

# **CHEBEAGUE ISLAND HISTORICAL SOCIETY**

## **(A Maine Nonprofit Corporation)**

### **BYLAWS**

**AS APPROVED BY VOTE OF THE MEMBERSHIP JUNE 14, 1997  
AND AMENDED JUNE 20, 2003, JUNE 12, 2012, JUNE 29, 2013, AND JUNE 19, 2021**

#### **ARTICLE I**

##### **NAME AND GENERAL PROVISIONS**

- 1) Identity: The name of this corporation shall be "The Chebeague Island Historical Society, Inc.," hereinafter called "the Society." The name of the Society may be changed by amendment of its Articles of Incorporation. The Society may register to do business under one or more assumed names by filing appropriate registrations with the Secretary of State of the State of Maine.
- 2) Offices: The principal office of the Society shall be located at such place in the Town of Chebeague Island, County of Cumberland and State of Maine as the Board of Trustees may determine from time to time. The location of the Society's principal office may be changed by the Board of Trustees from time to time without amendment of these Bylaws. The Society may also have offices at such other places, within or without the State of Maine, as its business and activities may require, and as the Board of Trustees may, from time to time, designate.
- 3) Registered Agent and Office: In compliance with the Maine Nonprofit Corporation Act, the Society shall have, and continuously maintain, a statutory registered agent who shall be a resident of the State of Maine. The initial registered agent shall be the person designated in the Articles of Incorporation and the Board of Trustees shall have the power to change the identity of the registered agent from time to time by filing an appropriate form with the Secretary of State of the State of Maine. The registered agent shall maintain a registered office within the State of Maine. The address of the registered office may be changed from time to time by either the registered agent or the Board of Trustees upon filing an appropriate form with the Secretary of State of the State of Maine.
- 4) Articles of Incorporation: The name and purposes of the Society shall be as set forth in the Articles of Incorporation. These Bylaws, the powers of the Society, its Board of Trustees, Officers and all matters concerning the conduct and regulation of the affairs of the Society shall be subject to the Articles of Incorporation in effect at the time.
- 5) Fiscal Year: The fiscal year will be from January 1 to December 31 unless otherwise designated by the Board of Trustees.

## ARTICLE II

### PURPOSE

- 1) Purpose: This charitable, benevolent and nonprofit organization has been organized and shall be operated exclusively for charitable, educational, literary, scientific and related public educational purposes as these terms are used in Section 501(c)(3) of the Internal Revenue Code of 1986 as amended (the "Code"). In furtherance of the aforementioned purposes, this Society is an educational, non-profit Society, the purpose of which shall be to research and record the past and present history of Chebeague Island in order to enrich the lives of Chebeague residents and visitors and to develop and instill a sense of place. This shall be accomplished by the acquisition and preservation of antiquities and documents. The major functions may include:
  - a. To discover, acquire and preserve material culture which will help to establish and illustrate the history of Chebeague Island.
  - b. To research and record the history of individuals and families identified with Chebeague Island.
  - c. To develop suitable programs and exhibitions of general interest to the Island residents and those visiting the Island.
  - d. To provide for the preservation of Chebeague material culture and for its accessibility, as far as may be feasible, to all who wish to examine or study it.
  - e. To cooperate with other historical organizations where such activity will contribute to the goals of the Society.
  - f. To cultivate an awareness that today is living history and that current records should be checked for accuracy and preserved for the future.
  - g. To initiate and preserve a collection of oral, video, and history.
- 2) Tax Exempt Status: It is intended that the Society shall have and continue to have the status of a corporation (i) which is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code and classified as a public charity under Section 509(a) of the Code, (ii) contributions to which are deductible under Section 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 Section 509(a) of the Code. The Articles of Incorporation and these Bylaws shall be construed accordingly, and all powers and activities shall be limited accordingly. In this regard:
  - a. The Society 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 Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code;
  - b. No substantial part of the activities of the Society shall be the carrying on of propaganda, or otherwise attempting to influence legislation; provided, however, that nothing in this Article shall be construed to prevent the Society from making the election available under Section 501(h) of the Code;
  - c. No substantial part of the activities of the Society shall be the provision of "commercial type insurance" within the meaning of Section 501(m) of the Code;
  - d. The Society 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. The Society shall not engage in any activities that are unlawful under applicable federal, state or local laws.
- 3) Prohibition of the inurement of Assets and Income to Private Persons: All of the assets and income of the Society shall be used exclusively for its charitable, scientific, and educational purposes, and no part thereof shall inure to the benefit of any private individual; provided, however, that nothing contained herein shall be construed to prevent the payment by the Society of salaries and expenses to Officers, Trustees, and employees of the Society. If the Society be dissolved or its legal existence terminated, either voluntarily or involuntarily, or upon final liquidation of the Society, none of its assets shall inure to the benefit of any private individual, and all of its assets remaining after payment of all of its liabilities shall be distributed by the Board of Trustees to one or more nonprofit organizations having similar aims and objects as those of the Society and which may be selected by the Board of Trustees as an appropriate recipient of such assets, as long as each of such organizations shall then qualify as an organization exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code. In the event the Board of Trustees is unable to distribute the assets of the Society in accordance with this Section, a court of competent jurisdiction in the county where the principal office of the Society is located shall distribute the aforesaid assets to one or more nonprofit organizations having similar aims and objects as those of the Society and which may be selected by the court as an appropriate recipient of such assets, as long as such organization, or each of such organizations, shall then qualify as an organization exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code.

### **ARTICLE III**

#### **MEMBERSHIP**

- 1) Composition: Any person, without regard to race, color, creed, national or ethnic origin, sex, sexual orientation, gender identity, religion, or place of residence, may become a member upon payment of dues.
- 2) Categories: Categories of membership may be established upon recommendation by the Board of Trustees and approval by the membership. Currently approved categories of membership include: Individual, Family, Senior, Student, and Life.
- 3) Dues: Annual dues shall be recommended by the Board of Trustees and approved by membership at the Annual Meeting. Annual dues shall be payable annually in December. Any member who has failed to pay membership for two years shall be removed from the rolls. Membership shall be open to full-time students free of dues.
- 4) Vote: At the Annual Meeting or special meeting, members in good standing shall have one vote each on matters submitted to a vote of the members. Proxies shall not be recognized. Only at the Annual Meeting or at special meetings shall the members have the rights set forth in the Articles of Incorporation as restated in these Bylaws, or as provided for under Chapter 6 of Title 13-B, M.R.S.A. These rights include the following.

- a. The establishment of the size of the Board of Trustees within the limits prescribed by the Articles of Incorporation.
- b. The election and/or removal of Trustees.
- c. The amendment, restatement or modification of the Articles of Incorporation of the Society, or of these Corporate Bylaws, provided that such action must receive the affirmative vote of two-thirds of the members present.
- d. The approval of the acquisition of property or buildings, or the sale, lease, mortgage, pledge or other disposition of all, or substantially all, of the assets and property of the Society, or the dissolution of the Society, or its merger with, or consolidation into, another corporation.
- e. The approval of the amount of annual dues proposed each year by the Board of Trustees.
- f. Any other matter that the Board of Trustees votes to submit to the members.

## **ARTICLE IV**

### **MEETINGS**

- 1) Annual Meeting. The Annual Meeting of this Society shall be held each year on Chebeague Island, Maine between June 1<sup>st</sup> and August 31<sup>st</sup> for the conduct of business, presentation of annual reports, and election of Trustees.
- 2) Special meetings may be called by the President or as requested in writing by ten (10) members of the Society. The President shall provide members of the Society with a notice of the purpose, time, and place of this special meeting. Only the business specified in the notice shall be transacted at the special meeting.
- 3) Notices of the time, place, and purpose of the Annual Meeting or a special meeting shall be announced to members at least ten days prior to the meeting date.
- 4) Quorum for the transaction of business. At any meeting of the society convened after proper notification of the membership, those members in attendance shall constitute a quorum.

## **ARTICLE V**

### **OFFICERS**

- 1) Officers of the Society shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as the Board of Trustees may from time to time appoint. All officers must be members in good standing of the Society.
- 2) Election: A slate of officers shall be presented to the Board of Trustees by the Nominating Committee. Officers shall be elected by the Trustees at a meeting of the Board of Trustees immediately following the Annual Meeting.
- 3) Term of office: The term in office shall be one year, or until a successor is duly elected and qualified. Appointment to fill a vacancy in office shall be reckoned a term only if the unexpired portion of the term is more than half the ordinary term.

- 4) Duties of the President: The president shall preside at all meetings of the members of the Society and of the Board of Trustees; shall appoint chairs of all committees; and shall prepare a written annual report to members. The President shall be ex officio a member of all committees. After completion of a president's last term, he or she may serve of the Executive Committee for one year.
- 5) Duties of the Vice-President: The vice president shall exercise all powers and carry out all duties of the president if the president is absent, incapacitated, or has resigned and shall execute such other duties as may be prescribed by the Trustees. In the absence of the president and the vice president, a temporary chairman shall be designated by majority vote of those present at any meeting provided that a quorum is present.
- 6) Duties of the Secretary: The Secretary, or designee as determined by the Board, shall keep written records of all meetings of the Society, the Executive Committee, and the Board of Trustees; shall give notice of all meetings of the corporation and of the Board of Trustees (unless regularly scheduled), and shall keep a record of the members (names, addresses, record of annual dues).
- 7) Duties of the Treasurer: The Treasurer, or designee as determined by the Board, shall collect and hold all monies due or belonging to the Society and shall make disbursements as directed by the Board or by the membership in the case of major expenditures. The Treasurer shall have custody of all securities and other evidence of tangible assets of the Society and shall arrange for their safe keeping as directed by the Board of Trustees. The Treasurer shall also maintain full and accurate records of the accounts, shall submit a report of the financial state of the Society at each regular meeting of the Board of Trustees, and at the Annual Meeting shall present a written report of all the monies received and expended during the previous fiscal year.
- 8) Compliance with IRS rules and regulations, audits, and annual reporting shall be the joint responsibility of the President and Treasurer.
- 9) Resignation and Removal. Any officer may resign at any time by giving written notice of resignation to the President; or in the case of resignation of the President, to the Secretary. Any officer may be removed for cause by a majority vote of the Trustees at any meeting of the Board.

## **ARTICLE VI**

### **TRUSTEES**

- 1) **Duties.** The Board of Trustees shall exercise control of the management and development of the activities of the Society within the purpose and limitations set forth in the Articles of Incorporation of the Society and in these Bylaws and subject to the provisions of law. The Board of Trustees shall appoint committees. The Board of Trustees shall have the power to appoint any agents and to make any contracts necessary to carry out the purpose of the Society.
- 2) **Number of Trustees.** The Board of Trustees shall include at least 7 – including the officers but not more than 19 – including the officers. All trustees shall be members in good standing of the Society.
- 3) **Trustee Election.** The trustees shall be elected by the members at the Annual Meeting of Society.
- 4) **Terms.** The term of the trustees shall be for three (3) years. The filling of a vacancy shall be considered a term if it is more than eighteen (18) months. As far as practical, one third of trustees shall be elected annually.
- 5) **Vacancies.** In the event of a vacancy among the Trustees, the Trustees may elect a successor to fill the unexpired part of the term.
- 6) **Meetings.** Regular meetings of the Board of Trustees shall be held at least six times annually. The Board of Trustees may establish a regular time for meetings of the Board, in which case notice of meetings held in accord with the schedule shall not be required. Otherwise, notice of meetings shall be given to the Board members by the Secretary, or designee, at least three days prior to the meeting. Notice may be by mail, email, telephone, or other electronic means.
- 7) **Quorum.** A quorum for the transactions of business by the Board of Trustees shall consist of greater than fifty percent (50%) of the Trustees then in office.
- 8) **Attendance.** Attendance at Board Meetings is critical for the Board to fulfill its obligations. Trustees must make every reasonable effort to attend Board Meetings, either personally or telephonically. Trustees with four (4) or more absences annually will meet with the President and other Trustees he or she designates to evaluate if continued service on the Board is in the Society's best interest.
- 9) **Committee Service.** Each member of the Board of Trustees shall serve as chairman or an active member of at least one standing or special committee.
- 10) **Resignation/Removal.** A trustee may resign at any time by giving written notice to the Secretary. The resignation shall be effective at the time specified therein. If no time is given, resignation shall be effective immediately. A Trustee may be removed for cause by a majority vote of the members of the Board of Trustees at a special meeting called for that purpose. At least seven days' notice of meeting must be given to such Trustee.

## **ARTICLE VII**

### **COMMITTEES**

- 1) Committees. Committees shall be formed by a vote of the Board of Trustees. The Board shall create the committees' charter when it is formed. The Board must approve any change to the committees' charters. All committees, unless otherwise provided in these Bylaws, shall serve at the pleasure of the Board of Trustees.
- 2) Executive Committee. The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer, and other member as appointed by the Board of Trustees.. A majority of the members of the Executive Committee shall constitute a quorum.\_
- 3) Nominating Committee. The Nominating Committee shall consist of a chair and an even number of additional members. A majority of the committee constitutes a quorum. The committee shall convene three months before the Annual Meeting and prepare a slate of nominees to serve as Trustees – having obtained assurance from the proposed nominees. Additional nominations may be made, with permission of the nominee. Said nominations must be presented to the Secretary at least ten days prior to the Annual Meeting.
- 4) Standing Committees. There may be the following Standing Committees with such duties as may be prescribed by the Board of Trustees:
  - a. Facilities Committee
  - b. Collections Committee
  - c. Finance Committee
  - d. Audit Committee
  - e. Collections Committee
  - f. Exhibit Committee
  - g. Publications Committee

## **ARTICLE VIII**

### **TRUSTEE AND OFFICER INDEMNIFICATION**

- 1) Basic Indemnification. To the extent permitted by law, the Society shall indemnify its past or present Members, Trustees, and Officers, and their members, trustees, officers, heirs, executors, administrators and agents against any and all expenses actually and necessarily incurred by them in connection with the defense or settlement of any actual or threatened action, suit or proceeding in which they, or any of them, are made a party, by reason of their being or having been a Member, Trustee or Officer of the Society, provided that no indemnification shall be provided for any Member, Trustee or Officer with respect to any matter as to which he or she shall have been finally adjudicated in any action, suit or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interest of the Society or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, or conviction upon a 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 or her action was in the best interest of the Society, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful. The right of any Member, Trustee or Officer to indemnification by the Society shall be in addition to, and not exclusive of, all other rights to indemnification to which they otherwise may be entitled, including any rights to indemnification under the terms of the Director and Officer Liability policy or policies procured pursuant to Section 2 below.

- 2) Director and Officer Liability Policy. The Corporation shall purchase and maintain a Director and Officer Liability policy or policies insuring the Society and its Trustees and Officers against the costs of defending a claim or paying a settlement or judgment.

## **ARTICLE IX**

### **NON-DISCRIMINATION**

In its activities this Society shall not discriminate on the basis of race, color, creed, national or ethnic origin, sex, sexual orientation, gender identity, disability, religion, or place of residence.

## **ARTICLE X**

### **AMENDMENTS TO BYLAWS**

These Bylaws may be amended or revised by a majority vote of the members present at the Annual Meeting or at a special meeting called for that purpose provided that a notice of the meeting and of the proposed amendment or revision has been published ten days prior to the meeting.