. He or she shall have custody of the permanent records of the Corporation. In addition, he or she shall perform such other duties and have such other powers as are commonly incident to his or her office and as the Board of Trustees from time to time may designate.

7. Vacancies; Removals. Any vacancy in any office may be filled by the Board of Trustees. The Board of Trustees, by a resolution adopted by the Board of Trustees at an annual, regular or special meeting where a quorum is present may remove from office any officer, agent or employee elected or appointed by them.

## **VI.**

### Financial Management; Bank Accounts; Checks; Notes

1. The Board of Trustees shall be responsible for the solicitation of donations from the public or from such other sources as it deems appropriate for the purpose of providing for the needs of the Corporation. No donations shall be solicited or accepted in any manner inconsistent in the requirements of a tax-exempt organization under the Internal Revenue Code. The Corporation may conduct other revenue producing activities for the purpose of supporting its primary purposes, provided such activities are consistent with the requirements of a tax-exempt organization.

2. Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks or trust companies or other depositories as the Board of Trustees may designate.

3. Checks. All checks and drafts on the Corporation accounts shall be signed by the Treasurer or by the President, or by such other officer or employee as the Board of Trustees may from time to time designate, subject to such requirements as to counter signature or other conditions as the Board of Trustees may from time to time determine.

4. Contracts and Notes. All contracts and deeds and all promissory notes and other obligations of the Corporation other than checks and drafts shall be signed by both the President and the Treasurer unless the Board of Trustees shall specifically authorize signature by one of them or some other officer or agent.

## **VII.**

### Amendments

Except as otherwise required by law, these bylaws may be amended or repealed at any meeting of the Board of Trustees at an annual, regular or special meeting where a quorum is present.

## VIII.

### Indemnification

1. Right to Indemnification. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a Trustee, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding; provided that no indemnification shall be provided for any person with respect to any matter as to which he shall have been finally adjudicated in any action, suit or proceeding not to have acted in good faith in the reasonable belief that his action was in the best interest of the Corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his 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.
2. Indemnity Against Expenses. Any provision of subsection 1 to the contrary notwithstanding, to the extent that a Trustee, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any suit or proceeding referred to in Subsection 1, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him in connection therewith.
3. Expenses Incurred in Civil or Criminal Action. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Trustees in the manner provided below upon receipt of an undertaking by or on behalf of the Trustee, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this section. Any payment of expenses as provided in this section shall be made by the Corporation only as authorized in the specific case upon a determination that the payment



of such expenses is proper in the circumstances because he has met the applicable standard of conduct set forth in Article IX, Section 1. Such determination shall be made by the Board of Trustees by a majority vote of a quorum consisting of Trustees 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 Trustees so directs, by independent legal counsel in a written opinion. Such a determination, once made by the Board of Trustees may not be revoked by the Board of Trustees, and upon the making of such determination by the Board of Trustees, the Trustee, officer, employee or agent may enforce the payment of expenses against the Corporation by a separate action notwithstanding any attempted or actual subsequent action by the Board of Trustees.

## **IX.**

### Public Benefit Corporation Provisions

1. Restrictions on Board of Trustees Members. No more than forty-nine percent (49%) of the individuals on the Board of Trustees may be financially interested persons. For the purposes of this section, “financially interested person” means (a) an individual who has received or is entitled to receive compensation from the Corporation for personal services rendered to the Corporation by that individual within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, consultant or otherwise, excluding any reasonable payments made to Trustees for serving as Trustees. An individual is considered to receive compensation for services rendered to the Corporation by that individual if the individual is entitled to receive, other than as a shareholder of a publicly held corporation, a portion of the net income of a corporate or other business entity that provides, for compensation, personal services to the Corporation; or (b) a spouse, brother, sister, parent or child of the individual described in the foregoing subsection (a).

2. Conflict-of-interest transactions.

(a) This section sets forth the Corporation’s policies on conflict of interest transactions. This section is intended to ensure that the Corporation is in compliance with the provisions of § 718 of the Act, as it may be amended from time to time. A conflict-of-interest transaction is a transaction in which a Trustee or officer of the Corporation has a direct or indirect financial interest. For the purposes of this section, a Trustee or officer has an indirect interest in a transaction if:

(i) Another entity in which the Trustee or officer has a material interest or in which the Trustee or officer is a general partner is a party to the transaction; or

(ii) Another entity of which the Trustee or officer is a Trustee, officer or trustee is a party to the transaction.

(b) A conflict-of-interest transaction is not voidable or grounds for imposing liability on a Trustee or officer of the Corporation if the transaction was fair at the time it was entered into or is approved as provided in subsection (c) below.

(c) A transaction in which a Trustee 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 Trustees or a committee of the Board of Trustees may authorize, approve or ratify a transaction under this section if the material facts of the transaction and the Trustee's or officer's interest are disclosed or known to the Board of Trustees or committee of the Board of Trustees. 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 Trustees so requests, a transaction under this section may be approved by the Maine Attorney General or by the Superior Court in an action in which the Attorney General is joined as a party. If the Board of Trustees is unable to make a decision regarding a transaction, one or more Trustees or officers may request approval of the Attorney General or the court in accordance with this subsection. 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.

(d) For purposes of subsection (c), a conflict-of-interest transaction is approved if it receives the affirmative vote of a majority of the Trustees on the Board of Trustees or on a committee of the Board of Trustees who have no direct or indirect interest in the transaction, but a transaction may not be approved under this subsection by a single Trustee. If a majority of the Trustees on the Board of Trustees who have no direct or indirect interest in the transaction vote to approve the transaction, a quorum is present for the purpose of taking action under this section, notwithstanding any other provision of these Bylaws.

(e) Notwithstanding the foregoing, the Board of Trustees or the executive committee of the Board of Trustees has authority to fix the compensation of Trustees for their services as Trustees or officers or in any other capacity.