

# **BYLAWS OF BOOTHBAY REGION EDUCATION FOUNDATION**

## **Article I--Name**

### **Section 1 Name**

The name of the corporation shall be the Boothbay Region Education Foundation.

## **Article II--Membership**

### **Section 1 Members**

The Corporation is a non-membership corporation.

## **Article III--Board of Trustees**

### **Section 1 Number and Election**

The government of the Corporation and the management and control of its affairs shall be vested in a Board of Trustees which shall consist of not less than 12 nor more than 21 persons as specified in the Articles of Incorporation, who shall be chosen by the Trustees in the manner provided in this Section. At the annual meeting of the Trustees, the Trustees shall elect Trustees for the positions then occupied by Trustees whose terms are expiring, and any new positions established by the Trustees.

The Boothbay Region Education Foundation Board of Trustees shall include the following members:

- 1 Boothbay-Boothbay Harbor Community School District School Committee
- 1 Boothbay-Boothbay Harbor Community School District Board of Trustees
- 1 Superintendent of Schools (ex-officio member to serve as secretary)
- 1 CSD teacher
- 2 Southport residents
- 1 Edgecomb resident
- 3 Boothbay residents
- 3 Boothbay Harbor residents
- 9 Up to this number representing business, parents, faculty, administrators, Boothbay Region taxpayers, and other community members.

Each Trustee so elected shall hold office for a term of three (3) years or until his/her successor is elected and qualified.

## **Section 2    Vacancies**

Whenever there shall be a vacancy in the membership of the Board of Trustees, the remaining Trustees may fill the vacant position. No person shall be elected to the Board of Trustees to fill such vacant position except by vote of at least a majority of the Trustees entitled to vote.

## **Section 3    Limit on Terms Served**

Trustees may serve two successive terms, after the initial start-up cycle, except for the Superintendent of Schools, who may serve successive terms without limit.

## **Section 4    Removal**

Any member of the Board of Trustees may be removed with or without cause by a two-thirds vote of the Trustees then in office at any properly called meeting of the Trustees.

## **Section 5    Powers**

The Board of Trustees shall manage the property and affairs of the Corporation.

## **Section 6    Meetings**

The Board of Trustees shall hold its annual meeting during the month of September of each year. Regular monthly meetings of the Board of Trustees shall be held in such places and at such times as the Board may determine.

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 Trustees, reasonable notice thereof being given by the officer 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. Such special meetings shall be held at such times and places as the notice thereof or waiver shall specify.

## **Section 7    Quorum**

A majority of the Board of Trustees then in office shall constitute a quorum for the transaction of the business. When a quorum is present at any meeting a majority of the Trustees present shall decide any question brought before such meeting.

## **Article IV--Officers/Committees**

### **Section 1 Principal Officers**

The principal officers shall be the following:

- President
- Vice President
- Secretary (Superintendent of Schools, ex-officio member)
- Treasurer

The President, Vice President and Treasurer shall be elected annually by the Board of Trustees at the Board's annual meeting. The officers may be, but need not be, Trustees of the Corporation

### **Section 2 Additional Officers**

The Board of Trustees, in its discretion, may appoint agents or employees as it may deem advisable, and prescribe the powers, duties, and tenure thereof.

### **Section 3 President**

The President shall be the chief elected officer of the Corporation and, when present, shall preside at all meetings of the Board of Trustees. The President shall have the general management of the affairs of the Corporation subject to the discretion of the Board of Trustees.

### **Section 4 Vice President**

The Vice President shall perform the duties and exercise the powers of the President if the President is absent.

### **Section 5 Treasurer**

The Treasurer shall direct the keeping of accounts of the Corporation and shall deposit the funds and securities of the Corporation with such custodians as the Board of Trustees shall designate. Unless the Board of Trustees by vote directs otherwise, the Treasurer or the Superintendent of Schools shall endorse for deposit or collection all notes, checks, and other instruments payable to the Corporation or its order so that they may be deposited with the custodian designated by the Board.

The Treasurer or the Superintendent of Schools may sign all checks and drafts and may direct said custodian to issue checks and drafts up to \$500 of the Corporation, unless some other person in thereunto specifically authorized by vote of the Board of Trustees to do so.

Checks and drafts of the corporation, in excess of \$500, shall be signed by both the Treasurer and the Superintendent of Schools or by either one if countersigned by the President or Vice President of the Corporation.

#### **Section 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. The Secretary shall have custody of the permanent records of the Corporation.

#### **Section 7    Vacancies**

Any vacancy in any office may be filled by the Board of Trustees. Any officer so elected and required to be elected annually by the Board of Trustees shall hold office until the next annual meeting and until his successor is elected and qualified.

#### **Section 8    Removals**

The Trustees may, by majority vote, remove from office any officer, agent or employee elected or appointed by them.

#### **Section 9    Committees**

The Corporation will have three standing committees:

- **Nomination**

Four members of the Board of Trustees will be appointed by the president each year to present a slate of officers to be elected at the Board's annual meeting in September.

- **Finance**

Members of the Board of Trustees will be appointed by the president each year to prepare financial reports, make recommendations concerning the investment of funds, review the annual audit.

- **Development**

Members of the Board of Trustees will be appointed by the president each year to raise funds.

#### **Additional Committees**

The Board of Trustees, by vote of a majority of the whole Board, may designate one or more additional committees, each committee to consist of two or more of the Trustees and, in the discretion of the Board, other members of the Boothbay Region communities. Such committees shall keep regular minutes of their proceedings and report quarterly to the full Board.

## **Article V--Bank Accounts, Checks, Notes**

### **Section 1    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.

### **Section 2    Checks**

Checks and drafts on the Corporation accounts in amounts not exceeding \$500 may be issued by the Treasurer or the Superintendent of Schools. Checks and drafts in excess of \$500 shall be signed by both the Treasurer and the Superintendent of Schools or by either one if countersigned by the President or Vice President of the Board of Trustees.

### **Section 3    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 Treasurer and the President unless the Board of Trustees shall specifically authorize signature by one of them or some other officer or agent.

## **Article VI--Financial Management**

The Board of Trustees shall be responsible for the solicitation of donations from the public and 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 with the requirements of a tax-exempt organization under the Internal Revenue Code of 1986, as amended, as the same may be subsequently amended from time to time.

The Corporation may conduct other revenue producing activities for the purpose of supporting its primary purposes, providing such activities are consistent with the requirements of a tax-exempt organization.

## **Article VII--Amendment**

Except as otherwise required by law or provided in this Article VII, these bylaws may be amended or repealed by being brought up at any annual, regular or special meeting of the Trustees by a majority vote of the Trustees present and voting and be approved at the next meeting.

## **Article VIII--Indemnification**

### **Section 1 Right to Indemnification**

The Corporation shall indemnify to the fullest extent of its power to do so provided by law, including without limitation Section 714 of Title 13-B of the Maine Revised Statutes Annotated, any and all present and former officers, trustees, employees, committee members, and agents of the Corporation against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by them in connection with any 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, trustees, employees, committee members, or agents of the Corporation, except in relation to those 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 his or 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. 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 indemnified may be entitled under any other bylaw, agreement, or otherwise.