

WATERMAN'S COMMUNITY CENTER
Post Office Box 526, 12 Main Street
North Haven, ME 04853

WHEREAS, North Haven Arts & Enrichment ("NHA&E") was formed as a non-profit corporation under the laws of the State of Maine on June 11, 1997; and

WHEREAS, on September 10, 2007, NHA&E adopted bylaws to govern its operation (the "Original Bylaws"); and

WHEREAS, the Board of Trustees of NHA&E voted at a meeting on October 13, 2014 to amend and restate the Original Bylaws in the manner set forth herein.

NOW THEREFORE, the Original Bylaws are hereby amended and restated as follows, effective October 13, 2014:

AMENDED AND RESTATED BYLAWS

ARTICLE I

Name

The name of the corporation shall be Waterman's Community Center (hereinafter, the "Corporation").

ARTICLE II

Purposes

The purposes of said Corporation are:

1. To engage in charitable, scientific, and education purposes;
2. To engage in the following specific activities:
 - a. The Corporation will raise and provide funds for arts and enrichment programs and experiences for members of the North Haven community of all ages, including North Haven Community School students and pre-school age children, and to manage and maintain a facility, known as 'Waterman's Community Center,' for these programs and activities. Community programs will include educational, cultural and recreational enrichment, workshops, residencies, training and instruction, especially in all areas of fine and performing arts, but also in the sciences and other areas of particular importance to young people and the community. The

defining factor for funding programs will be to have enough variety to benefit and encourage participation by the greatest number of community members.

- b. To raise and maintain funds from any and all private and public sources and use them for both operating expenses and endowment to carry forward with all the purposes of the Corporation, and to make gifts, grants, or loans, as needed, to organizations (public or private), or schools to carry forward with the purposes of the Corporation.
 - c. The Corporation is authorized and empowered to do all things necessary to carry on and accomplish the purpose for which it is organized and chartered, including authority and power to enter, make, and perform contracts of every kind and description.
 - d. To promote, assist, and carry out the growth and development of arts, science, cultural, and recreational enrichment programs and concerns in North Haven for the benefit of school-age children and the community.
 - e. To have one or more offices, to carry on all or any of its operations and business and, without restriction or limit as to amount, to purchase or otherwise acquire, hold, own, mortgage, sell, convey, or otherwise dispose of real and personal property of every class and description.
 - f. To do any and all other things, and to exercise any and all other functions necessary, useful, or convenient in the accomplishment of any of its said purposes.
3. To engage in any other activities permitted under the laws of the State of Maine which may be necessary or expedient for carrying on any or all of the activities and pursuing any or all of the objectives and purposes of the Corporation.
 4. To perform any acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objectives and purposes of the Corporation; provided, however, that the net income shall not inure to the benefit of any private individual; and, in the event of the dissolution of this Corporation, any remaining assets, after the payment of legal obligations, will be distributed to organizations qualified under the Internal Revenue Code of 1986, Section 501(c)(3) and amendments thereto.
 5. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
 6. The Corporation shall not engage in any act of self dealing as defined in the

Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

7. The Corporation shall not retain any excess business holdings as defined in the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
8. The Corporation shall not make any investments in such manner as to subject it to tax under the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
9. The Corporation shall not make any taxable expenditures as defined in the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE III

Board of Trustees

Section 1. The business, property, and affairs of the Corporation shall be managed by the Board of Trustees, which is required to meet at least four times each year, as provided in Section 6 of this Article III.

Section 2. The Board of Trustees shall consist of no fewer than five and no more than fifteen Trustees; to be elected by the Board at the annual fall meeting. Trustees shall serve for three years or until their successors are duly elected. Any Trustee may be reelected, but can serve for no more than nine consecutive years, then must rotate off the Board for at least one year before being eligible for reelection. The principal of the North Haven Community School shall be ex officio a non-voting Trustee, but shall not count toward the minimum or maximum number of trustees.

Section 3. One more than half of the Trustees shall constitute a quorum at any meeting of the Board of Trustees. Votes may be taken at a meeting or by telephone in addition to the manner provided in Section 10 of this Article III.

Section 4. A special meeting of the Trustees may be called by the President, or by any Officer, by a notice sent at least ten days prior to the meeting. If all Trustees sign a waiver of notice to any special meeting, then actions taken thereat shall be proper even though no notice was given.

Section 5. Any vacancy in the Board between annual meetings of the Board may be filled by vote of the remaining Trustees, for whatever term is left of the vacant position.

Section 6. In addition to any special meetings of the Trustees, there shall be at least four meetings of the Trustees annually, namely, the annual fall meeting and meetings during the months of January, April and July. These meetings shall be at such times and places as set by notice provided to the Trustees by the President at least

ten days prior to the meeting. Grants not included in the approved annual budget must be authorized by the Board of Trustees or the Executive Committee, as allowed in Article III Section 7, and reported to the Board of Trustees at one of its regular or special meetings.

- Section 7. A quorum of the Trustees may at any time delegate clearly defined responsibilities and actions to the Executive Committee and authorize the Executive Committee to act on behalf of the Board in any and all of those actions. Matters delegated pursuant to this section shall be in addition to the powers and responsibilities of the Executive Committee under Article V, Section 3.
- Section 8. The Board may at any time, or not, choose to have an Advisory Board to assist in carrying forward with the Corporation's work and purposes. No member of the Advisory Board may vote.
- Section 9. All Trustees shall be required to actively participate on at least one Committee of the Corporation.
- Section 10. Any action required or permitted to be taken at a meeting of Trustees may be taken without a meeting if the action is evidenced by one or more written consents to such action granted by a majority of the Trustees. Such written consents may be evidenced by email communications. Such written consents shall be delivered to the President of the Corporation for inclusion in the minutes of or for filing with the Corporation's permanent records. A copy of any action taken under this Article III, Section 10 shall be promptly provided to all Trustees entitled to vote who have not provided written consents. Action taken under this Section is effective when a majority of Trustees have signed the consent, unless the consent specifies a different effective date. The record date for determining Trustees entitled to take action without a meeting shall be the date the first Trustee signs a written consent. Notice of any meeting of the Board of Trustees may be given by email.

ARTICLE IV

Officers

- Section 1. The officers of the Corporation (the "Officers") shall be a President, a Vice President, a Treasurer, and a Secretary, all of whom shall be elected for one year or until their successors are duly elected and qualified. All of the aforesaid Officers shall be elected by the Trustees from their own number at an annual meeting. Vacancies in any of the offices shall be filled by a majority vote of the Board of Trustees at a regular or special meeting.
- Section 2. The President shall preside at all meetings of the Board of Trustees. He or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Trustees from time to time.

- Section 3 An Executive Director may be appointed by the Board to carry out the purposes of the Corporation.
- Section 4. In the absence of the President at any meeting of the Trustees, the Vice President shall assume all of the duties of the President at that meeting. In the event that the office of the President shall be vacated for any period, the Vice President shall act as interim President until the office is filled.
- Section 5. The Treasurer shall be responsible for the administration of the financial affairs of the Corporation and shall keep books and accounts of income and expenditures. He or she shall perform such other duties as may be prescribed by the Board of Trustees.
- Section 6. The Secretary/Clerk shall have the duty of preparing minutes of all meetings of the Board of Trustees and of collecting from each Chairperson of all Committees the minutes of Committee meetings. The Secretary/Clerk shall transmit all minutes of such meetings to the President for formal recording in the corporate records. The Secretary/Clerk shall also make available to all Trustees, either through email or a locked password protected section of the Corporation's website, all minutes of the meetings of the Trustees and any Committees, unless (as to Committee minutes) otherwise directed by the President or the Committee chair. The Secretary shall also have such other duties as may be prescribed by the Board of Trustees from time to time.
- Section 7. The Trustees may create such other officers and prescribe such other duties as they shall deem appropriate.

ARTICLE V

Committees

- Section 1. The President, subject to the approval of the Board of Trustees, may designate committees as may be necessary to conveniently carry out the purposes of the Corporation (the "Committees"). The composition and appointment of members of all Committees shall be made and determined by the President, subject to approval and confirmation by the Board of Trustees. Committees may also be created and staffed by proper motion of any Trustee and by a vote of the Board of Trustees. Unless otherwise determined by the President and approved by the Board of Trustees, Committees shall include Finance, Development, Governance, Drama and Program Committees. Although each Trustee is required to serve on at least one Committee, no Trustee may be compelled to serve on a particular Committee against his/her wishes.
- Section 2. Meetings of any Committee may be called at any time by the President or Chairperson of such Committee on reasonable notice.
- Section 3. There shall be an Executive Committee made up of the President, the Vice

President, the Treasurer, the Secretary/Clerk and the chairperson of the Finance Committee. The Executive Committee shall have the power to exercise all the powers of the Board of Trustees. A quorum for a meeting of the Executive Committee shall be four of its members. The Executive Committee shall meet on an as-needed basis, as called by the President or, in her absence, an Officer.

Section 4.

There shall be a Governance Committee made up of the President, the Secretary/Clerk, and one or more other Trustees to be elected by a majority vote of the Board of Trustees. The Governance Committee will seek and present suitable candidates to the Board of Trustees for election at the fall meeting. The Governance Committee shall also monitor and address issues associated with the Corporation's policies and procedures.

Section 5.

The financial affairs of the Corporation shall be subject to the supervision of a Finance Committee, which shall be constituted as follows and shall have the following powers and responsibilities:

- a. Composition. The Finance Committee shall consist of not less than five persons, which shall include the Treasurer and at least one other Trustee. Each member of the Finance Committee shall have relevant expertise or experience such as finance, budgeting, investments, or the law.
- b. Appointment. Members of the Finance Committee shall be appointed by the President and approved by the Board of Trustees. The President may make interim appointments that shall be effective pending approval at the next meeting of the Board of Trustees.
- c. [Intentionally omitted]
- d. Prior Approval Required. Approval of the Finance Committee shall be required for the following:
 - i. Budgets;
 - ii. Budget amendments;
 - iii. Capital expenditures exceeding any amount previously approved by the Committee;
 - iv. Rules governing investment of, and disbursements from, the endowment, and any disbursements from endowment;
 - v. Rules regarding use of capital donations; and
 - vi. Any other actions of the Corporation with material financial implications that may adversely impact the approved budget.
- e. General Supervisory Authority. The Finance Committee shall also have supervisory authority over the internal financial procedures and policies of the Corporation.

f. Meetings. The Finance Committee shall meet not less frequently than quarterly, by conference call if necessary. The Corporation shall provide the Finance Committee with such financial reporting as the Committee shall request, including monthly comparisons of actual disbursements to the approved budget.

- Section 6. Any action which may be taken at a meeting of a Committee may be taken without a meeting if a majority of the members of the Committee sign consents setting forth the action taken or to be taken, at any time before or after the intended effective date of such action. Such consents may be evidenced by email communications and shall be filed with the minutes of Committee meetings.

ARTICLE VI

Indemnification

Each present and future Trustee and Officer, as well as any present and future member of the Finance Committee and any volunteer providing investment advice to the Corporation at the request of the Finance Committee, whether or not then in office (collectively, "Indemnitees"), shall be indemnified by the Corporation against expenses actually and reasonable incurred by or imposed upon him or her, (including but without being limited to, settlements, judgments, costs, and counsel fees) in connection with the defense of any administrative, civil or criminal action, suit, or proceeding in which he or she is made a party by reason of being or having been a Trustee or Officer of the Corporation, or member of the Finance Committee or such volunteer, except in relation to matters as to which he or she shall be actually adjudged in such action, suit, or proceedings, to be liable for negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which such Indemnitees may be entitled, under any other bylaw, agreement, vote, or as a matter of law, or otherwise.

ARTICLE VII

Amendment of Bylaws

These Bylaws may be amended by the Board of Trustees at any meeting of the Board. Any proposed changes to the Bylaws shall be distributed to all Trustees at least fourteen days in advance. The Board has the right to alter these Bylaws in any manner, and alterations or amendments by the Trustees may extend to every portion of these Bylaws, including the manner by which the Trustees are elected. The Bylaws may not be amended by the Executive Committee.

ARTICLE VIII

Public Benefit Corporation Provisions.

- Section 1. Restrictions on Board Members. No more than 49% of the individuals on the Board of Trustees may be financially interested persons. For the purposes of this

section, “financially interested person” means:

- A. An individual who has received or is entitled to receive compensation from the Corporation for personal services rendered to the Corporation by that individual within the previous 12 months, whether as a full-time or part-time employee, independent contractor, consultant or otherwise, excluding any reasonable payments made to Trustees for serving as Trustees. An individual is considered to receive compensation for services rendered to the Corporation by that individual if the individual is entitled to receive, other than as a shareholder of a publicly held corporation, a portion of the net income of a corporate or other business entity that provides, for compensation, personal services to the Corporation; or
- B. A spouse, brother, sister, parent or child of the individual described in paragraph A.

Section 2. Conflict-of-interest transactions.

A. This section sets forth the Corporation’s policies on conflict of interest transactions. This section is intended to ensure that the Corporation is in compliance with the provisions of 13-B M.R.S.A. § 718. A conflict-of-interest transaction is a transaction in which a Trustee or Officer of the Corporation has a direct or indirect financial interest. For the purposes of this section, a Trustee or Officer has an indirect interest in a transaction if:

- (1) Another entity in which the Trustee or Officer has a material interest or in which the Trustee or Officer is a general partner is a party to the transaction; or
- (2) Another entity of which the Trustee or Officer is a director, officer or trustee is a party to the transaction.

B. A conflict-of-interest transaction is not voidable or grounds for imposing liability on a Trustee or Officer of the Corporation if the transaction was fair at the time it was entered into or is approved as provided in section C below.

C. A transaction in which a Trustee or Officer of the Corporation has a conflict of interest may be approved before or after consummation of the transaction as follows.

- (1) The Board or a Committee of the Board may authorize, approve or ratify a transaction under this section if the material facts of the transaction and the Trustee's or Officer's interest are disclosed or known to the Board or Committee of the Board. The transaction may be approved only if it is fair and equitable to the Corporation as of the date the transaction is authorized, approved or ratified. The party asserting fairness of any such

transaction has the burden of establishing fairness.

(2) If the Board so requests, a transaction under this section may be approved by the Attorney General or by the Superior Court in an action in which the Attorney General is joined as a party. If the Board is unable to make a decision regarding a transaction, one or more Trustees or Officers may request approval of the Attorney General or the court in accordance with this subsection. The transaction may be approved only if it is fair and equitable to the Corporation as of the date the transaction is authorized, approved or ratified. The party asserting fairness of any such transaction has the burden of establishing fairness.

D. For purposes of section C, a conflict-of-interest transaction is approved if it receives the affirmative vote of a majority of the Trustees on the Board or on a Committee of the Board who have no direct or indirect interest in the transaction, but a transaction may not be approved under this subsection by a single Trustee. If a majority of the Trustees on the Board who have no direct or indirect interest in the transaction vote to approve the transaction, a quorum is present for the purpose of taking action under this section, notwithstanding any other provision of these Bylaws.

E. Notwithstanding the foregoing, the Board of Trustees or the Executive Committee of the Board of Trustees has authority to fix the compensation of Trustees for their services as Trustees or Officers or in any other capacity.