

MAINE PRESERVATION BYLAWS

October 5, 1996 - Revised on October 20, 2004

ARTICLE I Name and Location

The name of this corporation shall be Maine Preservation. ~~and its location shall be at Portland in the County of Cumberland and State of Maine.~~ **It shall have a principal office in Portland, Maine or such other place in the State of Maine as the Board of Trustees, may, from time to time, select.**

ARTICLE II Seal

The corporate seal of this corporation shall be circular, bearing the words "~~Citizens for Historic Preservation, Inc.,~~ **Maine Preservation, 1972 Maine.**"

ARTICLE III Purposes

The purposes of this corporation are to be those set forth in the Certificate of Incorporation of this corporation.

ARTICLE IV Membership

Section 1. The membership of this corporation shall consist of all persons who agree to comply with rules, regulations and procedures of the corporation.

Section 2. The Trustees may establish different classes of membership and shall determine the amount of dues, to be paid annually or otherwise by members of each class.

Section 3. Each member shall be entitled to one vote on each matter submitted to a vote of the members at any meeting thereof, and all members shall be eligible to serve as members of the Board of Trustees and as officers of the corporation. Proxies shall not be recognized. If payment for dues was made by or in the name of both husband and wife, one vote may be cast by either, but not both.

Section 4. Any member who fails to pay his dues for a period of one year from the due date thereof may, after demand for payment is made by the Treasurer in writing, be dropped from membership by the Board of Trustees.

ARTICLE V Officers

The officers of the corporation shall be a president, vice president, secretary, treasurer, and clerk, and such other officers, including one or more vice presidents, assistant secretary and assistant treasurers, as the vote of the members may determine. All officers must be also duly elected members of the Board of Trustees except for the clerk. These officers shall be elected at the annual meeting of the members and shall hold office until their successors are duly elected and qualified. Vacancies in any office may be filled for the unexpired term by the Board of Trustees. No officer shall serve more than three consecutive one-year terms in any one office, except for the clerk.

The officers shall perform such duties as customarily pertain to their respective office and such other duties as may be prescribed from time to time by the Board of Trustees. If required by the Board of Trustees, the treasurer shall give such bond as the trustees may determine and the corporation shall pay the premium.

ARTICLE VI Trustees

Section 1 -The Board of Trustees shall consist of not less than 7 nor more than 20 members of the corporation, elected by the members at the annual meeting of the corporation. All trustees shall serve three-year terms. No trustee shall serve more than two consecutive three-year terms.

Section 2. The business and property of the corporation shall be managed and controlled by the Board of Trustees. All the powers, except such as are otherwise provided for in these By-Laws and in the laws of the State of Maine, shall be and are hereby vested in and shall be exercised by the Board of Trustees. The Board of Trustees may by general resolve delegate to committees of their own number, or to officers of the corporation, such powers as they may see fit.

Section 3. The Executive Committee shall consist of all officers of the corporation, except for the clerk. The Executive Committee shall exercise the powers of the Board of Trustees during intervals between meetings of the Board of Trustees.

Section 4. In addition to the Board of Trustees the members may elect any number of additional Advisory Trustees, including a Chairman thereof as they may see fit from time to time; terms to be one year each. Such Advisory Trustees having the right to attend all meetings of the Board of Trustees but having no vote therein. Advisory Trustees shall not exercise the usual powers of Trustees in the government and direction of the affairs of the corporation but shall act in an advisory capacity to the Board of Trustees.

Section 5. Should a vacancy occur on the Board of Trustees, whether by resignation, removal or otherwise, the President, with approval of the Executive Committee, shall be authorized to appoint a member to fill that vacancy for the unexpired term; said appointment to be confirmed by the Board of Trustees.

ARTICLE VII Meetings

Section 1- The annual meeting of this corporation for the election of officers and for the transaction of such other business as would regularly come before it, shall be held at such time during the months of September or October and at such place as the Board of Trustees may determine. If a quorum, as required by these By-Laws, be not present at such meeting, such election may be held at any adjournment of such meeting at which such quorum may be present.

Section 2. Special meetings of the corporation may be called by the President, a majority of the Board of Trustees, or by ten members by giving to the secretary or the Board of Trustees signed notice of the time and place of such meeting and purposes for which it is called, and it shall be the duty of the secretary when notified to see that notice of said meetings shall be given to the members of this corporation in the manner prescribed by these By-Laws.

Section 3. A quorum at any meeting of the corporation shall consist of not less than ten members. If such quorum be not present, the meeting may be adjourned from time to time until such quorum is attained.

Section 4. One-third of the full membership of the Board of Trustees shall at all time constitute a quorum for the transaction of business at all meetings held by the Board of Trustees. Business may be transacted by a majority vote of all trustees present.

Section 5. The call for all meetings shall be made by the secretary by sending through the mail to each person on the membership roll a written notice, at least seven days before the date of said meeting.

ARTICLE VIII Prohibited Activities

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, 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 before herein.

Notwithstanding any other provisions of these By-Laws, this corporation shall not take any action or carry on any activity not permitted to be taken or carried on by an organization exempt under Section 501(c)3 of the Internal Revenue Code of 1954 (or the corresponding provision of

any future United States Internal Revenue law), or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE IX Dissolution

Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)3 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of by the Superior Court of Kennebec County exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X Amendments

These By-Laws may be altered or amended by a majority vote of the members present at any meeting, provided that notice thereof is contained in the notice of such meeting, and provided further that amendments to these By-Laws are subject to the restrictions set forth in the Certificate of Organization of this corporation.

ARTICLE XI Rules of Order

Roberts Revised Rules of Order shall govern the proceedings of all meetings.

ARTICLE XII Indemnification of Officers, Trustees, and Employees

To the fullest extent now or hereafter permitted by law, the corporation shall hold harmless and indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed actions, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was an officer, trustee, agent, or employee 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 for any person with respect to any matter as to which he or she shall have been finally adjudicated in any action, suit or proceeding not to have acted in good faith or in the reasonable belief that his or her action was in the best interest of the corporation or with respect to any criminal action or proceeding had reasonable cause to believe that his or her conduct was unlawful. The termination of any action, suit or proceeding by a judgment, order of conviction adverse to such person or by settlement or a plea of nolo cotendere or its equivalent, shall not of itself create a presumption that such person did not act in good faith and the reasonable belief that his or her action was in the best interest of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Any indemnification in accordance with the terms of this Article XII, unless ordered by a court, shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the trustee, officer, employer or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth above. Such determination shall be made by the Board of Trustees by a majority vote of a quorum consisting of Trustees who were not parties to such action, suit or proceeding, or if such quorum is not obtainable, or even if obtainable if a quorum of disinterested Trustee so directs, by independent legal counsel in a written opinion, or by the members of the corporation.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as the same

may be authorized by the Board of Trustees in the manner hereinbefore stated; provided that the corporation shall have received an undertaking by or on behalf of the Trustee, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation as authorized in these by-laws.

The indemnification provided in these by-laws for any person shall not be deemed exclusive of any other rights to which such person may be entitled under any other agreement, vote of members or disinterested Trustees or applicable provisions under Maine law, and shall continue as to any such person who has ceased to be a Trustee, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

The Board of Trustees may authorize the purchase and maintain at the expense of this corporation, insurance on behalf of any person who is or was a trustee, officer, employee, or agent of this corporation against any liability asserted against him or her, or incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability under applicable provisions of law, these by-laws or otherwise.

If any word, clause or provision of the Article XII or any award made hereunder shall for any reason be determined to be invalid, the provisions hereof shall not otherwise be affected thereby but shall remain in full force and effect.

END

Note: These are the By-Laws of Citizens for Historic Preservation adopted in September 1972. At the annual meeting, October 8, 1977 they were amended as follows: In Article V, changing the terms of officers from two to three consecutive one year terms in any one office; Article VI, enlarging the Board of Trustees from a maximum of 15 members to 20 members; and the addition of a Section 4 under Article VI, to provide for Advisory Trustees. At the annual meeting October 5, 1996, they were amended as follows: In Article I, changing the name of the organization from "Citizens for Historic Preservation, Inc." to "Maine Preservation;" Articles V and VI, deleting "corresponding secretary" and "recording secretary" and inserting "secretary" in their stead; Article V, adding a Section 5 to provide for filling mid-term vacancies on the Board of Trustees; and the addition of an Article XII, "Indemnification of Officers, Trustees and Employees."

Note: To clarify Article III Purposes there follows the language as set forth in the Certificate of Incorporation of Citizens for Historic Preservation, as amended on October 5, 1986. :

Amendment to MP By - laws, Article III. Approved 10/86

To engage exclusively in charitable, educational and scientific purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law), and within these restrictions, to engage in activities including, but not limited to the following:

(a) to discover, procure and preserve whatever may relate to the civil, military, economic, literary, educational, natural and ecclesiastical history, including structures and sites in the State of Maine, and also the historical, architectural, archaeological and cultural heritage of the State of Maine; to assist in educating the public to the importance of the State of Maine's historical, architectural, archaeological and cultural heritage, and to disseminate the information relative thereto;

(b) To engage in and otherwise promote for the general public the preservation of the natural resources of the State of Maine, and the areas contiguous to it, including soil, water resources, swamps,

woodland and open preservation of unique historic and scenic sites including maintenance of docking facilities, dams, roads and trails;

(c) To acquire, by gift, devise, bequest, lease, purchase or otherwise real and personal property, both tangible and intangible and interests therein, of every sort and description and to use such property in such manner consistent with the purposes of the Corporation, provided, however, that the Corporation shall have the right to reject any gift or bequest; to hold for investment or in trust and to sell, lease, mortgage, encumber or dispose of any such real and personal property.

(d) To use all property held or controlled by this corporation and the net earnings thereof exclusively for the benefit of the general public for the charitable, educational, and scientific purposes for which the Corporation is formed as set forth in these Articles;

(e) to provide for the preservation of historic property by entering into preservation agreements (as defined in 33 MRSA S 1551) and to receive preservation interests (as defined in 33 MRSA S 1551).

(f) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, officers of 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 of the Corporation set forth herein. No substantial part of the activities of the Corporation shall be 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 any candidate for public office. Notwithstanding any other provision of these articles, 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 of 1954 (or the corresponding provision of any future United States internal Revenue Law).

The original articles were recorded, Sept. 20, 1972, Kennebec County Registry of Deeds, Book 1596 , P. 873, Filed with the Secretary of State September 22, 1972, Vol. 37, p. 78. An amendment to the purposes of the corporation incorporating the section of the By-Laws, Article VIII Prohibited Activities into the certificate of organization was added in 1976 . (Recorded Kennebec County Registry of Deeds, Book 1900, page 188; Filed with the Secretary of State April 28, 1976, Vol. 74, page 414-417.). The 1986 amendment clarified the organization's ability to hold easements and corresponded more closely with the legal term defining a non-profit organization.