

**BYLAWS OF THE
COBSCOOK COMMUNITY LEARNING CENTER
SINCE 01 January 2020 DBA, COBSCOOK INSTITUTE**

**ARTICLE I
Name, Purposes, and Location**

Section 1. **Name, Place and Corporate Authority.** The name of this Corporation shall be the “Cobscook Community Learning Center” which, since 01 January 2020, has been DBA, Cobscook Institute (hereinafter the “Corporation”). The Corporation’s principal place of business shall be Trescott, Maine. The Corporation shall carry on business and operate anywhere within the State of Maine or in any state where it has a legal authority to carry on business and operate.

Section 2. **Purpose.** The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. The nature of the activities to be conducted, or the specific purposes to be promoted or carried out by the Corporation, are as follows:

To create responsive educational opportunities that strengthen
personal, community, and global well-being.

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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

The foregoing enumeration of specific purposes shall not be deemed to be exclusive, and in general the Corporation shall have the power to do all things incidental, necessary or convenient to the carrying out of its general aims and as permitted by the laws of the State of Maine as amended from time to time and Section 501(c)(3) of the Internal Revenue Code, as amended.

**ARTICLE II
Officers and Directors**

Section 1. **General Powers.** The property, affairs and activities of the Corporation shall be managed by a Board of Directors. The Board of Directors shall have and may exercise all the powers allowed to nonprofit corporations under the laws of the State of Maine and the United States, except as may otherwise be limited by the provisions of these Bylaws and the Articles of Incorporation.

Section 2. **Composition.** The Board of Directors shall consist of a minimum of three (3) and a maximum of twenty-one (21) members and shall include the Officers.

Section 3. **Election of Directors and Filling of Vacancies in Offices.** The Board of Directors shall be elected by open or secret ballot at the Annual Meeting of the Directors. Each Director shall serve for the term of three years, ending on the date of the annual meeting, or until

his or her successor is elected. Each director shall serve no more than 9 years consecutively. Following a year absence, a former director may serve again and must be nominated through the standard nomination process. To the extent practicable, the terms of Directors shall be staggered to provide for electing one third of the Directors at any annual meeting. Each member of the Board of Directors is expected to attend all scheduled meetings.

Section 4. Vacancies. Vacancies in the Board of Directors which occur between elections shall be filled by a majority vote of the Board for the period remaining until the next Annual Meeting, at which time an election shall be held by the Directors to fill the seat for the period remaining in the term. The Chair or Co-Chairs shall, by appointment, fill for the period remaining until the next Annual Meeting, any vacancies in the Officers of the Corporation.

Section 5. Resignations. Any Director or Officer may resign at any time by giving written notice to the Chair or Co-Chairs or to the Secretary. Resignations shall take effect at the time specified therein, and, unless required by the terms thereof, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Removal. A Director or Officer may be removed, either with or without cause, at a Special Meeting of Directors called expressly for that purpose, by a two-thirds (2/3) vote of the remaining Directors. The notice of such meeting shall specifically set forth the business to be transacted at the meeting. The Director or Officer considered for removal shall be given an opportunity to be present and to be heard at said meeting. If any or all Directors or Officers are removed at such meeting, new Directors or Officers may be elected at the same meeting without express notice being given of such election.

Section 7. Board of Directors' Meetings.

7.1. The Board of Directors shall meet a minimum of four (4) times per year, including one Annual Meeting of the Directors, at such time and place in the State of Maine as the Board may determine.

7.2. Meetings of the Board of Directors may be held, in whole or in part, by conference call or other electronic means if all Directors can simultaneously hear one another and such participation shall constitute presence at such meeting. The Board shall cause minutes to be kept at all meetings and submit the minutes for approval at subsequent Board meetings.

7.3. Notice of all meetings of the Board of Directors shall be sent at least three days previously thereto by written notice delivered personally, by first class United States mail, or by electronic mail. It shall be the responsibility of each Director to provide a current electronic mail and regular mail address to the Corporation. Any Director may waive notice of any meeting. The presence of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these Bylaws.

7.4. The Directors may by resolution provide for the calling and conduct of its meetings.

7.5. A majority of the Directors shall constitute a quorum for the transaction of business, but the Director or Directors present at any meeting may adjourn such meeting from time to time until such quorum is present.

7.6. To as great an extent as possible, the Directors shall make an effort to make all decisions by consensus. However, in the event that consensus cannot be reached, the Directors shall hold a vote on the decision. Unless provided otherwise in these Bylaws or by law, a majority of the votes entitled to be cast on a matter to be voted upon by the Directors present at a meeting at which a quorum is present shall be necessary for the adoption thereof. There shall be no proxy voting.

7.7. At any meeting of the Board of Directors, the Chair or Co-Chairs may enter the meeting into Executive Session. In Executive Session, only Directors and, at the discretion of the Chair or Co-Chairs, certain employees shall be present. Executive Session may be called for discussion of sensitive or confidential issues such as but not limited to personnel, legal matters, or transaction negotiations. Any decisions made in Executive Session shall, without violation of confidentiality and, as appropriate, be recorded in the general minutes of the meeting. The Secretary or his/her designee may keep notes of the Executive Session, but such notes shall be separate from the minutes and shall be treated as confidential by the participants in the Executive Session.

7.8. Meetings of the Board of the Directors shall not be open to the public, although the Board may choose, in its sole discretion, to invite guests to all or portions of such meetings. Minutes of meetings shall not be available to the public, although the Board may choose, in its sole discretion, to share all or portions of minutes with specific third parties or with the public.

Section 8. Special Meetings of the Board of Directors. Special Meetings of the Board of Directors shall be held at the call of the Chair or Co-Chairs or upon the written request of at least one-third of the Directors. At least two days' notice, written or oral, shall be given to each Director of a special meeting and such notice, if written, shall be sent by mail or electronic mail to such address as the Director may designate which shall be recorded by the Secretary. The person or persons calling the Special Meeting shall fix the date, time and place thereof, although such date, time and place shall be reasonable and convenient for the other Directors.

Section 9. Unanimous Board Action Without a Meeting. Any action which might be taken at a meeting of the Board of Directors or of a committee of Directors, may also 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. For the purposes of this section, a consent communicated by electronic mail shall have the effect of a signed written consent.

Section 10. Non-Unanimous Board or Committee Action Without a Meeting. Any action

which might be taken at a meeting of the Board of Directors or of a committee may also be taken without a meeting if (a) all Directors or committee members are notified in writing of the proposed action, (b) three quarters (75%) of the total number of Directors or of the committee members send written consents to the action taken or to be taken, at any time before or after the intended effective date of such action, and (c) the Secretary, committee chair, or his/her designee, receives no written objection to such action from a Director or committee member within forty-eight (48) hours of the notification to the Directors and committee members. Such notifications, consents, and objections shall be filed with the minutes of next Directors' meeting or committee meeting, and shall have the same effect as a regular meeting vote. For the purposes of this section, notifications, consents, and objections may be communicated by regular mail, personal delivery, fax, or electronic mail.

Section 11. **Officers.** The Officers of the Corporation shall be a Chair or Co-Chairs, a Secretary, and a Treasurer, all of whom shall be nominated, and elected by the Board of Directors to serve for renewable one-year terms beginning and ending on the date of the Annual Meeting of the Directors.

- a) Authority and Duties. The Officers shall have the authority and shall perform such duties as generally pertain to their respective offices and such other further duties as may from time to time be required of them by the Board or the Chair or Co-Chairs.
- b) The Chair or Co-Chair shall be the Chief Executive Officer(s) of the Corporation if there is no Lead Staff employee. The Chair or Co-Chair shall preside at all meetings of the Board of Directors and shall exercise general supervision over the management of the property and affairs of the Corporation. The Chair or Co-Chair shall do and perform such other duties from time to time as may be assigned by the Board of Directors.
- c) The Treasurer shall oversee and account for all moneys, funds and properties of the Corporation. The Treasurer shall report on the Corporation's finances at Board meetings. The Treasurer will sign checks, drafts, notes and orders based on financial policies and procedures.
- d) The Secretary shall oversee the keeping of the Corporation's records, and shall perform such other duties as are incident to the office or that of a Secretary or Clerk as required by the laws of Maine.

ARTICLE III Committees

The Board of Directors may, from time to time and for terms as they may see fit, establish committees necessary for the smooth functioning of the Corporation. The Chair or Co-Chairs shall appoint committee members from among the supporters of the Corporation and members of the community and shall fill vacancies in committees, and such appointments shall be subject to confirmation by the Board. Committees may include an Executive Committee, a Governance Committee, a Finance Committee, and a Development Committee.

Section 1. **Committee Meetings and Actions.** A third of the members of a committee

present at any meeting shall constitute a quorum; provided, however, that no decisions shall be made unless at least two members are present. Each committee shall meet as often as necessary and appropriate to perform its duties. Each committee shall keep full records and accounts of its proceedings and transactions. Action by each committee shall be reported to the Board at its next meeting and shall be subject to control, revision, and alteration by the Board, provided that no rights of third persons shall be prejudicially affected thereby. Such committee reports shall be kept as part of the minutes of the Board of Directors.

ARTICLE IV 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. **Internal Controls, Bank Accounts and Execution of Documents.** The Board of Directors shall ensure that customary financial internal controls are established and followed. The funds of the Corporation shall be deposited in one or more banks or other investment institutions as designated by the Board of Directors. All contractual documents that commit the Corporation to financial obligations to be executed by the Corporation including deeds, mortgages, leases, promissory notes or other instrument, except checks and expenditures, shall be executed by the Chair or Co-Chairs or the Treasurer on behalf of the Corporation, or as stated by specific resolution of the Board of Directors. Notwithstanding the foregoing, the Lead Staff shall have the authority to execute contracts no greater than fifteen thousand dollars (\$15,000) based on prior annual budget approval, or board approval.

Section 3. **Expenditures.** All checks and expenditures issued by the Corporation shall be executed by either the Treasurer, the Chair or Co-Chairs, or the Lead Staff, except that any check or expenditure, or a related series of checks or expenditures constituting a single transaction, in an amount greater than five thousand dollars (\$5,000) shall be executed by any two of the Treasurer, the Chair or Co-Chairs, the Lead Staff, or other Board approved and designated staff or Board member.

Section 4. **Loans.** No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances. In accordance with 13-B M.R.S.A §712, in no event shall a loan be issued to a director or officer of the Corporation.

ARTICLE V LEAD STAFF AND OTHER EMPLOYEES

If funds are available, the Board shall select, appoint, and supervise a competent Lead Staff. The Lead Staff shall be the Chief Executive Officer of the Corporation and shall be responsible for the general operation of the Corporation, including, without limitation, hiring, terminating, and determining the terms, duties and compensation of all other employees, subject to approval by the Board. The Lead Staff shall be in charge of and shall exercise general management of the business of the corporation with such powers and functions as the Board may direct. The Lead Staff shall

Cobscook Community Learning Center Bylaws

serve as a non-voting member of the Board.

ARTICLE VI

Liability Protection and Indemnification

Section 1. **Limitation of Liability.** The Directors, Officers, employees and agents of the Corporation shall not be liable to the Corporation or to any other Director or Officer for any mistake of judgment, negligence, or otherwise, except for his or her individual willful misconduct. No Director, Officer, employee or agent shall be liable out of his or her personal assets for any obligation or liability incurred by the Corporation. 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.** The Corporation shall, to the greatest extent permissible by law, including without limitation Section 714 of Title 13-B of the Maine Revised Statutes Annotated but only to the extent of insurance proceeds available to the Corporation or any person indemnified hereunder, indemnify past, present or future duly elected or appointed directors, trustees, officers, employees (including part time, seasonal and temporary individuals), volunteers, or committee or staff members of the Corporation against all liabilities and expenses, including attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by them in connection with any threatened, pending or completed investigation, claim, action, suit, or proceeding, whether civil, criminal, administrative, or investigative, action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of their being or having been officers, directors, employees, committee members, or agents of the Corporation; except in relation to matters as to which any such person shall be finally adjudicated in any such action, suit or proceeding not to have acted in good faith in the reasonable belief that her action was in the best interest of the Corporation or, with respect to any criminal action or proceeding, where such person is finally adjudged to have had reasonable cause to believe that his or her 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 or 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 interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful. Such indemnification shall be made in accordance with the procedures set forth in Maine Revised Statutes Annotated, Title 13-B, Section 714, subsection 3, as the same may be amended from time to time. Such indemnification shall not be deemed exclusive of any other rights to which those identified may be entitled under any other bylaw, agreement, or otherwise.

The indemnification provided hereunder shall apply to 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, or who is or was serving in another capacity at the request of the Corporation.

Any compromise or settlement payment related to such proceeding shall be approved by a Cobscook Community Learning Center Bylaws

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.

This Article constitutes a contract between the Corporation and the indemnified Officers, Directors, employees and agents. No amendment or repeal of the provisions of this Article which adversely affects the right of a person indemnified 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.

Section 3. **Insurance.** The Corporation shall purchase and maintain insurance, as commercially available, on behalf of the persons described in Section 2 against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person under the laws of the State of Maine.

ARTICLE VII

Prohibition Against Private Inurement and Private Benefit

No part of the net earnings of the Corporation shall inure to the benefit of any Director or Officer of the Corporation, or any private individual, excepting solely such reasonable compensation that the Corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the Corporation, and no Director or Officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation (except that a Director or Officer may receive property of the Corporation inexchange for fair market value compensation to the Corporation).

These Bylaws shall not prohibit the reimbursement of incidental expenses necessarily incurred in the business of the Corporation by any Director duly authorized and also shall not prohibit the employment of persons, including Directors and Officers, to perform duties for the Corporation and receive compensation therefor, upon proper authorization of the Board of Directors.

ARTICLE VIII

Dissolution

This Corporation shall exist in perpetuity, but in the event of dissolution of the Corporation or the termination of its activities, the assets of the Corporation remaining after the payment of all its liabilities shall be distributed exclusively to one or more organizations organized and operated exclusively for such purposes as shall then qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended and as a charitable, religious, eleemosynary, benevolent or educational corporation within the meaning of Title 13-B, of the Maine Revised Statutes as amended, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

**ARTICLE IX
Amendments**

Amendments to these By-laws may be proposed and discussed at any meeting of the Directors of the Corporation and must receive approval of a majority of the Directors present and entitled to vote at that meeting.

**ARTICLE X
Miscellaneous**

Section 1. **Notices.** All notices to the Corporation shall be sent by mail to the Corporation at its offices at 10 Commissary Point Road, Trescott, ME 04652. All notices from or to the Corporation shall be deemed to have been given when mailed, except notice of changes of address which shall be deemed to have been given when received.

Section 2. **Captions.** The captions herein are inserted as a matter of convenience and for reference, and in no way define, limit, or describe the scope of these By-Laws or the intent of any provision thereof.

CERTIFICATION

I, the undersigned, do hereby certify that the above and foregoing amended bylaws were duly adopted on [insert date of amendment and approval] by the Cobscook Community Learning Center, DBA Cobscook Institute, at a regular meeting of the Board of Directors held on due notice and in compliance with its Articles of Incorporation at which time a quorum was present.

_____ (Signature)

Date: 24/June/2021

Kevin Thompson, Secretary