



Gulf of Maine Association

**Gulf of Maine Association
Meeting Agenda and Documents
Salem, MA
June 13, 2013**

**Gulf of Maine Association Board of Directors Meeting
(All GOMC Councilors welcome)**

Wednesday, June 13, 2013 • Hawthorne Hotel, 18 Washington Square W, Salem, MA 01970		
7:30 AM	Welcome and Introductions <i>W. Donald Hudson, Chair</i>	
7:35 AM	Consent Agenda <ul style="list-style-type: none"> December 13, 2012 Gulf of Maine Association (GOMA) Meeting Summary Special Administrative Rate Request per Administrative Rate Policy Response to Auditor Note to Review Independent Contractor vs. Employee Status 	✓ For Decision (p. 2-6 – Consent Agenda Documents)
7:40 AM	Appointment of Canadian GOMA representative to the Gulf of Maine Council on the Marine Environment (GOMC) Management and Finance Committee (MF) and MF participation report <i>W. Donald Hudson, Chair</i>	✓ For Decision ✓ For Information
7:45 AM	FY 2013 Financial Report <i>Cynthia Krum, GOMA Executive Director</i>	✓ For Approval (attachment to GOMC Briefing Packet email - "GOMA Budget and Financial Report")
7:55 AM	FY14 Operating Budget Presentation <i>Cynthia Krum, GOMA Executive Director</i>	✓ For Approval (attachment to GOMC Briefing Packet email - "GOMA Budget and Financial Report")
8:10 AM	Gulf of Maine Council All Contractor Scopes of Service <i>Cynthia Krum, GOMA Executive Director</i>	✓ For Approval (attachment to GOMC Briefing Packet email - "All Contractors Scopes of Services")
8:15 AM	Clarification of GOMA Relationship with the GOMC Management and Finance Committee and Working Group <i>W. Donald Hudson, Chair</i> <i>Cynthia Krum, GOMA Executive Director</i>	✓ For approval (p.6-18- Action Agenda Documents)
8:25 AM	Association of Canadian Delegates to the Gulf of Maine Council on the Marine Environment Report <i>Robert Capozzi, New Brunswick Dept. of Environment and Local Government</i>	✓ For Information
8:30 AM	GOMC Fund Development Plan and GOMA's Role <i>W. Donald Hudson, Chair</i>	✓ For Information
8:40 PM	Other Business/Items removed from Consent Agenda <i>W. Donald Hudson, Chair</i>	✓ For Information or approval
8:45 PM	Adjourn	

Consent Agenda Documents

- 1. Meeting Summary for the Meeting of the Gulf of Maine Association (p. 2-5)**
- 2. Special Administrative Rate Request per Administrative Rate Policy (p. 5)**
- 3. Response to Auditor Note to Review Independent Contractor vs. Employee Status (p. 6)**

1. Meeting Summary for the Meeting of the Gulf of Maine Association

Meeting Summary for the Meeting of the
Gulf of Maine Association
Thursday, December 13, 2012
7:45 – 8:55 AM EST

Board Members in Attendance: Steve Couture (proxy from Thomas Burack); Bruce Carlisle; Robert Capozzi (proxy from Bruce Fitch); W. Donald Hudson; Theresa Torrent-Ellis (proxy from Kathleen Leyden); Lee Sochasky (phone); Priscilla Brooks

Board Members not in attendance: J. Ruairdh Morrison, Sterling Belliveau

Official Observer: Jennifer Anderson

Others in attendance : Ann Rodney; Randy Libby; Tim Hall; Steve Perkins; Doug Bliss; Rene Pelletier, David Miller, Mel Cote, Ann Rodney, Prassede Vella

Contract Support: Cynthia Krum, Lori Hallett

1. Welcome and Introductions by Don Hudson, Gulf of Maine Association, Chair
Don welcomed the Gulf of Maine Association Board of Directors and said he was glad everyone was all together and that having the new board was going well. All introductions were made.
2. Audit Presentation – Fiscal Year 2012
Randy Libby from Marshall & Libby LLC made a thorough presentation of the FY 2012 Audited Financial Statements, along with Indirect Cost Letter, and graph presentations.

Some points/highlights of the presentation include:

- A Single Audit was performed for FY 2012 which is the highest level of audit. When \$500,000 or more of Federal Funds are expended in a year, a Single Audit is required by Government Auditing Standards.
- Randy presented the Financial Statements and summarized each page of all the reports including required notes and disclosures.
- The Total Net Assets (Reserve Account) had a balance of \$132,850 at June 30, 2012 of which \$8,579 is temporarily restricted. The temporarily restricted amount is funding received from CWRP for Restoration Program. Those restricted funds will be spent in Fiscal Year 2013. The Unrestricted Reserve Account Fund Balance at June 30, 2012 was \$124,271.
- The Grants Receivable balance was discussed and Lee Sochasky asked if we had a provision for Bad Debts. Randy explained that we do not have a provision for Bad Debts

and that none can be determined at this time. Randy referenced Note H of the Financial Statements and further said that "all of our Grants Receivable is good to be received."

- Steve Couture inquired about the NH DES Grant Receivable listing on Note C. Cindy explained that this is the NH Grant Agreement in lieu of NH Membership Dues. It is not classified as Membership Dues because a formal contract exists and is considered a Grant Agreement.
- Note F - Income Tax was explained. Randy pointed out that no provision for Federal Income Tax has been made however 3 years of tax returns (2009, 2010 & 2011) are still subject to examination by the IRS.
- Randy explained the Related Party Note J of the Financial Statements. Don Hudson further explained that Related Party was the Chewonki Foundation. The Restoration Grant to the Chewonki Foundation was to assist with the Dam Removal at Maine Yankee.
- The Report on Internal Control as required by Government Audit was reviewed. As a result of the Audit testing, "no deficiencies" were disclosed.
- The Schedule of Federal Award Expenditures (page 17) was reviewed. Total Federal Award expenditures were \$853,333 at June 30, 2012 and are required to be reported.
- The Schedule of Indirect Cost Allocation was reviewed. This report is also required by Government Auditing Standards. The Indirect Cost rate was 21.32% at June 30, 2012. Randy pointed out that this rate is a "typical rate for a Non-Profit like this." The prior year rate of 35% was referenced. The point was made to get as much grant Income and corresponding expenses as high as possible to keep the rate down. Don said this will be helpful for the upcoming discussions.
- Final Page 21 reported "No Findings." Randy commented that "everything is kept in good shape."
- Randy mentioned that a Management Letter was not prepared. He recommended continuing to check that the percentages of expenses are allocated correctly. He also recommended checking on the Independent Contractor vs. employee status.
- Lee asked what indication we receive that the reports are accepted by the Feds. Randy explained the electronic submission to the Federal Audit Clearinghouse and the confirmation to be received.

Acceptance of the June 30, 2012 Audited Financial Statements was:

Moved-Lee Sochasky

Seconded-Priscilla Brooks

Approved - All

3. Indirect Cost Rate Recommendation

Cindy explained that there was discussion about "locking in" the indirect rate over a 3 year period. There is anticipation that our indirect rate will be lower in the coming year and possibly close to 14% as the budget predicts. To capture the anticipated 14%, it is recommended that we do not "lock in" a rate. Cindy referenced the "Indirect Cost Rate Recommendation Document" sent with the meeting packet. She explained that to keep the rate below 20% that the recommendation is to take the average rate over the last four years which is 19.26%.

Don commented that a higher indirect rate sometimes gives the perception of not managing resources well. He further explained that we are at the mercy of cash flow. We cannot control

the timing of Federal Grants or the timing of the expenditures. He also mentioned the possibility of continuing to build administration costs directly in grants.

The Fiscal Agent Agreement was discussed briefly and it was explained that the indirect rate for the new NROC agreement is 9% ($\frac{1}{2}$ of the recommended rate rounded down to nearest whole number). It was 10% when indirect rate was above 20%.

Acceptance of Indirect Cost Rate Recommendation of 19.26 (average of prior 4 years) and Fiscal Agent agreement rate was:

Moved-Lee Sochasky

Second - Steve Couture

Approved – All

4. Revised 2012-2013 Budgets and Financial Reports

Cindy began by explaining that the EC Habitat Funds shown in the budget are now official. These funds were shown in the budgets as “unconfirmed” funds but are now officially confirmed. She thanked Doug Bliss for his assistance.

There was discussion regarding the Habitat Restoration Partnership Funding that has historically provided 12 years of funding. The funding program has shifted and is now more project specific. We plan and intend to apply for the new NOAA RFP but the funding is more uncertain. Cindy explained that in Fiscal Year 2014 we will still be processing current Restoration Partnership funding but Fiscal Year 2015 will see the effect. Since the effect won't be seen until FY 2015, it allows for time to plan. We are looking at other opportunities to expand Restoration that include Canadian funding.

Don mentioned that folks have been working on this since June and we are focusing on it. He further explained that we are not like any other organization. We have a cross border collaboration between two countries without a treaty. We have had a collaboration for 25 years. Planning an Association /Council relationship might provide a better chance for fund development. He hopes to see progress over the next 12 to 18 months.

Some other highlighted points from the discussion are:

- Bruce commented on looking forward and placing some emphasis on “non-Public”. He asked if this was on the agenda for fundraising and Don said “yes”.
- Some strategy comments included drawing the lines as clear as possible, define the stakeholders, help leverage with the Federal Funds coming through, Ad hoc committee for Fund Development to include private sector. Acknowledged the difficulty to fund “a group of agencies.”
- Steve and Bruce commented on finding out what it all means for FY 2014 and FY 2015. Details on what it means if we don't get the Habitat Restoration funds in 2015. Cindy mentioned that FY 2014 budgets will be prepared and a FY 2015 estimate can also be done.

Acceptance of the Revised 2012-2013 Budgets and Financial Report was:

Moved-Steve Couture

Second – Rob Capozzi

Approved-All

5. Updated GOMC Scopes of Work for All Contractors

The Scopes of work were reviewed and recommended for Council Approval:

Moved – Bruce Carlisle

Second – Steve Couture

Approved- All

6. Association of Canadian Delegates to the Gulf of Maine Council on the Marine Environment Report

Rob Capozzi provided a brief discussion of the upcoming Nova Scotia Secretariat of the Association. He explained that Nova Scotia lost their coordinator, Justin Houston. Nova Scotia has asked New Brunswick to take it over. Perry Haines of New Brunswick has accepted and will assign Robert Capozzi to take over and help Nova Scotia. Lee Sochasky provided a thank you and expressed appreciation.

7. Other Business

Doug Bliss explained that he has taken over for Jackie Olsen at Environment Canada. Currently there is no Vice Chair for the Association and there is an open Board seat. Doug recommended that Environment Canada be in the “Official Observer” role.

Bruce gave special thanks to Don, Cindy, and Lori and for great work

Lee commented that this was the first Annual Association Meeting

8. Meeting Adjourned 8:55 AM EST

Prepared by Lori Hallett, Finance Manager, Gulf of Maine Association

2. Special Administrative Rate request per Administrative Rate Policy

Background: The “Association of US Delegates to the Gulf of Maine Council on the Marine Environment Administrative Rate Policy” states that “Special administrative rate requests will be reviewed on a case-by-case basis by the US Association Board and Board approval will be required before a special administrative rate goes into effect.”

Special Administrative rate Request: Both Environment Canada and the United States Geological Survey have stated that they need to limit the management and administrative rate to 15% of direct charges on upcoming grants and contributions awards. Currently the management and administrative rate for GOMC projects approved December 13, 2012 is 19.26%.

Consent Agenda Recommendation: Accept the special administrative rate request for a management and administrative rate of 15% for FY 14 grants and contributions from both Environment Canada and United States Geological Survey.

Prepared by Cynthia Krum, Executive Director, Gulf of Maine Association

3. Response to Auditor Note to Review Independent Contractor vs. Employee Status

Background: At the December 13, 2012 Gulf of Maine Association meeting Randall Libby, as part of the independent audit report, “recommended checking on the Independent Contractor vs. employee status.” On March 14, 2008 Mr. John Lambert of Lambert Coffin attorneys at law provided a review of the “Association of US Delegates to the Gulf of Maine Council on Marine Environment, Inc. Independent Contractor v. Employee Issues.” Internal changes have been made to address ideas presented in the legal review.

Consent Agenda Recommendation: Following the FY 14 independent audit, a memo will be provided to the Gulf of Maine Association at their December, 2013 Annual Meeting that will delineate issues that have been addressed since the 2008 Lambert Coffin legal review re-state a rationale for choosing the independent contractor status instead of hiring employees.

Prepared by Cynthia Krum, Executive Director, Gulf of Maine Association

Action Agenda Documents

- 1. Clarification of GOMA Relationship with the Gulf of Maine Council on the Marine Environment’s Management and Finance Committee and Working Group (p. 6-7)**
- 2. Amended and Restated By-laws of Association of US Delegates to the Gulf of Maine Council on the Marine Environment Corp. (p. 7-18)**

- 1. Clarification of GOMA Relationship with the Gulf of Maine Council on the Marine Environment’s Management and Finance Committee and Working Group
Prepared May 30, 2013**

Background: There is a need for the Gulf of Maine Association (GOMA) to officially clarify its relationship with the Gulf of Maine Council (GOMC) Management and Finance Committee (MF) and the GOMC Working Group (WG) since the MF and WG review financial and contractual documents prior to GOMA approval. Currently “Article 2 – Directors, Section 10 – Delegation of Duties” of the GOMA Bylaws state that the “*Board has the authority to delegate certain financial and contractual oversight powers to the Gulf of Maine Council’s Management and Finance Committee by resolution setting forth the exact powers delegated.*” After MF review it was recommended that this portion of the bylaws be changed. Please see recommendation number one (1) below.

To carry out recommendation number one (1), recommendation number two (2) has also been developed for GOMA consideration.

Recommendations:

1. Approve the “GOMA Bylaws - Amended Restated June 13, 2013” (attached as separate document with tracked changes for reference) with change to Article 2, Section 10 as follows: “*Board has the authority to ask for guidance and advice on financial and contractual matters from the Gulf of Maine Council’s Management and Finance Committee and the Gulf*

of Maine Council's Working Group," and to change the title of Section 10 to "Guidance and Advice."

2. Approve following list of financial and contractual matters where guidance and advice can be used from GOMC MF and/or WG:

Budgets per Budget Approval Flow Chart:

- Review operating budget and revised budget per MF and WG roles described in the Budget Approval Flow Charts (provided as part of the GOMC June 13, 2013 Briefing Packet).
- Review of budget summary documents and recommendation for submittal to the GOMA.

Financial Reports and Management:

- Review of Budget vs. Actual reports and make recommendation for submittal to the GOMA.
- Review net assets minimum balance based on GOMA recommendation.
- In any single fiscal year, MF can advise to allocate up to a cumulative amount of \$7,000 of allowable, unallocated funds.

Contractual:

- Carry out the MF roles stated in the GOMA Acquisition of Services Policy.
- WG will be alerted of any new GOMC contractor selections with time allowed for comment prior to contracting with any new GOMC contractors.
- MF and WG Review Scope of Services for All Contractors Document

Prepared by Cynthia Krum, GOMA Executive Director with review from MF and GOMA Board of Directors Chair

2. Amended and Restated By-laws of Association of US Delegates to the Gulf of Maine Council on the Marine Environment Corp. (p. 7-18)

AMENDED AND RESTATED BY-LAWS OF ASSOCIATION OF U.S. DELEGATES TO THE GULF OF MAINE COUNCIL ON THE MARINE ENVIRONMENT CORP.

ARTICLE 1 – THE CORPORATION

Section 1 – Name of Corporation. The name of the Corporation is "Association of U.S. Delegates to the Gulf of Maine Council on the Marine Environment Corp."

The Corporation shall do business as the "Gulf of Maine Association".

Section 2 – Seal of Corporation. The seal of the Corporation, if any, shall be in the form of a circle and bear the name or initials of the Corporation and the year of its organization.

Section 3 – Office of the Corporation. The registered office of the Corporation shall be located within the City of Portland, Maine, and shall be designated, or may from time to time be changed, by a resolution adopted at any regular or special meeting of the Board of Directors (the “Board”).

Section 4 – Purpose of Corporation. The Corporation is organized exclusively for “charitable purposes” within the meaning of Section 501(c)(3) of the Internal Revenue Code and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The specific purposes of the Corporation are to:

- a) Coordinate conservation of the Gulf of Maine (the “Gulf”) ecosystem – assist the Gulf of Maine Council on the Marine Environment (the “Gulf of Maine Council”) in promoting a long-term, cooperative environmental management strategy and framework to unite the protection efforts and responsibilities of the bordering Gulf states and provinces;
- b) Promote sustainable development – promote the sustainable development and management of the Gulf’s marine and coastal resources;
- c) Promote public awareness – improve stewardship of the Gulf by increasing public awareness about its resources, management issues, and ways the public can become involved;
- d) Foster marine research – improve management of the Gulf by promoting research on the structure of the Gulf ecosystem as well as the effects of pollution, habitat loss and other stresses;
- e) Further the interests of the Gulf of Maine Council – apply for and obtain funding, enter into contracts, and otherwise take actions that further the Gulf of Maine Council’s goals to maintain and enhance the environmental quality of the Gulf’s marine and coastal resources; and

- f) All other lawful related activities associated with the promotion of the Gulf's natural preservation, other than activities prohibited by Section 501(c)(3) of the Internal Revenue Code.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, Directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these By-laws.

No substantial part of the activities of the Corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these By-laws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(C)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(C)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Notwithstanding any other provision of these By-laws, the Corporation shall not engage in any activities or exercise any powers that are not in furtherance of the purposes of the Corporation.

Section 5 – Members. The Corporation shall have no members.

ARTICLE 2 – DIRECTORS

Section 1 – Directors. The Corporation shall have a Board of no less than eight (8) and no more than fifteen (15) Directors. The number of Directors shall be fixed from time to time by resolution of the Board.

Section 2 – Appointment. From time to time the Board may vote to appoint individuals to fill Director vacancies created by resignations, removals or ends of term, under the conditions stated in subsequent sections of these By-Laws.

Section 3 – Eligibility; Term. The Board shall at all times have at least six (6) of its Directors from the United States and at least two (2) of its Directors from Canada. The Board shall endeavor, but is not required, to have approximately a three-fifths (3/5) to two-fifths (2/5) ratio of United States Directors to Canada Directors.

The Board, or the Executive Committee if such authority is delegated to the Executive Committee by the Board, shall have the authority to set any number of Board positions to be filled by individual appointment or by governmental position appointment. In the latter case, the individual holding that governmental position shall serve as a Director, to be succeeded automatically by any subsequent replacement without further Board action.

Any individual serving on the Board whose position on the Board is not held by virtue of his or her governmental position shall serve until his or her successor is duly elected or until his or her earlier resignation or removal.

Directors shall serve for a term of three years. Directors may serve any number of consecutive terms.

Section 4 – Duties of Directors. The Directors of the Corporation shall perform such duties as are incumbent upon them by reason of their election to any office, and shall perform such other duties or functions as may from time to time be required by the Corporation or these By-laws, or which may arise by reason of their appointment to serve on committees functioning within the Corporation or in cooperation with other persons or groups.

Section 5 – Vacancies of Directors. Any vacancy resulting from resignation or other removal of a Director by virtue of a governmental position that is not filled automatically by the applicable governmental agency shall be filled by nomination of the Nominating Committee and subsequent appointment by the Board at the next annual meeting of the Board. The Nominating Committee shall recommend to the

Board a new governmental position or an additional non-governmental representative to replace any governmental position that is terminated by the applicable governmental agency. Should any Director whose position on the Board is not held by virtue of his or her governmental position resign or be removed during his or her term, the Nominating Committee shall nominate and the Board shall appoint an individual to succeed to the position vacated on the Board at the next meeting of the Board.

Section 6 – Removal. A Director may be removed by a two-thirds (2/3) vote of the Directors for any reason or no reason, in the discretion of the Directors. Any Director who holds such position by virtue of his or her position on the Gulf of Maine Council shall automatically be removed from the Board upon his or her removal from the Gulf of Maine Council, for whatever reason, without necessity of a vote.

Section 7 – Executive Committee. The Board may appoint from their number an Executive Committee of not fewer than four (4) individuals, who shall be the Chair, Vice-Chair, Secretary Treasurer, and not more than six (6) individuals, who shall include the Chair, Vice-Chair, Secretary, Treasurer and up to two (2) additional non-officer individuals selected by the Board. At least one (1) representative from each of the United States and Canada shall serve on the Executive Committee. Three (3) of the members of the Committee shall constitute a quorum, and meetings may be called by any member of the Committee or any Director. Between meetings of the Corporation, subject at all times to the control of the Corporation, the Executive Committee shall have general supervision of the administration of the Corporation, except that unless specifically empowered by the Corporation to do so it may not take any action reserved to the Board. The Board reserves the power to elect officers, adopt budgets for the Corporation, approve audits of the Corporation and amend these By-laws.

Section 8 – Nominating Committee. The Nominating Committee shall be the Executive Committee unless the Executive Committee otherwise appoints, and shall be responsible for making nominations of Directors as required by these By-Laws. The Nominating Committee shall provide nominations to the Board at least seven (7) days prior to the Board's annual meeting or any other meeting called for the

appointment of Directors. The Board will take into consideration the Nominating Committee's direction, but not be bound by this, in voting to fill Director positions.

Section 9 – Other Committees. The Board may appoint such other standing or ad hoc committees for such periods and with such powers as it shall deem proper.

Section 10 – Guidance and Advice. Board has the authority to ask for guidance and advice on financial and contractual matters from the Gulf of Maine Council's Management and Finance Committee and the Gulf of Maine Council's Working Group. ~~**Delegation of Duties.** The Board has the authority to delegate certain financial and contractual oversight powers to the Gulf of Maine Council's Management and Finance Committee by resolution setting forth the exact powers delegated. If the Board delegates such powers, the Board shall also designate at least two (2) Directors, one (1) each from the United States and Canada, as liaisons who shall participate in meetings and discussions held by the Gulf of Maine Council regarding budgeting and contracting issues to the extent the Gulf of Maine Council permits such participation.~~

Section 11 – Limitations on Directors. In the event that any program, organization, or other third party that provides funds to or otherwise supports organizations such as the Corporation limits participation or access to funds or other services to only United States participants, only those Directors who are United States representatives shall be entitled to vote on such matters, whether in the Executive Committee or the full Board. Notwithstanding any other provision of these By-laws to the contrary, for any such vote, a majority of the United States representatives on the Board or Executive Committee shall constitute a quorum.

Section 12 – Official Observers. The Corporation shall have no more than three (3) Official Observers to the Board. The number of Official Observers can be fixed from time to time by resolution of the Board.

ARTICLE 3 – OFFICERS

Section 1 – Officers. The officers of the Corporation shall be a Chair, Vice Chair, Secretary and Treasurer. The Chair and/or the Vice Chair must be from the United States, and such officer, shall be required to sign on behalf of the Corporation all contracts, deeds and other instruments made by the Corporation and sign on behalf of the Corporation all checks drawn from United States accounts. The Treasurer, Vice Chair, Chair, Secretary, or any Executive Director as authorized by the Corporation may also sign orders and checks for the payment of money and pay out and disburse such monies under the direction of the Corporation.

Section 2 – Chair. The Chair shall preside at all meetings of the Corporation except as otherwise authorized by resolution of the Corporation. At each regular and special meeting, the Chair shall submit such recommendations and information as he or she may consider proper concerning the business, affairs and policies of the Corporation. The Chair shall cause to be prepared and delivered to the Directors an annual audit report at each Annual Meeting and semi-annual financial reports, at each other regular meeting. The Chair may delegate this responsibility to one or more officers or agents.

Section 3 – Vice Chair. The Vice Chair shall perform the duties of the Chair in the absence or incapacity of the Chair, and in case of the resignation or death of the Chair, the Vice Chair shall perform such duties as are imposed on the Chair until such time as the Corporation shall elect a new Chair.

Section 4 – Secretary. The Secretary or the designee of the Secretary, shall keep the records of the Corporation, act as Secretary of the meetings of the Corporation, and record all votes and keep a record of the proceedings of the Corporation in a journal to be kept for such a purpose, and shall perform all additional duties incident to that office. The Secretary shall keep in safe custody the seal of the Corporation, if any, and shall have the power to affix such seal to all contracts and instruments authorized to be executed by resolution of the Corporation. The Chair may assign any or all of the above mentioned duties to the Executive Director.

Section 5 – Treasurer. The Treasurer of the Corporation shall oversee the care and custody of all funds of the Corporation and shall cause such funds to be deposited in the name of the Corporation in such bank or banks as the Corporation may select. The Treasurer shall oversee the keeping of regular books of accounts showing expenditures and shall render to the Corporation at each regular meeting, or more often when requested, or shall cause to be rendered, an accounting of the transactions and the financial condition of the Corporation. At each annual meeting of the Corporation, the Treasurer shall render a report concerning the financial affairs and activities of the Corporation during the year then ending. The Corporation may obtain Directors and Officers liability insurance and fidelity bond and employee dishonesty insurance coverage to protect the Corporation's funds, both in such amounts and upon such terms as the Directors may establish from time. The Chair may assign any or all of the above mentioned duties to the Executive Director.

Section 6. – Secretary and Treasurer Pro Tems. In the absence of the Secretary, the Directors of the Corporation shall provide at each regular or special meeting for a Secretary Pro Tem, who shall perform the Secretary's duties until such time as the Secretary is again available or is replaced. In the event of the incapacity of the Treasurer, his or her duties or functions may be assumed during the Treasurer's absence by the Vice Chair upon approval by the Corporation.

Section 7 – Executive Director. The Board may engage an Executive Director, who shall be the Chief Administrative Officer of the Corporation to handle such administrative duties and matters as are delegated by the Board or the Chair of the Corporation. The Executive Director of the Corporation shall serve upon such terms and conditions as the Board may establish from time to time.

Section 8 – Election or Appointment of Officers. The Chair and Vice Chair, Secretary and Treasurer shall be elected at the annual meeting of the Corporation from among the Directors of the Corporation, and shall hold office for three (3) years or until their successors are elected and qualified. Officers may hold office for any successive number of consecutive terms.

Section 9 – Vacancies of Officers. Should any of the offices of the Corporation become vacant, the Corporation shall elect a successor from the Directors at the next annual meeting or a special meeting held for this purpose.

Section 10 – Additional Personnel. The Corporation may from time to time employ or otherwise engage such personnel as is deemed necessary to exercise its powers, duties and functions as prescribed by law of the State of Maine. Selection and compensation of such personnel shall be determined by the Corporation subject to the laws of the State of Maine.

ARTICLE 4 – MEETINGS

Section 1 – General Provisions. Meetings of the Board of Directors constitute meetings of the Corporation. Annual meetings and regular meetings of the Corporation shall be held at such time and place as may be designated or subsequently changed by resolution adopted by the Corporation at any regular or special meeting. In the event the date of any annual or regular meeting as provided in any resolution shall fall on a Sunday or legal holiday, the meeting shall be held on the next succeeding secular day at the place and time designated in the resolution.

Section 2 – Annual Meeting. Annual meetings of the Corporation shall be held during the month of December (or other month designated by the Board of Directors as it deems reasonable) of each year at such time and place as is designated in the notice of meeting for the purpose of electing officers, receiving the annual reports of the officers and the audit of the corporation, and for the conducting of such other business as may come before the meeting.

Section 3 – Regular Meetings. Regular meetings of the Corporation shall be held twice a year (including the Annual Meeting) for the transaction of the business of the Corporation at a date, time and location established by the officers at the Annual Meeting or at any subsequent meeting, or in the notice of meeting.

Section 4 – Notice of Annual and Regular Meetings. Notice of the regular meetings of the Corporation, including the Annual Meeting, shall be given by the Chair, Vice Chair, Secretary, Treasurer or their designee, at least seven (7) days in advance of such meeting. The notice of meeting shall set forth the date, time and location where the meeting shall occur, or in the case of telephonic meetings the date, time and call-in connection for the meeting. Notice of meetings may be transmitted to members by mail, courier, express delivery service, electronic mail or fax.

Section 5– Special Meetings. The Chair, Vice Chair or Secretary of the Corporation may call a special meeting of the Corporation for the purpose of transacting any business when deemed necessary and shall call a special meeting of the Corporation upon the written request by any two Directors. The call for a special meeting may be delivered to any Director via electronic mail or may be mailed to their business or home address at least five (5) days prior to the date of the special meeting. At such special meeting, no business shall be considered other than as designated in the set reason for the meeting, but if a quorum of Directors are present, any and all business may be transacted at such special meeting.

Section 6 – Quorum. The powers of the Corporation shall be vested in the Directors. Five (5) Directors shall constitute a quorum for the purpose of conducting business and exercising the Corporation's powers and for all other purposes. A smaller number may adjourn from time to time until a quorum is obtained. When a quorum is in attendance, action may be taken by the Corporation upon a vote of the majority of the Directors present.

Section 7 – Order of Business. At the regular meeting of the Corporation, the following order of business may be employed by the Corporation:

1. Roll Call
2. Reading and approval of the minutes of the previous regular meeting and any intervening special meeting.
3. Financial report.
4. Unfinished business.
5. New business.

6. Director's matters of communication.

7. Adjournment.

All resolutions shall be in writing and shall be copied or entered in a journal of the proceedings of the Corporation.

Section 8. Conduct of Meetings. Meetings of the Corporation may be held in person, by telephonic conference call or video conferencing or other electronic means by which members of the Board of Directors may participate in the meeting. The Board of Directors may also act informally without holding a meeting, by unanimous written consent which may be given in counterparts or electronically. Consent of the Board of Directors may also be registered by electronic mail, the records of which shall be kept at the business office of the Corporation.

Section 9 – Manner of Voting. The voting on all questions coming before the Corporation shall be by voice vote, show of hands or other means of communication in which the record of voting can be accurately reflected in the minutes of the meeting.

Section 10 – Director Representatives. Any time action is to be taken at a meeting of the Directors and a Director is for any reason not present or otherwise is unavailable for such meeting, the unavailable Director shall have the authority to appoint a representative to serve in his or her position at such meeting, by writing delivered to the Chair, Secretary or Executive Director. The representative shall have the same authority to act as the Director would himself or herself if present at such meeting, shall be subject to the same duties and responsibilities as the Director, and shall for all purposes of these By-laws be a "Director" for the purposes of such meeting.

ARTICLE 5 – AMENDMENTS

Amendments to By-Laws. These By-laws shall be amended by resolution adopted by the affirmative vote of at least five (5) Directors at a regular or special meeting of the Board, held after seven (7) days' notice in writing of the substance of the proposed amendment has been sent to each Director.

ARTICLE 6 – DIRECTORS COMPENSATION

All Directors shall be entitled to receive reimbursement for any and all expenses incurred by them in the performance of their duties and responsibilities as a Director or officer of the Corporation.

ARTICLE 7 – DISSOLUTION

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(C)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then 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.

Proposed revision, at June 13, 2013