

Bylaws of the Maine Association of Planners

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Amended 6-15-2001 Amended 6-5-2008

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Amended 5-20-2015 Amended 1-18-2019

Article I Name, Definition, Purpose, and Goals.

- 1.1. Name. The name of the Association is the "Maine Association of Planners," hereafter referred to as the "Association," "the Section," or "MAP."
- 1.2. Section. The Maine Association of Planners shall be a Section of the Northern New England Chapter, American Planning Association, hereafter referred to as "the Chapter" or "NNECAPA." NNECAPA shall also have a New Hampshire Section and a Vermont Section.
- 1.3. Executive Board. Subject to the terms and conditions of these bylaws, as amended from time to time, it is intended that the "Board" as referred to herein has the same rights, powers, obligations, and functions as are ascribed to and imposed upon Boards for Associations under applicable law.
- 1.4 Purpose. The purpose of the Association is to ensure that the Maine Association of Planners remains a self-sustaining organization that delivers a basic, consistent, efficient, effective, and quality service to its membership and to individuals interested in the practice of planning and planning education.
- 1.5 Goals. The goals of the Association are:
 - A. To promote, support, and encourage the practice of planning in Maine at the national, state, regional, and local levels.
 - B. To facilitate cooperation, communication, and fellowship between all planners, including planning board and board of appeals members, students, and others, so as to share knowledge, skills, techniques, and experiences.
 - C. To provide recognition of the important and valuable contributions of the planning profession to the present and future quality of life in Maine.
 - D. To build capacity and improve the caliber of planning in Maine.
 - E. To actively provide professional education opportunities, particularly the latest innovations, to all professional planners.
 - F. To foster cooperation and communication between the Association and the national, state, regional, and local planning organizations, planning boards, boards of appeal, students, private groups and interdisciplinary professions, and educational and government institutions.
 - G. To provide an advocacy role in policy development at all levels of government.
 - H. To advance the purposes and activities established in the NNECAPA bylaws adopted October 25, 2018.

Article II Membership.

2.1. Membership Qualifications; Classes. The Association has three (3) classes of membership; Regular, Municipal/Student, and Retired. "Municipal" members are defined as current members of local land use boards or commissions. "Retired" members are defined as former professional planners who are no longer gainfully employed on a regular basis in the planning profession. Each class shall have such rights, duties, and benefits as the membership shall determine.

2.2. Admission. Membership shall be open to all persons or entities with an interest in land use planning, economic and community development, or other planning issues. The activities of the Association shall be conducted on a nondiscriminatory basis. Members shall be admitted after completing and filing an application for membership and upon payment of the membership dues.

2.3 Chapter Membership. Any member of the American Planning Association whose address of record is in Maine shall be a member of this Section and of the Northern New England Chapter of APA. Section members, however, do not need to join APA to participate fully in the Section.

2.4. Dues. Members shall be required to pay dues in such amounts with respect to their class of membership as are established periodically by a majority vote of the Executive Board. Only those who have paid dues shall be entitled to membership benefits. Dues shall not be prorated with respect to date of payment. Dues for each class shall be established.

2.5. Voting Rights. All members in good standing shall be entitled to one vote in the Section's activities (i.e. organizations receive one vote).

Article III Membership Meetings.

3.1. Annual Meeting. Members of the Association shall be invited to meet annually at a place and time set by the Executive Board. At this meeting, members shall elect representatives to the Board; the Officers may present reports on the activities of the Association; and members shall be invited to discuss matters of interest to the Association. Voting by proxy shall not be permitted at the Annual Meeting. All meetings shall be open to the membership.

3.2. Special Meetings of the Membership. Special meetings of the membership may be called by the President, Officers, or Executive Board. Special Meetings of the membership may also be called by a written request to the President signed by one fifth (1/5) of the membership. Upon receipt of a written request, the President shall schedule a meeting of the membership in accordance with these Bylaws. All meetings shall be open to the membership.

3.3. Notice of Meetings and Agenda. Notice of the time, place, and agenda of the Annual Meeting shall be sent to each member entitled to vote at such meeting not less than fourteen (14) days prior to the date of the meeting. Notice of the time and place and agenda of a Special Meeting, and the purpose or purposes for which the meeting is called, shall be sent to each member entitled to vote at such meeting not less than fourteen (14) days prior to the date of the meeting. The Board shall prepare a written agenda for each scheduled meeting. The agenda shall be prepared, in the case of the Annual Meeting, not less than thirty (30) days prior to the meeting and in the case of a Special Meeting, not less than fourteen (14) days prior to the date of the meeting. Notice of all regularly scheduled meetings shall be provided to the membership by appropriate means and shall describe the time, place, agenda, and purpose of the meeting.

3.4. Quorum. At all membership meetings, fifteen (15) members in good standing shall constitute a quorum for the transaction of business. The act of a majority of all the members present at any membership meeting, at which there is a quorum present, shall be the act of the membership, except as may be expressly provided by statute or these bylaws.

3.5. Rules. Membership meetings shall be conducted in accordance with such rules as the membership shall adopt, but no rule change shall be effective until the next meeting after passage of the change.

Article IV Executive Board.

4.1. Powers. The business and affairs of the Association shall be conducted and managed by its Executive Board, which shall exercise all of the powers of the Association. Subject to the terms and conditions of these bylaws, as amended by the membership from time to time, it is intended that the Executive Board have the same rights, powers, obligations, and functions as are ascribed under applicable law and these bylaws. Except as otherwise specifically set forth herein, the Board may by general resolution delegate to sub-committees and Officers of the Association such powers as it sees fit.

4.2. Election and Composition of Executive Board. The Executive Board shall be members in good standing. At the Annual Meeting of the membership and at each Annual Meeting thereafter, the membership shall elect Executive Board members to hold office until the next Annual Meeting of the membership. Executive Board membership shall be as follows:

- a. One (1) each representing the five (5) Executive Officers; and
- b. One (1) the Past President; and
- c. Up to Nine (9) members at large.

The number of Executive Board members shall never be less than nine (9) or more than fifteen (15), and all Executive Officer positions shall be filled at each Annual Meeting with terms starting January 1 of the following year. A geographic and professional diversity of Board members is encouraged to obtain a broad base of support.

4.3. Resignation, Removal, Vacancies. Any Executive Board member may resign at any time by giving written notice to the President or the Executive Board, and may be removed at any time in accordance with applicable law or these bylaws. Any vacancy in the Executive Board occurring during the year may be filled for the unexpired portion of the term by an affirmative vote of the majority of the Executive Board. An Executive Board member's appointment shall be considered vacated if any member, without just cause, fails to attend three (3) consecutive meetings of the Executive Board or fails to attend at least 75 percent of the meetings held in any one Association fiscal year.

4.4. Honorary Board Members. The Association may have an unlimited number of Honorary Board Members who shall be entitled to notice of and the right to attend all meetings of the Executive Board, but who shall not have the right to vote. Honorary Board Members shall be appointed by the Executive Board at any meeting of the Board and the term of office shall lapse at each Annual Meeting.

4.5. Communications Editor. The position of Communications Editor may be held by a regular Board member, or may be an Honorary Board Member. The responsibilities of the Communications Editor shall include:

- A. Produce a publication or publications consisting of an e-mail publication, possibly supplemented by smaller bulletins to be distributed on a regular basis.
- B. Distribute Association publications so as to disseminate information on the activities and programs of the Association to a wider audience, such as media sources and appropriate legislative and governmental offices.
- C. Oversee MAP's public communications platforms; oversee contracted Communications Manager, when position is filled; and oversee implementation of MAP's communications standards or guidelines.
- D. Serve on NNECAPA's Communications Committee.

4.6. Regular Meetings. At the first Executive Board meeting following the Annual Meeting, the Board shall establish and publish a schedule for regular meetings of the Executive Board. The meetings shall be open to the general membership.

4.7. Special Meetings of the Executive Board. Special meetings of the Executive Board may be called by the President, or on the written request of at least three (3) members of the Executive Board, or by written request to the President signed by one fifth (1/5) of the membership. Upon receipt of the written request, the President shall schedule a meeting of the membership in accordance with these Bylaws. Notice of the time and place and agenda of a Special Meeting, and the

purpose or purposes for which the meeting is called, shall be sent or communicated to each member not less than fourteen (14) days prior to the date of the meeting. The meetings shall be open to the general membership.

4.8. Emergency Meetings of the Executive Board. Emergency meetings of the Executive Board may be called by the President or on the written request of at least three (3) members of the Executive Board. Emergency meetings shall only be called in cases where the business discussed is time-sensitive and cannot wait until the next regular meeting. The President shall provide Notice to all Executive Board members of the emergency meeting at least 24 hours prior to the meeting. Notice shall be by telephone, fax, email or other appropriate means. The emergency meeting can be conducted by means of email or by a conference telephone call or similar communications equipment that all Executive Board members have access to. Participation in a meeting by these means constitutes presence in person at the meeting. If the emergency meeting is to be conducted via email, discussion and voting will occur within a 24 hour period immediately following the notice period outlined in this paragraph. A Board member that fails to respond or vote within the 24 hours shall be considered absent from the meeting. Results of any votes at an emergency meeting shall be reported to the Board at the next regular meeting.

4.9. Notice of Meetings. Notice of all Executive Board meetings, except as herein otherwise provided, shall be given by mailing, emailing or faxing the same not less than seven (7) days before the meeting to the usual business or residence address of the Executive Board member. At any meeting at which every Board member shall be present, even though without notice, any business may be transacted.

4.10. Quorum, Voting. At all meetings of the Executive Board, at least one-third of all the Executive Board members shall be necessary and sufficient to constitute a quorum for the transaction of business. The act of a majority of the Executive Board members present at any meeting at which there is a quorum shall be the act of the Executive Board. If at any meeting there is less than a quorum present, a majority of those present may vote to continue the meeting to a future date, time, and place. Notice shall be given to all Board members of the date, time, and location of a continued meeting. A vote to continue the meeting shall be the only formal action that can be taken when there is not a quorum present.

A quorum shall not include anyone who cannot participate due to a conflict of interest. "Conflict of Interest" means direct or indirect pecuniary interest, which shall include pecuniary benefit to any Executive Board member of the person's immediate family, their employer, or the employer of any member of the person's immediate family. It shall also include a situation where the Executive Board member, by reason of their interest, is placed in a situation of temptation to serve their own personal interest, instead of the Association's interest. Any question of whether an Executive Board member shall be disqualified from voting on a particular matter shall be decided by a majority vote of the Executive Board members present, except the Executive Board member being challenged.

Article V Executive Officers.

5.1. Executive Officers. The Executive Officers of the Association shall be a President and a Vice-President, a Recording Secretary, a Membership Secretary, a Section Representative to NNECAPA, a Legislative Liaison, and a Treasurer, and such other officers with such powers and duties not inconsistent with these bylaws as may be appointed and determined by the Executive Board. The Executive Officers shall be elected by the Association's membership in good standing at the Annual Meeting from a slate of candidates drafted by a Nominating Committee. Executive Officers shall be members in good standing in the Association and serve until the next Annual Meeting of the membership. Any two (2) Offices may be held by the same person, provided that the President shall not also be the Vice-President. The Past-President, if in good standing with the Association, may serve on the Executive Board as a full voting member for one year, and shall count toward the maximum number of Board members allowed by these bylaws.

5.2. Resignation, Removal, Vacancies. Any Executive Officer may resign at any time by giving written notice to the President or the Executive Board, and may be removed from office by the vote of the Executive Board at any time, in accordance with applicable law or these bylaws. In case any office of the Association becomes vacant by death, resignation, retirement, disqualification, or any other cause, the Executive Board, by majority vote, may select an officer to fill such vacancy. Any Executive Board member so elected shall hold office until the next Annual Meeting of the membership. Should the Section

Representative be unable to attend NNECAPA events for a short term, the President shall designate a temporary replacement.

5.3. President. The President shall preside at all meetings of the Executive Board, except that the Executive Board may appoint a substitute when both the President and Vice-President are absent. The President shall have and exercise general charge and supervision of the affairs of the Association and shall do and perform such other duties as are customary to the office and as may be assigned to the office by the Executive Board. The President shall sign all contracts or documents in writing, which have first been approved by the Executive Board.

5.4. Vice-President. The Vice-President shall be vested with all powers required to perform all duties of the President in his or her absence, and carry out such duties.

5.5. Recording Secretary. The Recording Secretary shall be responsible for keeping the minutes of all meetings of the Executive Board. Minutes of all meetings shall be maintained by the Recording Secretary and shall be posted to a MAP-related website of the Executive Board's choosing. The Recording Secretary shall attend to the giving and serving of all notices of the Association; the Recording Secretary shall have charge of the minutes and such other records as the Executive Board may direct, may attest to the accuracy of such records and shall perform such other duties as are customary to that office and as may from time to time be directed by the President or the Executive Board.

5.6. Membership Secretary. The Membership Secretary shall be responsible for:

- A. Maintaining an up-to-date mailing list and roster of Association membership, and seeking renewal of such members upon expiration of membership.
- B. Maintaining and publishing the Planners Directory on an annual basis.
- C. Working to expand the Association's membership.
- D. Conducting membership drives as required.

5.7. Treasurer. The Treasurer shall be responsible for the custody of all funds, property, and securities of the Association, subject to such regulations as may be imposed by the Executive Board. When necessary or proper, the Treasurer shall endorse on behalf of the Association for collection, checks, notes, and other obligations, and shall deposit the same to the credit of the Association at such bank or banks or depository as the Executive Board may designate. (While the Board is encouraged to utilize local/community banking institutions or credit unions, the Board shall consider, without limitation, such factors as banking fees, charges, interest rates, convenience, and breadth and quality of services offered in designating its banking choice.) The Treasurer shall perform all duties incident to the office of Treasurer, including a general supervision and control of the accounts of the Association, subject to the control of the Executive Board; and the presentation of reports and statements at the Annual Meeting, Regular Meetings, and Special Meetings. The Treasurer shall prepare or cause to be prepared a financial report of operations for the preceding fiscal year, which shall be submitted at the Annual Meeting and be filed within twenty (20) days thereafter at the principal office of the Association. The Treasurer shall serve on the Chapter's Finance Committee and ensure that the Section's budget and financial reports comport with the Chapter's requirements.

5.8 Legislative Liaison. The Legislative Liaison shall be a member of the Executive Board and a voting member of the NNECAPA Executive Committee, representing the Association's legislative and policy concerns to the Chapter. The Legislative Liaison shall also serve on the Association's Legislative Committee.

5.9 Section Representative. The Section Representative shall represent the Maine Association of Planners as a voting member of the NNECAPA Executive Committee. The Representative shall also serve on the Chapter's Nominating Committee.

5.10. Other Officers. The Executive Board may elect or appoint such other officers and assistant officers as they may deem necessary, who shall have such authority and perform such duties as from time to time may be prescribed by the President or the Executive Board.

Article VI Sub-Committees.

6.1. Sub-Committees. The Executive Board may also appoint from the membership, or from among such other persons as the Executive Board may see fit, such Sub-Committees as the Executive Board may determine, which shall in each case have such powers and duties as shall from time to time be prescribed by the Executive Board. The President shall be a voting member ex-officio of each Sub-Committee appointed by the Executive Board.

6.2. Sub-committee Membership and Term of Membership: The Chair of all subcommittees, including Standing Committees shall be appointed by the Executive Board. Additional members of any subcommittee shall be appointed by the Chair of the subcommittee. The names of all subcommittee members shall be submitted to the Executive Board, as members are appointed, for inclusion in the minutes of the Executive Board. The number of members on each subcommittee shall be determined by the Executive Board, unless otherwise stated in these bylaws, but shall never be less than three (3).

6.3. Rules, Record of Proceedings. Each Subcommittee may prescribe rules and procedures for the call and conduct of its meetings. Except as noted below, each Subcommittee shall keep regular minutes of its proceedings and shall file draft minutes of each meeting with the Recording Secretary within 30 days of any meeting. The Legislative and Policy Committee shall keep regular minutes of its general membership meeting and present a summary of its decisions relating to the legislative agenda at the Association's Annual Meeting. Approved minutes of subcommittee meetings shall be filed with the Recording Secretary within 15 days of their approval by the subcommittee.

6.4. Standing Committees. The following Committees shall be Standing Committees of the Executive Board: Conference Planning, Awards, Legislative and Policy, and Nominations. The Executive Board shall have the authority to create additional special committees of such number, and with such duties, as may be deemed appropriate in order to facilitate the conduct of the Board's business.

A. Conference Planning Committee. The responsibilities of the Conference Planning Committee shall be:

1. Plan and coordinate professional development workshop(s). Organize and conduct educational workshops and short courses for planners on planning skills, methods, innovations in the profession, and issues the membership desires to become more proficient in. The workshops may include:
 - a. One in conjunction with the Maine Municipal Association Convention.
 - b. One in conjunction with the Association's Annual Meeting (See: 2, below).
 - c. One in conjunction with the Legislative Update.
 - d. Others, as directed by the Executive Board.
2. Plan and coordinate the Association's Annual Meeting. The President and Vice-President and other designees from the Executive Board shall serve as liaison for the purposes of planning the Annual Meeting.
3. Tap the resources of NNECAPA and the American Planning Association to make specialized expertise available to the Association membership.
4. Provide assistance to members in preparation for the American Institute of Certified Planners (AICP) examination.
5. Participate in co-sponsoring workshops with other Associations and related organizations.
 - a. For workshops developed by the Association, co-sponsors shall be given appropriate credit provided they meet either of the following requirements:
 - (i) that the organization provide financial support at a level commensurate with the costs of the workshop; or
 - (ii) that the organization provide assistance in the development of the workshop at a level commensurate with the effort of putting on the workshop.
 - b. For workshops developed by other organizations, the Association shall request co-sponsorship status when:

- (i) The Association has provided significant staff or volunteer efforts to help produce the workshops; or
- (ii) The Association has provided financial support toward the development of the workshop.
- c. Where a workshop produces revenue in excess of the costs of the workshop, the following policies shall be established:
 - (i) an organization who has given financial support for the workshop may be eligible to share in excess revenue equal to their proportionate share of the total cost of the workshop, provided they have requested such at the beginning of the workshop planning; and where the Association has participated as a co-sponsor through direct financial support, it may request that excess revenue be shared in a way consistent with the pattern described in c (i) above.
- d. Where necessary, contracts deemed shall be specified for workshop agreements. Policies for such contracts shall be established by the Executive Board.

6. Participate in the planning and execution of NNECAPA's three-state conferences.

To provide consistency in planning for conferences and for the Annual Meeting, and to assist the Conference Planning Committee in carrying out its duties, the Executive Board may adopt an advisory Policy on Annual Conference, which may be amended from time to time by a majority vote of the Executive Board. Where conflict may exist between the Policy on Annual Conference and the MAP Bylaws, these bylaws shall govern.

B. Awards Committee. The responsibilities of the Awards Committee include:

1. Establish and administer an annual awards program to recognize significant achievements and contributions in the field.
2. In addition to nominations received from other sources, the Committee itself may nominate no more than two candidates in each category for consideration for Association awards. The Committee Chair shall coordinate the Association's awards program in order to be consistent with the criteria established for the NNECAPA awards programs. Ideally, the Chair should seek appointment to serve on the NNECAPA Awards Selection Committee.
3. The Awards Committee shall be the selection Committee to review and decide upon the winners from the nominations in each category. The Committee shall meet in March and/or April to decide the winners, with the awards to be announced at the Annual Meeting. To provide consistency in administering the awards program from year to year, and to assist the Awards Committee in carrying out its duties, the Executive Board may adopt an advisory Policy on Annual Awards, which may be amended from time to time by a majority vote of the Executive Board. Where conflict may exist between the Policy on Annual Awards and the MAP Bylaws, these bylaws shall govern.

C. Legislative and Policy Committee.

1. Legislative and Policy Committee: The Legislative and Policy Committee shall be made up of anyone, from the membership, in good standing, who is interested in assuming responsibility for carrying out the Association's adopted legislative and policy agenda.

A member of the Executive Board shall be the Chair of the Committee and shall have the following responsibilities:

- (i) committee communications;
- (ii) internal operations;
- (iii) reporting to the Executive Board;
- (iv) submitting updates to the newsletter;
- (v) appointing a co-chair to assist with tracking of issues related to the Association's legislative and policy agenda;
- (vi) appointing sub-committees and/or delegating agenda related responsibilities as necessary; and the Chair may serve as the Association's Legislative Liaison on the Executive Board and NNECAPA's Executive Committee

2. Legislative and Policy Committee Responsibilities: The responsibilities of the Legislative and Policy Committee include:

- a. Scheduling no less than one General Membership meetings during the Association's Fiscal Year. The members present shall constitute a quorum. The meeting shall be held to solicit input from the membership and set the Association's legislative agenda focusing on issues of statewide and regional importance. A summary of the decisions relating to the legislative agenda shall be made at the Association's Annual Meeting. Additional General Membership meetings may be called by the Executive Board at any other time.
- b. Developing a communication system consisting of bulletins, newsletter articles, etc. The communication system shall address the needs of the membership and emergency decision making needs. The membership shall be informed as to the specific formats of communication to be used. The Legislative and Policy Committee Chair shall provide a legislative update in each newsletter edition.
- c. Be authorized to speak before the Legislature and its Committees on behalf of the Association when there is unanimous support by the Legislative and Policy Committee for an action to be taken. In the event of a lack of unanimity, the Association's Executive Board shall approve or disapprove any recommended action by a vote of the majority of the Board. The recommended actions or positions shall be reported in writing to the Executive Board at least thirty six (36) hours before the position is made public. The written position shall include the time at which it is scheduled to be delivered. The Executive Board may reverse or affirm the recommended position taken by the Legislative and Policy Committee by a vote of the majority of the Executive Board, but such vote shall be completed and reported to the Chair of the Legislative and Policy Committee at least twelve (12) hours prior to the scheduled delivery of the position. The requirement for a twenty-four (24) hour notice of an Emergency Meeting, as outlined in Section 4.8, shall be waived for this subsection. All testimony delivered on behalf of the Association shall be delivered to the webmaster within twenty-four (24) hours of being made public and shall be posted to the Association's web page as soon as possible, but at least within one (1) week of delivery.
- d. Reviewing and reporting to the Executive Board on legislation and rule making pending before the Maine Legislature.
- e. Assisting the Association President or his or her designee in policy positions prior to the American Planning Association's National Conference or the NNECAPA Delegate Assembly.
- f. As legislative liaison, making appropriate legislative delegations aware of the American Planning Association's and the Maine Association's position(s) and policies relating to legislative issues.
- g. Working with other planning organizations, the Maine Municipal Association, and other lobbying groups to influence the state legislature on bills that are important to the planning community.
- h. Providing information about the American Planning Association policies to the Maine Association of Planners' membership.

3. Nominations Committee. The responsibilities of the Nominations Committee include:

1. Soliciting from the membership suggestions for potential candidates to serve on the Executive Board.
2. Contacting potential candidates to inquire about their interest in serving on the Board and making potential candidates aware of the duties and expectations of serving on the Board.
3. Presenting the membership with a formal slate of potential candidates to serve on the Executive Board.
4. Conducting the election of candidates to the Board at the Annual Meeting of the membership. To provide consistency in administering the nominations process, and to assist the Nominations Committee in carrying out its duties, the Executive Board may adopt an advisory Policy on Nominations, which may be amended from time to time by a majority vote of the Executive Board. Where conflict may exist between the Policy on Nominations and the MAP Bylaws, these bylaws shall govern.

Article VII Expenditures, Investments, Contracts, Assets, Budget, and Dissolution.

7.1. Expenditures. Officers and/or any employees of the Association shall not exceed line item budget items by more than five (5%) percent. At no time shall the total budget expenditure (bottom line) be exceeded without prior approval from the Executive Board. Regular monthly expenditures, such as, but not limited to, telephone, utilities, and everyday supplies may be pre-approved by the Executive Board for regular payment. All checks, drafts, notes, and evidence of indebtedness of the Association shall be signed by the President or Treasurer.

7.2. Investments. The Association shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Executive Board, without being restricted to the class of investments which an Executive Board member is or may hereafter be permitted by law to make or any similar restriction; provided, however, that no action shall be taken by or on behalf of the Association if such action would result in the denial or loss of the tax exemption status under Section 501(c)(3) or any other section of the Internal Revenue Code of 1986 as may be amended and applicable Regulations relating thereto as they now exist or as they may hereafter be amended (the "Code").

7.3. Transfer of Funds. The transfer of any funds for the purposes of investment from one account to another, including the purchase of CD's, shall be done by the Treasurer with the approval of the Executive Board. No withdrawals or transfers shall be made by any individual other than the Treasurer without the approval of the Executive Board.

7.4. Inurement Prohibition; Interest in Contracts. No member, Officer, Executive Board member, or employee of, or any person connected with the Association, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Association, provided that this shall not prevent the payment to any such person of such reasonable compensation and reimbursement of expenses as shall be fixed by the Executive Board for services rendered to or for the Association in effecting any of its purposes; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Association.

7.5. Funds, Fundraising, and Gifts. The Association shall accept dues, donations, assessments, gifts, bequests, and grants, as well as conduct fund raising events. All funds and/or gifts of the Association shall be deposited in such banks or trust companies as the Executive Board may from time to time determine.

7.6. Certificates of Stock. There shall be no certificates of stock for this is a non-profit Association without stock.

7.7. Balanced Budget. It shall be the policy of the Association that it shall operate at all times with a balanced budget.

7.8. Dissolution. Upon the dissolution or winding up of the affairs of the Association, whether voluntary or involuntary, the assets of the Association, after all debts have been satisfied, then remaining in the hands of the Executive Board shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Executive Board may determine or as may be determined by a court of competent jurisdiction upon application of the Executive Board, exclusively to charitable, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Code, as may be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of the Code, as may be amended.

Article VIII Miscellaneous.

8.1. Fiscal Year. After a period of transition, the fiscal year of the Association shall be from January 1 to December 31 of each calendar year. The Executive Board, by official vote, can change the fiscal year.

8.2. Mailing Address: The location and mailing address for the Association shall be determined by the Executive Board.

8.3. Mileage Reimbursement. Members of the Executive Board and the Executive Officers shall be entitled to receive mileage reimbursement at a rate not to exceed the rate paid by state government for attending official meetings of the Executive Officers and the Executive Board. The Treasurer shall prepare expense sheets for use by the Executive Board and

the Executive Officers in requesting reimbursement. No expenses shall be paid until at which time a signed expense sheet has been submitted to the Treasurer. Expense sheets shall be kept as a permanent record by the Treasurer for three (3) years and shall be open for inspection by Association members.

Article IX Indemnification.

9.1 Indemnification: The Association shall, to the full extent of its power to do so provided by law, including without limitation Section 714 of MRSA Title 13-B, indemnify any and all present and former members, Officers, Executive Board members, employees, Sub-Committee members, and agents of the Association 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 members, Officers, Executive Board members, employees, Sub-Committee members, or agents of the Association; 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 his or her action was in the best interest of the Association, 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 MRSA 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 by-law, agreement, or otherwise.

Article X Amendments.

10.1. Bylaws. The membership shall have the power to make, alter, amend, and repeal the bylaws of the Association by vote of a majority of the membership in good standing present at the Annual Meeting. Notice of all amendment(s) to the bylaws shall be made to the membership not less than thirty (30) days prior to the Annual Meeting. The Executive Board shall present recommendation(s) for amendment(s) of the bylaws to the membership at the Annual Meeting.

10.2. Articles of Incorporation. The membership shall have power to amend the Articles of Incorporation of the Association by vote of a majority of the membership in good standing present at the Annual Meeting; provided, the Executive Board shall adopt a resolution setting forth the proposed amendment and direct that it be submitted to a vote at the Annual Meeting. Written notice setting forth the proposed amendment or a summary of the changes shall be given to each member entitled to vote thereon at least thirty (30) days, but not more than fifty (50) days, prior to the date of the said membership meeting.

10.3. Severability: Should any Article or part of an Article or any provision of these bylaws be declared by the courts to be unconstitutional or invalid, such declaration shall not affect the validity of the bylaws as a whole or any part thereof other than the part so declared to be unconstitutional or invalid.