

Fund to Support Historic Alna

By-Laws

Article 1. Name. The name of this corporation is the Fund to Support Historic Alna

Article 2. Purpose. The purpose of this body is to help fund the preservation, maintenance, and restoration of historic sites located in the Town of Alna, Lincoln County, State of Maine. The location and principal office shall be at the Alna Town Office.

Article 3. Membership. The membership of the corporation shall be persons interested in the preservation, maintenance, and restoration of historic sites in the Town of Alna, and accepted by the Board of Trustees.

Article 4. Governing Officials

Section 1, Trustees: The business of the corporation shall be managed and controlled by a Board, with a minimum of five members, which number and whose terms may from time to time be determined by the Trustees. Trustees shall not be compensated for their service as Trustees.

Subsequent to their initial appointment by a Board of Incorporators, election of the members of the Board shall be at an annual business meeting, and the term of office shall commence the following September 30.

Section 2, Officers: There shall be elected at each annual business meeting (September) from the Board of Trustees, a President, Vice President, Secretary, and Treasurer. Officers shall not be compensated for their service as officers.

The offices of Secretary and Treasurer may be combined or they may be filled by two persons.

Section 3, Terms of Office and Duties of Officers:

The initial term for each board member shall be specified by the Board of Incorporators at the time that each initial appointment is made. Subsequent to the initial term, Officers and Members of the Board of Trustees shall serve the terms as elected, or until their successors take office.

Initial terms shall commence upon appointment, and shall continue for the duration specified for each office. Subsequent terms shall commence on September 30 on or following the date of the election.

The President shall preside at all meetings. In the absence of the Secretary, the President shall be responsible to call meetings.

The Vice President shall preside at meetings in the absence of the President.

The Secretary shall

- A.** keep records of all annual, interim, and special meetings of the committees and of the Board of Trustees,
- B.** maintain a list of all members and their contact information,
- C.** call all meetings of the Board of Trustees,
- D.** notify members as appropriate (email, mail, *etc.*) of all meetings,
- E.** maintain records showing that all principal officers and committee members have read, understood, and agreed to abide by the Conflict of Interest Policy,
- F.** at the annual meeting, make a report of the Office for the preceding year, and
- G.** perform any other duties pertaining to this office.

The Treasurer shall

- A.** collect all monies and donations and keep records of all donors,
- B.** arrange and maintain accounts, and arrange an account for the payment of bills,
- C.** receive, approve, and pay all bills,
- D.** make other payments, as approved by the Board of Trustees,
- E.** render a full and detailed report at the Annual Business Meeting; one copy being for the Secretary, and
- F.** at all times keep the Deputy Treasurer reasonably apprised of all matters concerning the office

The Deputy Treasurer shall have all responsibilities and authorities of the Treasurer, but shall exercise those authorities only upon absence or disability of the Treasurer, or upon explicit delegation by the Treasurer.

Section 4, Boards and Committees:

A. Board of Incorporation: A Board of Incorporation comprising at least three members shall be responsible for finalizing and approving initial governing documents, nominating and appointing the initial Board of Trustees and Officers, and for specifying corresponding initial terms of office.

Any person may nominate themselves or another person to serve on the Board of Incorporation. The first three nominees who have been duly nominated and agree to serve on the Board of Incorporators shall be affirmed.

Upon affirmation of the first three members of the Board of Incorporators, nominations for additional members shall be closed upon unanimous agreement of all affirmed members. Likewise, affirmation of nominations to the Board of Incorporators beyond the third shall be by unanimous agreement of all affirmed members.

The Board of Incorporation shall be immediately and automatically dissolved upon affirmation of all Trustees and Officers, and specification of the corresponding initial terms of office.

B. Board of Trustees: The Board of Trustees shall retain fiduciary responsibility to the Fund to Support Historic Alna, and shall, by majority vote, of a quorum being present, exercise sole authority to make decisions on all matters related to the purpose of the Fund to Support Historic Alna, including, but not limited to

- i. determining which historic properties within the Town of Alna that the Fund to Support Historic Alna shall work toward preserving, maintaining, and restoring
- ii. defining the composition of and the charter for advisory committees
- iii. appointing and, by majority vote of a quorum present, confirming committee members
- iv. reviewing and approving official communications on behalf of the Fund to Support Historic Alna

- v. reviewing and approving committee recommendations, including those related to investments, expenditures, contracts, and all other matters relating to the mission of the Fund to Support Historic Alna

C. Advisory Committees: The Board of Trustees shall define the purpose, composition, and duration of each advisory committee. Advisory committees shall be chaired by a Trustee and shall include members appointed by a Trustee. Committees shall include the following:

- vi. Property Committee The Property Committee shall be a standing committee. The Property Committee shall have the following purpose and responsibilities:
 - Make recommendations as to which historic properties within the Town of Alna for which the Fund to Support Historic Alna should work toward funding preservation, maintenance, and restoration.
 - Identify and prioritize specific preservation, maintenance, and restoration projects for each property approved by the Board of Trustees.
 - Upon approval of the Board of Trustees, retain or consult with outside experts to identify preservation, maintenance, and restoration needs, and to develop reserve studies, maintenance schedules, cost estimates, *etc.*
 - Make recommendations to the Board of Trustees regarding expenditures (including grants) that further the preservation, maintenance, and restoration of historic sites in the Town of Alna.
- vii. Development Committee The Development Committee shall be a standing committee. The Development Committee shall have the following purpose and responsibilities:
 - Raise funds for the preservation, maintenance, and restoration of historic properties within the Town of Alna.
- viii. Grant Committee The Grants Committee shall be a standing committee. The Grants Committee shall have the following purpose and responsibilities:
 - Establish requirements for grant applications and criteria for reviewing, ranking, and evaluating grant applications.
 - Review grant requests for specific projects, and make recommendations on such grant requests to the Board of Trustees.

D. *Ad Hoc* committees shall be appointed by a Trustee, and confirmed by majority vote of the quorum present of the Board of Trustees.

Article 5. Meetings. All meetings shall be called by the Secretary or (in the absence of the Secretary) by the President.

Section 1, Annual Business Meeting: The Annual Business Meeting shall be held in the month of September. Notice as to the time and place of the meeting shall be provided in writing (email, mail, *etc.*) to each member at least seven days in advance.

Section 2, Other Meetings: Interim or special meetings may be held at any convenient time and place designated by the Secretary or the President for which an order of business to be transacted has been filed with the Secretary. The Secretary shall provide notice to each member as to the time, place, and purpose of such meetings. Notice of meetings called on short notice may be provided by email, telephone, or as otherwise deemed expedient.

Article 6. Quorum. Three members of the Board of Trustees, including at least one Officer, shall constitute a quorum for the transaction of business.

Article 7. Prohibited Activities.

Section 1, No Private Benefit. No part of the net earnings of the corporation shall inure to any member of the corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation. In general, neither Trustees nor Officers nor members shall be compensated in their respective capacities, except as allowed below for direct reimbursement for expenses incurred, or compensation for services rendered that are outside those described in the Bylaws.

Section 2, Loans to Officers or Directors: The corporation shall not lend any of its assets to any officer or director of this corporation [unless such loan program is regularly conducted as part of the activities of the organization and the qualification of the individual to participate in same is determined by a panel

comprised solely of non-Board members], or guarantee to any person the payment of a loan by an officer or director of this corporation.

Section 3, Political Lobbying: No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Section 4, Other Activities: Notwithstanding any other provision of the articles of incorporation or other governing documents, the corporation shall not carry on any other 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 now enacted or hereafter amended.

Article 8. Disbursement of Monies. All funds received by the Corporation shall be used for the maintenance, preservation, and restoration of historic sites in the Town of Alna, and for expenses incident to the conduct of the duties of the Officers and the Board. Expenditures shall be authorized by the Board of Trustees.

Article 9. Amendments. These By-laws may be amended, altered, changed, added to, or repealed by the affirmative vote of at least four members of the Board of Trustees at any meeting thereof.

NOTE: This organization was incorporated under Chapter fifty-four of the Revised Statutes and Amendments of the State of Maine on July 12, 2022, and in the Secretary of State's Office, June 15, 2022.