

**BYLAWS**  
**OF**  
**EXETER HISTORICAL SOCIETY**  
**A NON-PROFIT ORGANIZATION**  
**INCORPORATED 2001**

PREAMBLE

The following Bylaws shall be subject to, and governed by, the Non-Profit Corporation Act of Maine and the Articles of Incorporation of Exeter Historical Society. In the event of a direct conflict between the herein contained provisions of these bylaws and the mandatory provisions of the Non-Profit Corporations Act of Maine, said Non-Profit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these bylaws and the Articles of Incorporation of Exeter Historical Society, it shall then be these bylaws which shall be controlling.

ARTICLE I - NAME

The legal name of this non-profit corporation shall be known as Exeter Historical Society (hereinafter called "EHS")

ARTICLE II - PURPOSE

The purpose of this corporation is to operate as a non-profit organization that cultivates social interaction and friendship among its members and community, furthers the interest and education in the study of local history, to collect, preserve and display data, articles, and objects touching the history of Exeter, Maine, and to answer requests for research assistance from individuals or organizations pertaining to Exeter's history.

This corporation will do all acts necessary and convenient for the furtherance and promotion of the aforesaid purposes, to exist under the laws of Maine as a corporation and shall be and is organized and operated exclusively for non-profitable purposes and no part of the net earnings shall inure to the benefit of any private member or be used for propaganda.

### ARTICLE III - OFFICE

Section 1. The principal office of EHS shall be in the Town of Exeter, Penobscot County, Maine. EHS may have other such offices as the Board of Directors may determine or deem necessary, or as the affairs of EHS may find a need for from time to time, provided that any permanent change of address for the principal office is properly reported as required by law.

Section 2. The Corporation shall have and continuously maintain in the State of Maine a registered office and a registered agent who shall be a Maine resident and whose office is identical with such registered office.

Section 3. The corporation's fiscal year shall be from January 1 to December 31.

### ARTICLE IV - MEMBERSHIP & ANNUAL DUES

Section 1. Any person desiring to promote the purpose and mission of EHS, who has paid the annual dues, and who accepts the conditions in these bylaws shall be eligible for membership in the corporation. The membership year shall be from January 1 to December 31.

Section 2. The Board of Directors may establish categories of regular membership and shall determine the amount of dues to be paid annually by members of each category. These categories and dues may be changed as the Directors deem advisable.

Section 3. Members whose dues are paid shall be entitled to notice of meetings, to vote or to otherwise participate in the meetings, functions and privileges of the EHS.

Section 4. Any member may be removed from membership at his/her own request at any time.

Section 5. Any member who has not paid dues by March 1st will be considered inactive. In order to reinstate their membership dues need to be paid in full.

Section 6. Dues must be received prior to the commencement of the Annual Meeting for the member to have a vote at said meeting. Each membership is entitled to one vote at the EHS Annual Meeting per voting topic.

Section 7. Members shall not be liable for any debts or obligations of the Corporation and shall not be subject to any assessment.

Section 8. If a business would like to support EHS they will be considered a Business Sponsor and will be entitled to one person who can act as a voting agent for their automatic membership. This person's name needs to be registered with the Corporation's Secretary.

## ARTICLE V - LEADERSHIP

The Corporation shall be governed by a Board of Directors, which shall have all the rights, powers, privileges and limitations of liability of directors of a non-profit corporation organized under the Non-Profit Corporation Act of Maine. The Board shall have the responsibility for the business and affairs of the EHS, including establishing all EHS policies, approving annual and long-range plans, setting budgets, and authorizing the expenses of the corporation.

Section 1. Officers of this Corporation shall include: President, Vice President, Treasurer and Secretary and shall be elected by the membership at the Annual Meeting of the corporation.

Section 2. The Board of Directors (hereinafter called "the Board") of the EHS shall have up to five (5) board members, but no fewer than three (3) board members. The Board shall consist of the officers listed above and any other elected members needed to fill the five board positions. The 1 or 2 vacant board positions can be filled by members elected by the general membership at the annual meeting of the corporation. A Board member need not be a resident of the State of Maine.

Section 3. Candidates for any position must be active EHS members prior to their election.

Section 4. The Board shall receive no compensation for their time or services.

Section 5. A majority of the Board shall constitute a quorum, and at all board meetings each board member shall have one vote per voting topic.

Section 6. All elected officers and members of the Board of the EHS shall serve for (1) one year, or until their successors have been elected and qualified.

Section 7. Any member of the Board who is absent from four (4) consecutive meetings without excuse satisfactory to the Board shall be deemed to have surrendered his/her seat as an officer and/or board member.

Section 8. Any member of the Board may resign by tendering a written resignation to the president or secretary of the EHS. The resignation shall become effective upon acceptance by the Board who shall have the power to fill vacancies caused by resignations, by the death or other reason for the unexpired terms.

Section 9. Any officer or board member whose conduct in office is considered detrimental to the best interests of the EHS may be removed from office by a two-thirds vote of the membership in good standing present at any Board Meeting or at the Annual Meeting.

## ARTICLE VI- DUTIES OF THE OFFICERS

Section 1. The President shall be the chief executive officer of the corporation and shall exercise general supervision over its interests and welfare. He/she shall preside at all meetings of the corporation. He/she shall be an ex-officio member of all committees, except a Nominating Committee if there should be one. He/she shall preside over the Board and Annual Meetings and present the EHS annual reports. The president, after having been instructed by the majority of the Board, shall be empowered to sign contracts and perform other such duties as customarily empowered to this office. The president and one other officer as approved by the Board, shall have the authority to sign checks and to perform the Treasurer's duties during the disability of the duly elected Treasurer. The president shall also submit annual incorporation filings.

Section 2. The Vice President shall perform the duties of the President in the absence of that officer. The Vice President shall have such additional duties as may from time to time be assigned to him/her by the President or the Board. If the President's office becomes vacant because of death, resignation or otherwise, the Vice President shall assume the duties of the President for the unexpired term.

Section 3. The Secretary shall record and preserve minutes of all meetings. These meeting minutes shall be available for review at each meeting. He/she shall keep a list of names and addresses of members of the corporation. He/she shall be custodian of the seal and all records of the corporation not in the charge of other officers. The Secretary shall give notice of meetings outside of regularly scheduled board or annual meetings and shall conduct such correspondence as the corporation and the Board may direct. Upon their retirement, the Secretary shall turn over to their successor, or to the President, all records or other property of this corporation in their possession.

Section 4. The Treasurer shall keep the accounts and have charge of the funds of the organization, and shall be accountable to the membership of the corporation. The Treasurer shall also collect the dues, receive the funds of the corporation and deposit them in such bank or banks as the Board may select. He/she shall draw thereon by check for payment of current bills approved by the corporation. A second authorized signature is required on checking and savings accounts. The second signature generally will be that of the President. At each Board Meeting the Treasurer will present a verbal and written report of all funding transitions that took place since the last general meeting. If the Treasurer is not present to present the information they can submit the written report to the Secretary for presentation prior to the meeting. Annually, or more often as so ordered by the Board, the Treasurer shall present a financial statement at the Annual Meeting covering the previous fiscal year. If any Board or Annual meeting/s are postponed or canceled, the Treasurer will submit a financial report on the rescheduled meeting date. The Treasurer shall prepare and file on behalf of the EHS its annual financial reports and returns as may be required from time to time to maintain the corporation in good standing under the law. The Board can at any time request an audit of the EHS's financial

records. Upon retirement, the Treasurer shall turn over to their successor or to the President all funds, books, records, and any other property of the corporation that is in their possession.

#### ARTICLE VII - MEETINGS

Section 1. The Board shall meet the first Wednesday of each month, unless otherwise specified by the elected board members. The President may designate the time and place of each meeting if being held at any other location other than 1221 Stetson Road in Exeter. Notification of this change will be communicated to EHS members not less than seven (7) days before the date of said meeting via ways of communication that the Board sees fit. A quorum for a Board Meeting shall be the presence of three (3) members of the Board, either in person or by electronic communication. Prior to voting on motions, the Board members may seek input from all members of the corporation in attendance.

Section 2. The Annual Meeting of EHS in which election of officers, election of Board Members, bylaw changes and the yearly financial review happens is scheduled for the first Wednesday of April in lieu of the monthly Board Meeting. A quorum for the Annual Meeting shall be the presence of five (5) active members, either in person or by electronic communication. If a quorum is not met the meeting will be moved to the first Wednesday of the following month.

Section 3. Special meetings may be called to provide for any unforeseen or unusual situation. A special meeting of the Board may be held upon call of the president or upon any two directors.

#### ARTICLE VIII-RULES OF ORDER

Whenever a procedural question arises during the conduct of a meeting, the principles and procedures set forth in *Robert's Rules of Order* shall prevail.

#### ARTICLE IX - ELECTIONS

Section 1. Regular elections shall be held in April at the Annual Meeting for the purpose of electing officers and members of the Board for the current calendar year. Individuals wishing to be considered for appointment shall communicate their interest at said meeting.

Section 2. Elections shall not be valid unless a quorum is present.

Section 3. When a quorum is not present, the election shall be rescheduled to the next meeting and the incumbent officers shall continue in office until a valid election is held.

Section 4. All voting must occur in person or via electronic communication.

Section 5. Unless otherwise requested by any member, voting shall be by a show of hands. If paper ballots are requested they shall be counted by the Secretary and one other person selected by the Secretary who is not a party to the voting issue.

Section 6. The term of office for an elected individual begins at the end of the meeting upon his/her election.

Section 7: Any vacancy in an unexpired term may be filled by appointment by the President, as approved by the Board. The term of such appointee shall expire when the vacant position would have expired.

#### ARTICLE X - COMMITTEES & DELEGATIONS

Section 1. The Board exclusively may establish and discharge standing committees and charge them with appropriate powers to carry out the programs and purposes of the corporation.

Section 2. Each standing committee will strive to include at least one member from the general membership, i.e. not a member of the Board.

Section 3. Each committee shall have a designated chairperson and be charged with specific tasks. The EHS Secretary shall keep record of the purpose and the names of the members of each committee.

Section 4. Committee chairpersons shall keep accurate records of their meetings and provide progress reports to the Board

#### ARTICLE XI - CONTRACTS & SPENDING AUTHORIZATIONS

Section 1. The Board may authorize any officer or board member of the EHS, in addition to the officers so authorized by these bylaws, 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.

Section 2. The Board may accept, on behalf of the EHS, any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the EHS.

Section 3. The President and Treasurer are authorized to make purchases totalling under \$150 per purchase without prior authorization of the Board. All proof of purchases will be recorded in the Treasurer's reports. Any purchase over \$150 will need prior authorization by the Board.

Section 4. Expenses incurred by any member in the course of carrying out EHS activities must have approval in advance by either the President or Treasurer in order for reimbursement to be issued to said member at the following Board meeting.

Section 5. In the case of an "emergency" any two Board members may authorize expenditures to address the immediate cause of the "emergency." For this purpose, an "emergency" is defined as an incident that could not have been reasonably foreseen, cannot be addressed in a

timely manner by the regulations detailed in Article XI, Section 3, and if left unresolved would have an additional adverse impact on the interest of the EHS.

## ARTICLE XII - CONFLICT OF INTEREST POLICY

The purpose of the Conflict of Interest policy is to protect EHS's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its officers or directors, or that might otherwise result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable corporations/organizations and is not intended as an exclusive statement of responsibilities.

### *Restriction on Interested Directors:*

Not more than 50% of the persons serving on the Board of Directors at any time may be interested persons. An interested person is (1) any person currently being compensated by the Corporation for services rendered to it within the previous twelve months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director; and (2) any brother, sister, parent, ancestor, descendent, spouse, brother-in-law, sister-in-law, son-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provision of this section shall not affect the validity or enforceability of any transactions entered into by the interested person.

### *Duty to Disclose:*

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors who are considering the proposed transaction or arrangement.

### *Establishing a Conflict of Interest:*

After the disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Board meeting while the potential conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

### *Addressing a Conflict of Interest:*

In the event that the Board should establish that a proposed transaction or arrangement established a conflict of interest, the Board shall then proceed with the following actions:

- a.) Any interested person may render a request or report at the Board meeting, but upon completion of said request or report the individual shall be excused while the Board discusses the information and/or material presented and then votes on the transaction or arrangement proposed involving the possible conflict of interest.

b.) The President shall, if deemed necessary and appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c.) After exercising due diligence, the Board shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d.) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the best interest of the Corporation, for its own benefit, and whether it is fair and reasonable. It shall make its decision as to whether to enter into the transaction arrangement in conformity with this determination.

*Violations of Conflict of Interest Policy:*

Should the Board have reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, the Board shall then give the interested person an opportunity to explain the alleged failure to disclose. If, after hearing the interested person's explanation, and after making further investigation as may be warranted in consideration of the circumstances, the Board determines the interested person intentionally failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

*Procedures and Records:*

All minutes of the Board Meetings, when applicable, shall contain the following information:

a.) The names of all the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's decision as to whether a conflict of interest in fact existed.

b.) The names of the persons who were present for discussions and any votes relating to the transactions or arrangement, the content of the discussions, including any alternative to the proposed transaction or arrangement, and a record of any vote taken in connection with the proceedings.

*Acknowledgement of Conflict of Interest Policy:*

Each director, principal officer, and member of a committee with Board delegated powers shall be required to sign a statement which affirms that such person:

- a.) Has received a copy of the conflict of interest policy;
- b.) Has read and understands the policy;
- c.) Has agreed to comply with the policy; and
- d.) Understands that if/when the EHS is charitable, and in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

ARTICLE XIII - AMENDMENTS & REVISIONS

These bylaws may be amended by a majority vote of those present at any board, annual or special meeting of the EHS; provided notice and copies of the proposed amendment or amendments has been dispersed to each member of the EHS at least seven (7) days prior to the date on which the meeting is to be held, or shall have been presented in writing at previous board, annual, or special meeting.

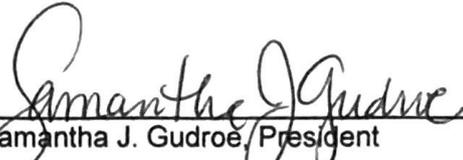
ARTICLE XIV - DEDICATION OF ASSETS & DISSOLUTION PLAN

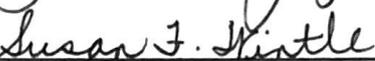
The properties and assets of EHS are irrevocably dedicated to and for non-profit purposes only. No part of the net earnings, properties, or assets of this Corporation, on dissolution or otherwise, shall benefit any person or any member, director, or officer of EHS.

In the event of dissolution of EHS, all remaining properties and assets, after paying legal obligations, shall be distributed and paid over to an organization dedicated to non-profit purposes which has established its tax-exempt status pursuant to Section 501(c) of the Code, or to a state or local government, such as the town of Exeter, Maine, for a public purpose. In the event that dissolution of this corporation is deemed necessary, the Board will propose dissolution as well as a recipient of the remaining assets. Both proposals will be voted on by two-thirds of the current membership.

**KNOW ALL MEN BY THESE PRESENT:** that the undersigned initial Board of Directors, do hereby certify that the foregoing bylaws and Conflict of Interest Policy were duly adopted by the said Board and members as bylaws of said Exeter Historical Society, on the 2nd day of August, 2023, at a duly called and constituted meeting of the Board and members and that they do now constitute the bylaws of said Exeter Historical Society.

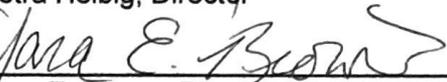
Dated: August 2, 2023

  
Samantha J. Gudroe, President

  
Susan Wintle, Vice-President & Secretary

  
Gayle Peirce, Treasurer

  
Petra Helbig, Director

  
Sara E. Brown, Director