

BY-LAWS
of the

Strathglass Park Preservation Society

Article I - Name, Location, and Purpose

Section 1. The name of this organization shall be the *Strathglass Park Preservation Society*, with its principal office at Rumford, Maine, and it shall exist under the laws of the State of Maine as a nonprofit organization.

Section 2. The purposes of said organization are: to engage in activities as a non-profit historical and preservation agency, having no capital stock; to sponsor events to educate the public in the cultural, religious, ethnic and historical information about the Strathglass Park, Oxford County, Maine area and to preserve the historical authenticity of the buildings in the Strathglass Park and surrounding areas; to possibly establish and operate a museum open to the public with information and artifacts about the cultural, religious, ethnic and historical information about the Strathglass Park, located in Rumford, Oxford County, Maine area; and to do any and all other things necessary or proper in connection with or incidental to any of the foregoing.

Section 3. In all events and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of this organization in any manner or for any reason whatsoever, the following provision shall apply:

This organization shall not engage in any activity that would prevent it from qualifying as a organization to which contributions are deductible for income tax purposes as described in Section 501 of the Internal Revenue Code of 1954 (hereinafter referred to as "the Code").

Article II - Members and Dues

Section 1. Any person desiring to promote the purposes of the *Strathgass Park Preservation Society* shall be eligible for membership in the organization upon payment of the annual dues. There shall be individual membership and corporate membership.

Section 2. Membership dues shall be established by the Board of Directors at the annual meeting.

Section 3. Those members whose dues are received on or before December 31, 2008 shall become Charter Members of the organization.

Section 4. The fiscal year of the organization shall be from January 1st to December 31st.

Section 5. Dues are payable on or before June 30th of each year. Those whose dues are not paid for two successive years shall be automatically dropped from membership in the organization. The dues of those who become members during November and December of any year shall be applied to the next fiscal year.

Section 6. The rights and privileges of Membership shall include the right to vote for the Officers and Directors of the Organization and the right to vote on policy or expenditure decisions proposed by the Officers or others. The right to vote may be exercised in person, at a meeting, or by written ballot, submitted by mail or email. The Secretary shall have the responsibility to determine the validity of any written ballot but shall not disqualify any written ballot without cause and shall provide a written explanation of the disqualification. (*as amended October 13, 2011*)

Article III- Officers and Directors

Section 1. The officers of the organization shall be a President, a Vice President, a Secretary and a Treasurer. There shall also be a Resident Agent pursuant to the laws of the State of Maine. A Board of Directors shall consist of four officers and no less than three nor more than nine directors. The terms of the officers shall be for 1 year. The terms of the directors shall be 3 years and chosen in such a manner that approximately one-third of the terms shall expire annually. If there is more than one nominee for an office, election for that office shall be by ballot. The officers and directors shall take office immediately following the election.

Section 2. In the 30 days prior to the annual meeting of the membership, any member in good standing who wishes to be a candidate for any vacancy pending at that meeting may get on the ballot by submitting their written or verbal intention to run to the incumbent Secretary. The Secretary shall then prepare a list of candidates to be considered and voted on at the annual meeting. In the event of a tie vote, the Board of Directors shall select from among the highest vote getters. In the event of a lack of a candidate for any office, the Board of Directors shall nominate a candidate for consideration by the general membership. *(As amended April 14, 2011)*

Section 3. In case of vacancy in the office of President, the Vice-President automatically becomes President. Vacancies in other offices shall be filled by the Board of Directors until the annual meeting.

Article IV -Duties of Officers

Section 1. The officers shall perform the duties prescribed by these by-laws and by the parliamentary authority adopted by this organization.

Section 2. The President shall be the chief executive officer of the organization and shall exercise general supervision over its interest and welfare, and shall preside at all meetings of the organization and the Board of Directors. The President shall appoint all committees authorized by the by-laws or by the Board of Directors, except the Nominating Committee, and shall present the annual reports of the *Strathglass Park Preservation Society* at the annual meeting.

Section 3. In the absence of the President, the Vice-President shall perform the duties of that office. The Vice-President shall have such additional duties as may from time to time be assigned by the President or Board of Directors.

Section 4. The Secretary shall keep a record of the proceedings of the meetings of the organization and the Board of Directors, keep a list of the names and addresses of the members of the organization, be custodian of the seal and all records of the organization not in the charge of other officers, give notice of meetings, and shall conduct such other correspondence as the organization and the Board of Directors may direct.

Section 5. The Treasurer shall collect all the dues, receive the funds of the organization, and deposit them in such bank or banks as the Board of Directors may select. The Treasurer shall draw thereon for payment of bills approved by the President or Vice-President. Annually, or more often if ordered by the Board, the Treasurer's account shall be audited by the Finance Committee. The Treasurer shall present a financial statement at each regular meeting of the Board and shall make a financial report covering the previous fiscal year at the annual meeting of the organization. The Treasurer may be bonded at the discretion of the Board and in such amount as the Board shall determine. The cost of the bond shall be paid by the organization.

Section 6. The Resident Agent shall be responsible for preparing the annual reports with the state of Maine and being the official liaison with the governmental entities of the State of Maine.

Article V- Board of Directors

Section 1. The Board of Directors shall have power and authority over the management, policies, properties, and financial matters of the organization.

Section 2. Meetings of the Board of Directors shall be at the call of the President or any two directors. Votes of the Board of Directors can be held by phone vote or by email vote whenever the President determines that time is of the essence on a matter that needs to be decided by the Board of Directors. Votes may also be taken as an Action in Writing.

Section 3. In the event that a Director has not attended three meetings without being excused [notifying an officer prior to the meeting that the Director will not be able to attend for good cause], that Director may be voted off the Board of Directors by a majority vote and the President may appoint a member to fill the remainder of that Director's term with the approval of the Board.

Article VI - Property of the Society

Section 1. Acceptance and disposal of gifts to the organization shall be governed by the Collection Policy and managed by the Board of Directors. The Collection Policy shall be reviewed periodically by the Board. Any changes shall be approved by the Board. No accepted gifts pertaining to the history of the Strathglass Park shall be disposed of unless they represent an unnecessary duplication in the organization's collection.

Section 2. Any decision to spend more than \$250 on any single project or donate more than that amount to any person or entity, any decision to sell, give away or transfer any property of the Society or any decision to undertake any project which reasonably might be expected to cost more than \$250 to complete, must be considered and voted on over a period of not less than two regular scheduled meetings with the project being proposed and accepted for consideration by majority vote of those members present at the first meeting, and subject to final approval by majority vote of those members present or submitting their ballot by mail or other written means at the next meeting. The proposed project or expenditure shall be publicized to the general membership through the organization's newsletter or other reasonable means between the two meetings. (*as amended October 13, 2011*)

Article VII - Meetings of the Organization

Section 1. There shall be at least an annual meeting and four quarterly meetings a year. At least seven days notice shall be given to all members of the organization for each meeting. Notice of meetings can be by mail, email or phone.

Section 2. Unless otherwise ordered by the Board of Directors of the Organization, the annual meeting shall be held in February. The annual meeting shall be held for purposes of receiving reports of the officers and committees, electing officers, and for any other business that may arise.

Section 3. Special meetings of the organization may be called by the Board of Directors or by written requests to the Board by any three members.

Section 4. Two-thirds (2/3) of the members present at a meeting shall constitute a quorum.

Article VIII - Committees

Section 1. All committees, except as are otherwise provided for in these by-laws, shall be appointed by the President.

Section 2. Immediately after the annual meeting, the following committees may be appointed: Finance, Auditing, Membership, History and Research, Public relations, and Program. The membership for each shall be determined by the Board of Directors.

Section 3. Such other committees, either standing or special, shall be appointed by the President, as the Board of Directors or the organization from time to time deem necessary.

Article X - Amendments

Section 1. These by-laws may be amended by a two-thirds vote of the members present at any annual meeting, or at any special meeting called for that purpose, provided the amendment(s) has been proposed by the Board of Directors at least 30 days prior to the meeting. A notice shall be mailed to each member of the organization 7 days prior to the meeting.

Article XI - Dissolution

In the event of termination of this organization, its remaining assets, if any, shall be distributed to, and only to, one or more organizations described in Section 501 of the Code.