

**BY-LAWS  
OF  
FRIENDS OF SCARBOROUGH 350<sup>th</sup>**

ARTICLE I  
Name, Principal Office, Corporate Seal

Section 1. Name. The name of the Corporation shall be Friends of Scarborough 350<sup>th</sup>.

Section 2. Principal Office. The location and principal office of the Corporation shall be in the Town of Scarborough, State of Maine, but the Corporation may also maintain other offices in such places, either within or without the State of Maine, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

Section 3. Registered Office. The corporation shall have and continuously maintain in the State of Maine a registered office and a registered agent as required by the Maine Nonprofit Corporation Act. The registered office of the Corporation in the State of Maine may be (but need not be) the same as the principal office.

Section 4. Seal. The seal of the Corporation shall have inscribed thereon the name of the Corporation, the year of its organization, and the word "Maine."

ARTICLE II  
Members

The Corporation shall have no members and shall be a non-membership Corporation.

ARTICLE III  
Board of Directors

Section 1. Number and Qualifications. The business and affairs of the Corporation shall be managed by a Board of not fewer than three (3) nor more than ten (10) Directors. Directors need not be residents of the State of Maine.

Section 2. Election. Directors shall be elected at the annual meeting of the Board of Directors, and each Director shall hold office until the next annual meeting of the Board of Directors, and until his or her successor shall have been elected and qualified.

Section 3. Vacancies. Any vacancy occurring in the Board of Directors, either by increase in the number of directors or otherwise, may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors. A Director elected or chosen to fill a vacancy shall serve for the term for which he or she is elected, or for the unexpired term of his or her predecessor in office, and until his or her successor is elected and qualified.

Section 4. Powers and Duties. The property, affairs and business of the Corporation shall be managed by the Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts as are not prohibited by statute, by the Articles of Incorporation or by these By-laws.

Section 5. Meetings of Directors.

(1) Special Meetings. Meetings of the Board of Directors may be held at any time and place upon call by or at the request of the Chairperson of the Board of Directors, the President, the Treasurer or any two (2) directors, notice thereof being given to each Director at least three (3) days prior thereto. Notice that a meeting has been called may be given by the President, Treasurer, Clerk, Secretary or Assistant Secretary, or by one of the Directors, and shall be given by written notice delivered personally or sent by mail or telegram to each director at his or her address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Notice of any meeting of the Board of Directors may be waived in writing signed in person or by proxy by the person or persons entitled to such notice, either before or after such meeting, and shall be equivalent to the giving of such notice. Attendance of a Director at such meeting shall constitute a waiver of notice

thereof, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because such meeting is not lawfully convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in the notice, or waiver of notice, of such meeting.

(2) Regular Meetings. A regular meeting of the Board of Directors shall be held without notice other than this By-law at the principal office of the Corporation on the third Monday of July in each year, if such day is not a legal holiday, and if a legal holiday, then on the first following business day that is not a legal holiday. In the event that the regular meeting is not held on the date herein provided, a subsequent meeting may be held in lieu thereof, and any business transacted or elections held at such meeting shall have the same effect as if transacted or held at the regular meeting. Such subsequent meeting shall be called in the manner prescribed for special meetings of the Directors.

Section 6. Quorum. A majority of the number of Directors then in office shall constitute a quorum for the transaction of business. Less than a quorum may, however, adjourn a meeting to a stated time and place without further notice. The act of the majority of the Directors present at a meeting, at which a quorum is present, shall be the act of the Board of Directors.

Section 7. Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

Section 8. Compensation of Directors. Directors, as such, shall not receive any stated salary for their services, but by resolution of the Board of Directors, a fixed sum or reimbursement of expenses of attendance may be allowed for attendance at any meeting of the Board. Any Director may serve the Corporation in any other capacity and receive compensation therefor.

Section 9. Committees. The Board of Directors may, by resolution or resolutions passed by a majority of the whole Board, appoint an Executive Committee and such other committee or committees as the Board of Directors may from time to time determine, which committee or committees shall have and exercise such powers as the Board of Directors may by resolution determine. A majority of the members of any committee shall constitute a quorum for the transaction of business, and each committee may make rules for the conduct of its affairs. The Board of Directors shall have the power at any time to change the membership of any committee, to fill vacancies in it, or to discharge it.

#### ARTICLE IV The Officers

Section 1. Officers. The officers of the Corporation shall consist of a President, a Treasurer, a Secretary, and a Clerk and such other officers and agents as may be deemed necessary by the Board of Directors. Any two or more offices may be held by the same person. The officers shall be elected annually by the Board of Directors and shall serve until their successors are elected and qualified.

Section 2. Removal. Any officer elected or appointed by the Board of Directors may be removed by such Board whenever in its judgment the best interest of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 3. Vacancies. Any vacancy occurring in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 4. The President. The President shall be the principal executive officer of the Corporation. He or she shall, when present, preside at all meetings of the Directors, shall have the general and executive management and control of the business of the Corporation, and shall

see that all orders and resolutions of the Board of Directors are carried into effect. He or she shall perform such duties as are provided by the laws of the State of Maine or by these By-laws or as may be prescribed from time to time by the Board of Directors.

Section 5. The Treasurer. The Treasurer shall be the financial officer of the Corporation, and shall have the custody of the corporate funds and securities. He or she shall deposit such funds in the name of the Corporation in such depositories as may be designated by the Board of Directors. He or she shall disburse the funds of the Corporation as directed by the Board of Directors and shall keep records of account showing accurately at all times the financial condition of the Corporation. He or she shall furnish to the President and the Board of Directors, whenever requested, a statement of the financial condition of the Corporation, and shall perform such other duties as these By-laws may require or the Board of Directors may prescribe. The Treasurer may be required to furnish bond in such amount and with such sureties as the Board of Directors shall determine.

Section 6. The Clerk. The Clerk, who shall be a resident of the State of Maine, shall discharge all duties required of him or her by the laws of the State of Maine or by the Board of Directors. He or she shall act as the agent of the Corporation in the State of Maine upon whom process against the Corporation may be served. In the temporary absence, incapacity or inability to act of the Clerk, a temporary Clerk shall be chosen. In the absence of a Secretary, the Clerk may keep the records of meetings of the Board of Directors.

Section 7. The Vice-Presidents. In the absence, disability or inability to act of the President, the Board of Directors may designate one or more Vice-Presidents to perform the duties and exercise the powers of the President. The Vice-Presidents shall also perform such other duties as these By-laws may require or as the Board of Directors or the President may prescribe.

Section 8. The Secretary. The Secretary shall attend meetings of the Board of Directors and shall keep, or cause to be kept, in a book provided for that purpose, a true and complete record of the proceedings of such meetings. He or she shall attend to the giving and serving of all notices of the Corporation, and shall perform such other duties as these By-laws may require or as the Board of Directors may prescribe.

Section 9. Assistants. The Board of Directors may elect one or more Assistant Secretaries and Assistant Treasurers, as the Board shall deem advisable. Such assistants shall assist the Secretary or the Treasurer, as the case may be, in the performance of his or her duties, and at the request of such officers or of the President, shall perform the duties of such officers in the event of the absence or inability to act of such officers. They shall also perform such other duties as the Board of Directors may from time to time direct. An Assistant Treasurer shall, if required by the Board of Directors, furnish bond in such amount and with such sureties as the Board of Directors may determine.

#### ARTICLE V Contracts, Checks, Deposits and Funds

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these By-laws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the President or the Treasurer.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

#### ARTICLE VI Exempt Activities

Notwithstanding any other provision of these By-laws, no director, officer, employee, agent or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt from tax under Section 501(c)(3) of the Internal Revenue Code of 1986 and the Regulations thereunder, as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations.

#### ARTICLE VII Prohibition Against Sharing in Corporate Earnings

No director, officer, employee, agent or representative of this Corporation, or any other private individual shall receive or be entitled to receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payment to any persons of reasonable compensation for services rendered to or for the Corporation 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 Corporation. Upon the dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation then remaining in the hands of the Board of Directors after all debts have been satisfied or provided for shall be distributed, transferred, conveyed, delivered and paid over, in such amounts as the Board of Directors may determine, [to one or

more exclusively charitable, religious, scientific, literary or educational organizations that would then qualify as tax-exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 and the Regulations thereunder, as they now exist or as they may hereafter be amended.

ARTICLE VIII  
Indemnification of Directors and Officers

To the extent permitted by the laws of the State of Maine as they may now or hereafter exist, the Corporation shall indemnify any officer or director of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, by reason of the fact that he or she is or was an officer or director of the Corporation, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding; provided that no indemnification shall be provided with respect to any matter as to which he or she shall have been finally adjudicated in any civil proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation or in any criminal proceeding, to have had reasonable cause to believe that his or her conduct was unlawful.

ARTICLE IX  
Conflict of Interest Transactions

The Corporation shall not enter into a conflict of interest transaction, as such term is defined in the Maine Nonprofit Corporation Act, 13-B M.R.S.A. Sec. 718, except in accordance with the disclosure and approval provisions of such statute. No conflict of interest transaction shall be voidable or grounds for imposing liability on a director or officer of the Corporation if the transaction was fair at the time it was entered into or is approved in accordance with 13-B M.R.S.A. Sec. 718.

ARTICLE X  
Amendments

These By-laws may be amended, altered or repealed and new By-laws adopted by the Board of Directors at any regular or special meeting, provided at least three (3) days' written notice of the meeting is given and the proposed amendment or alteration or adoption of new By-laws is contained in the notice of such meeting.