

Acadia Senior College

Bylaws

July 17, 2015

ARTICLE 1. NAME, PURPOSE, AFFILIATION, PARTNERSHIPS.

Section One. Name. The name of the organization shall be the Acadia Senior College (College) and, operating as a 501(c)(3) non-profit corporation, it shall have its principal place of business in Bar Harbor, County of Hancock, State of Maine, and a mailing address of P.O. Box 175, Hulls Cove, Maine 04644.

Section Two. Purpose. The College is organized for all purposes permitted under 13-Maine Revised Statutes (M.R.S.), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), and specifically, but within the limitations of the above, for charitable, scientific, and educational purposes.

Section Three. Partnerships. The College shall operate in partnership with other non-profit organizations in the Mount Desert Island area that offer classroom, office and meeting spaces, and as a member of the Maine Senior College Network, and for these purposes with other organizations as deemed appropriate.

Section Four. Non-Discrimination. The College shall not discriminate on the basis of sex, race, color, physical or mental disability, religion, ancestry, marital status, sexual orientation or national origin.

ARTICLE 2. MEMBERSHIP.

Section One. Membership Eligibility. Membership in the College shall be open to all persons age fifty (50) and older and their spouses or partners, regardless of age, who pay the annual membership dues established for the fiscal year by the Board of Directors of the College.

Section Two. Fiscal Year. The Fiscal Year for the College shall begin July 1 and end on June 30.

ARTICLE 3. MEETINGS, ANNUAL MEETING, RULES GOVERNING MEETINGS.

Section One. Annual Meeting. The Board of Directors shall set the date, time, and place of the regular annual general membership meeting by May 15 of the current fiscal year. If not so established, the Annual Meeting shall be held the second Wednesday after Memorial Day, at 5:00 p.m., in the Neighborhood House of Northeast Harbor, Maine.

Section Two. Special Meetings. Special meetings of the Members shall be called by the President or the Executive Committee or upon the written request of two-fifths of the members of the Board of Directors.

Section Three. Board Meetings. The Board shall meet at least quarterly, at an agreed upon time and place.

Section Four. Notice of Meetings of the Board. Notice of each meeting shall be sent to each voting member of the Board, by electronic or postal mail, not less than ten (10) days before the meeting. **Notice of Meetings of the College.** Notice of each meeting shall be sent to all members no fewer than ten (10) days before the meeting.

Section Five. Rules Governing Meetings. All meetings of the College's elected and appointed bodies shall be conducted according to the *Maine Moderator's Manual*.

ARTICLE 4. BOARD OF DIRECTORS.

Section One. Board Role, Size, Compensation. The Board is responsible for the oversight, administration, policy and direction of the College. The Board shall consist of no fewer than nine or more than fifteen members, as the Board shall from time to time determine, provided that no decrease in the number of Directors shall shorten the term of any incumbent Director. The Board shall not receive compensation except reimbursement of reasonable expenses incurred on behalf of the College. The President may invite persons other than Board members to attend any meeting of the Board.

Section Two. Board Elections. Directors shall be elected at the Annual Meeting of the Membership for terms of three years and shall serve until the close of election of Directors at the Annual Meeting next following the expiration of their term, or until their earlier death, resignation or removal. A Board member may be elected for a second consecutive three-year term but must then leave the Board for a year before being elected again. However, an officer elected in his/her 6th year may continue to serve on the Board, as an officer, for a 7th year. Vacancies occurring on the Board of Directors for any reason may be filled by the vote of a majority of the Directors then in office, whether or not a quorum, until the next annual meeting and until a successor is elected and qualified. A slate shall be presented by the Nominating Committee for election by the full membership annually, with opportunity for nominations from the floor.

Section Three. Quorum. A quorum for the conduct of business shall be the presence of at least two-fifths of the total members then elected to the Board. Participation by telephone or other means of electronic communication such as Skype is permitted.

Section Four. Resignation, Removal. Resignation from the Board must be in writing and received by the Secretary (or Clerk). A Board member may be removed by a vote of two-thirds of the Board members if it is determined that he/she is not acting in the best interests of the organization (or "for cause").

Section Five. Action by Written Consent of Directors. As per M.R.S., Section 707, Unanimous Consent, any action required or permitted to be taken at any meeting of the Board of

Directors or by any committee thereof may be taken without a meeting if all members of the Board of Directors, or all members of the committee who are authorized to act, consent in writing or by email to the adoption of a resolution authorizing such action. The resolution permitting such action, copies of written and email responses permitting such action, and the record of the vote on the action shall be filed with the minutes of proceedings of the Board of Directors or the committee. (Further, as per Section 708, Informal or Irregular Action by Directors, in the event that not all Board members could be contacted, action taken by these means will be valid if those Board members do not subsequently object.)

Section Six. Conflict of Interest. A Board member shall promptly disclose any conflict of interest, financial or otherwise, which he/she may have in an issue under discussion by the Board, prior to a Board vote on the issue. An affirmative vote by at least two-thirds of all other attending members shall immediately be required to permit the member in question to continue in the deliberations and then to vote on the issue.

ARTICLE 5. OFFICERS, DUTIES.

Officers. There shall be a President, a Vice-President, a Treasurer, a Secretary, a Clerk/Registered Agent, and such other officers as the Board of Directors may designate. All officers except the Clerk/Registered Agent must be members of the Board.

Duties:

Section One. The President. The President shall be the chief executive officer of the College, and shall have primary responsibility for its direction and supervision. The President shall preside at all meetings of the Board. In case the President is absent or for any reason unable to act, the Vice President shall perform the duties of the President. The powers and duties of the President shall include:

- general and active management of the business of the College;
- seeing that all orders and resolutions of the Board are carried into effect;
- serving as an ex-officio member of all standing committees;
- general superintendence and direction of all other officers, agents and employees of the College, ensuring that their duties are properly performed except for a bookkeeper, who may report to the treasurer;
- operating and conducting the business and affairs of the College according to orders and resolutions of the Board of Directors and according to his/her own discretion whenever and wherever not expressly limited by orders and resolutions of the Board.

Section Two. The Vice-President. The Vice-President carries out duties as delegated by the President, and in case the President is for any reason unable to act, and, in the event that a vacancy exists in the office of the President, shall serve as President until the next meeting of the Board.

Section Three. The Treasurer. The Treasurer shall act as the financial officer of the College and, as such shall:

- cause to be produced, and review, and approve such reports as shall be requested by the President or the Board;

- receive and review periodic financial reports;
- apprise the Board regularly of prospective income and expenses;
- draft annual budgets and long term financial plans for Board approval;
- maintain fiscal data;
- report to the Board of Directors at its request;
- supervise the bookkeeper;
- present the annual report of income and expenditures at every annual meeting of the membership;
- assure the integrity of the College's financial operations;
- assure that the College maintains appropriate insurance, as per Article 7.

Section Four. The Secretary. The Secretary/Clerk shall arrange and send notices of meetings, keep minutes of all meetings of the Board of Directors and the annual General Meeting, notify officers and directors of their election, and generally assist the operations of the College as the President may determine.

Section Five. The Clerk/Registered Agent. The Clerk/Registered Agent files the annual corporate report and is the individual who serves as the College's contact to receive service of process in legal matters.

Section Six. Terms. Officers shall serve terms of one year. Officers shall be elected by majority vote of the membership in attendance at the Annual Meeting. A vacancy in the term of any Officer may be filled by the Board at a regular meeting by majority vote of those attending.

ARTICLE 6. COMMITTEES, SPECIAL VOLUNTEER POSITIONS.

Section One. Committee Chairs and Membership. The President shall appoint all Committee Chairs. The Committee Chairs, with approval of the President, shall appoint members to the Committees. All members of the College are eligible to serve on committees. (Committees may also include non-Board members). All committee appointments shall be at the pleasure of the President not to exceed the term of one-year or to the election of a new President, whichever occurs first. A person may be appointed to any number of consecutive terms on a committee.

Section Two. Executive Committee. The Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors, except that the Executive Committee shall not have the power to (1) amend these Bylaws or (2) fill a vacancy on the Board. Membership in the Executive Committee shall consist of the Officers and of one additional Board member elected by the Board. The Executive Committee shall also function as the Personnel Committee, for purposes of hiring, evaluation, compensation and termination of employees.

Section Three. The Finance Committee. The Finance Committee shall consist of the Treasurer as Chairperson and no fewer than three other members. The committee shall aid the Treasurer in the conduct of his/her duties. The Treasurer and the Finance Committee shall be responsible for managing the funds of the College, for meeting its financial obligations, for investing and safeguarding funds under Board-approved guidelines, for timely filing of IRS and other

government-required forms, and for arranging and supervising financial services and business agreements as may be approved by the Board.

Section Four. The Curriculum Committee. The Curriculum Committee shall be responsible for maintaining the quality of the College's instructional programs. The Committee shall consist of no fewer than five members representing experience in the arts, humanities, sciences, professions or other fields. Having invited the submission of course proposals, the Curriculum Committee shall determine the courses to be offered based on the interests of the membership and the qualifications of prospective faculty. The Committee shall be responsible for arranging sites and schedules for courses and for assisting in the creation of the course brochure.

Section Five. The Nominating Committee. The Nominating Committee shall prepare a slate of directors and officers to be presented at the Annual Meeting of members. Also, it shall recommend to the Board of Directors members of the College to fill vacancies on the Board which occur prior to the annual meeting. The Committee shall consist of not less than three members of the College.

Section Six. Quorum. A quorum for the conduct of business of a Committee shall be the presence of at least one-third of the membership, or three members, whichever is greater. Participation and voting by telephone or similar means of electronic communication, such as Skype, are permitted.

Section Seven. Special Committees and Volunteer Positions. The President may establish additional committees and special volunteer positions as needed, with the consent of the Board. Examples of additional committees may include Advisory, Development, Membership and Volunteers, Community Events, and Public Relations.

ARTICLE 7. INDEMNIFICATION, DEFENSE.

Each director, officer, instructor, committee member, other volunteer, and employee of the College shall be indemnified by the College against expenses incurred by such person by reason of the fact that she or he is or was a director, officer, instructor, committee member, other volunteer, or employee of the College. Such expenses include but are not limited to attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by such person in connection with any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the College [this means an action in which the College itself is a party against the individual]). Such indemnification extends also to an individual serving at the request of the College as a director, officer, instructor, or employee of another corporation, partnership, joint venture, trust or other enterprise, if the person acted in good faith and in a manner reasonably believed to be in the best interests of the College, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order of settlement, conviction or upon a plea of nolo contendere, or its equivalent, shall not of itself, create a presumption that the person did not act in good faith and in a manner which is reasonably believed to be in the best interests of the College. Nor does such termination with respect to any criminal action or proceeding provide reasonable cause to believe that such person's conduct was unlawful.

The College shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, instructor, committee member, other volunteer, or employee, or is or was serving at the request of the College as a director, officer or employee of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against and incurred in any such capacity, or arising out of his or her status as such, whether or not the College has indemnified such person hereunder.

Expenses incurred in defending a civil or criminal action, suit or proceeding, may be paid by the College in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the manner provided by the applicable statutes of the State of Maine concerning indemnification by nonprofit corporations currently contained in 13-B M.R.S. §714(§3) (or the corresponding provision of future Maine law). Such advance payment may be made only upon the receipt of an undertaking by or on behalf of the director, officer, instructor, or employee to repay such amount, unless it shall be ultimately determined that such person is entitled to be indemnified as provided herein. In the event that such action or proceeding be by or in the right of the College (Again, this means an action in which the College itself is a party against the individual), the College shall have the same power to indemnify and insure any such director, officer, instructor, or employee. No indemnification shall be made in respect of any claim, issue or matter, however, as to which such person shall be adjudged to be liable for negligence or misconduct in the performance of such duty, unless the court wherein the action or proceeding is tried shall specifically find that despite the adjudication of liability, but in view of all the circumstances of the case, such a person is fairly and reasonably entitled to indemnity.

The indemnification provided by these by-laws shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any statute or regulation of the State of Maine.

As used in this provision, the terms "director", "officer", instructor," "other volunteer," "committee member," and "employee" include the respective heirs, guardians, conservators, and Personal Representatives of persons holding such offices in the College.

In carrying out its obligations under this section, the College shall secure appropriate comprehensive insurance coverage of such types and in amounts as the Board of Directors deems appropriate.

Indemnification and insurance provisions discussed in the section apply to covered individuals only in connection with matters arising from carrying out their responsibilities to the College.

ARTICLE 8. AMENDMENTS.

These Bylaws may be amended by a (two-thirds) majority vote of the then-existing Members of the Board of Directors. Proposed amendments to the Bylaws must be submitted to the Secretary at least one week in advance of the regular Board notice. (Article 3.4)

ARTICLE 9. DISSOLUTION AND DISTRIBUTION OF ASSETS.

Section One. Upon the dissolution of the College, the Board of Directors shall, after paying or making provisions for the payment of all of its liabilities, dispose of all of the assets of the College exclusively for the purposes of the College in such manner, or to such organization or

organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under §501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the Superior Court of Hancock County, being the County in which the principal office of the College is located, exclusively for such purposes, or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. In the event the College dissolves and the assets are distributed pursuant to this Article, assets will be distributed with their restrictions, if any.

Section Two. Assets may be distributed only for activities and purposes approved by the Board.

Adopted by the Board of Directors, June 6, 2003.

Amendments: Amended November 30, 2004, effective January 4, 2005

Amended February 9, 2005

Amended March 9, 2007

Amended July 13, 2007

Amended May 9, 2008

Amended July 10, 2009

Amended January 16, 2015

Amended July 17, 2015