

## **FRIENDS OF HOG ISLAND, INC. BYLAWS**

---

### **Article I: Name**

The name of the Corporation shall be Friends of Hog Island, Inc. It shall be a non-profit, non-stock corporation organized under the laws of the State of Maine. Its principal place of business shall be located at Bremen, Maine. Said Corporation shall carry on business and operate anywhere within the State of Maine or in any state where it has legal authority to carry on business and operate.

### **Article II: Purposes**

The purpose of the Corporation shall be as specified in the Articles of Incorporation, a copy of which is annexed hereto.

### **Article III: Membership**

The Corporation shall have no voting members. The Board of Directors (hereinafter referred to as “the Board” or “the Board of Directors”), when meeting as the Board of Directors, may exercise the right and powers of members.

### **Article IV: Officers**

The officers of the Corporation shall be a President, Vice President, Secretary, Treasurer, and Past-Presidents’ Council Representative. Each officer shall also serve as a member of the Board of Directors.

**President.** The President shall, if present, preside at all meetings of the Board and exercise and perform such powers and duties as may be from time to time assigned by the Board. The President shall act as the general manager and chief executive officer of the Corporation and has, subject to the control of the Board, general supervision, direction, and control of the business and officers of the Corporation. The President manages the executive director (Article V), who in turn manages other employees of the Corporation. The President has the general power and duty of management, usually vested in the office of President and General Manager of the Corporation and such other powers and duties as may be prescribed by the Board.

Subject to an affirming board vote every three years, the Founding President of the Corporation shall retain all administrative and financial oversight privileges.

**Past Presidents Council Representative.** This Council shall consist of all past presidents of the Corporation. If the Council consists of more than one member, it shall meet immediately following a Corporation officer election to elect one of its members to become a voting participant on the Board of Directors. The first Council representative shall be the Founding President.

**Vice President.** In the absence or disability of the President, the Vice President shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all restrictions upon, the President. The Vice President shall have such other powers and perform such other duties as may be prescribed by the Board.

**Secretary.** The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board and its committees, with the time and place of holding, whether regular or special, how authorized, the notice thereof given, the names of those present at Board and committee meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of Maine, the original or a copy of the Corporation's Articles and Bylaws, as amended to date. The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given, and shall have such other powers and perform such other duties as may be prescribed by the Board.

**Treasurer.** The Treasurer shall keep all monies and other valuables in the name, and to the credit of, the Corporation with such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, shall render to the President and the directors, whenever they request it, but at least quarterly, an account of all transactions of the Corporation. Additionally, the Treasurer shall be responsible for the filing of federal and state information, sales, excise and other returns as may be required and retain all financial records of the Corporation in accordance with applicable Federal and State laws and in accordance with any record retention policy as may be established by the Board.

#### **Article V: Management and the Board of Directors**

**Organizational management.** The property, affairs and activities of the Corporation shall be managed by the Board of Directors. The Board shall have and may exercise all the powers allowed to nonprofit corporations under the laws of the State of Maine except as may otherwise be limited by the provisions of these bylaws, the Articles of Incorporation, and as necessary to maintain the status of a 501(c)(3) tax exempt entity.

The Board of Directors may delegate management of the Corporation to persons or businesses outside the Board. Examples of possible management delegations include, but are not limited to, the hiring of an executive director, associated staff, and an accounting firm.

**Terms of office.** The Board of Directors shall consist of not less than six nor more than 15 members and shall be comprised of both directors and officers. The period of a single term for both directors and officers shall be two years. Multiple terms are permissible if the three following criteria are met: directors or officers must actively seek re-election, must succeed in being re-elected by a majority vote of the Board and cannot exceed the term limits set forth below.

Directors may serve up to three consecutive terms (six consecutive years). Officers may serve up to four consecutive terms (eight consecutive years) except for the President, who may serve up to five consecutive terms (ten years).

Whenever a vacancy occurs, the Board of Directors may elect another person to serve

for the remainder of the vacant term. In the event of a partial term vacancy, the remaining period filled by a newly elected director or officer to complete that partial term shall not be counted as part of these limits.

For those serving consecutive terms, the total period for consecutive terms commences when a person assumes the specific role of either director or officer at the start of a full two-year cycle. Thus, a director who is newly elected to an officer position begins the period of consecutive officer terms when first filling the new officer role.

To strengthen the organization's continuity and consistency, officers who have reached their limit of consecutive terms may be immediately elected as directors. To the same end, directors who have reached their limit of consecutive terms may be immediately elected as officers. To meet the need for fresh perspectives, directors whose consecutive terms have expired cannot be re-elected as directors for at least one year.

Directors and officers leaving the board shall serve until the conclusion of the Corporation's annual meeting, usually held in the fall. New directors' and officers' terms shall begin at the conclusion of that meeting.

**Removal from the Board of Directors.** Any director or officer may be removed, with or without cause, by a vote of a simple majority of the Board of Directors at a special meeting of the Board called expressly for that purpose.

#### **Article VI: Meetings of the Board of Directors**

There shall be an annual meeting of the Board at a convenient time and place decided by the President. All meetings may be conducted electronically through e-mail, conference call, or other electronic media. Special meetings of the Board may be called at any time by the President or by three members of the Board with not less than three days' notice, by email or letter, of the date, time and place that the meeting will be held and the topics to be discussed then. At such meetings, no business shall be transacted which is not specified in the notice of the meeting. At all Board meetings, whether in person by any other virtual means, a quorum shall consist of 50%-plus-one of the current total number of Board members.

**Voting.** Any business requiring a vote by the Board of Directors, except amendments to these bylaws (as described in Article XIII), shall be passed by a simple majority vote at any meeting that meets the requirement for a quorum.

Organizational business may be approved without a formal meeting if a majority of the Board, or all of the members of a Board committee, affirm that business by e-mail or otherwise in writing. Such consents shall be filed with the minutes of Board or committee meetings.

#### **Article VII: Committees**

Committees may be formed and chairpersons appointed by the President in consultation with the directors.

### **Article VIII: Financial**

**Fiscal Year.** The fiscal year of the Corporation shall commence on the first day of January and end on the thirty-first day of December the same year.

**Bank Accounts.** The funds of the Corporation shall be deposited in one or more banks as designated by the Board. All documents to be executed by the Corporation, except checks, shall be executed by the President and Secretary on behalf of the Corporation. Financial payments for the Corporation, whether by check, direct transfer, credit card, or other means, shall be made by the President or another party specifically designated by the President, up to amounts of \$1,000. For amounts greater than \$1,000, payments must also be approved by any two officers in writing or by email prior to execution.

**Audits.** The books and records of the Corporation shall be audited at the discretion of the Board. The Board shall have the discretion to have the books and records of the Corporation subjected to a review, compilation or audit by a Certified Public Accountant (CPA). The Board shall have the authority to choose the individual or firm that will perform the engagement.

### **Article IX: Limitation of Liability**

No director shall be liable to this Corporation except for his or her own acts, gross negligence and defaults in bad faith. No director shall be liable out of his or her personal assets for any obligation or liability incurred by this Corporation or by its directors. The Corporation alone shall be liable for the payment or satisfaction of all obligations and liabilities incurred in carrying on the affairs of this Corporation.

Each member of the Board of Directors may in the discretion of the other members of the Board be indemnified by the Corporation against all loss, costs, damage, expenses and charges reasonably incurred or suffered by him or her in connection with the defense or reasonable settlement of any action, suit, or proceeding to which he or she may be made a party by reason of his or her having been a member of the Board.

### **Article X Conflicts of Interest**

**Purpose.** The purpose of the conflict-of-interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable Corporations.

**Interested Person.** Any director, principal officer, or member of a committee with Board-delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

**Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment or family:

- a) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement.
- b) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
- c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

**Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board considering the proposed transaction or arrangement.

**Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

**Procedures for Addressing the Conflict of Interest.** An interested person may make a presentation at the Board or committee meeting, but after the presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

- a) The chairperson of the Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- b) After exercising due diligence, the Board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- c) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit and whether it is

fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

**Violations of the Conflicts of Interest Policy.**

- a) If the Board or committee has reasonable cause to believe a Board member has failed to disclose actual or possible conflicts of interest, it shall inform that member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b) If after hearing the Board member's response and after making further investigation as warranted by the circumstances, the Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary corrective action.

**Records of Proceedings.** The minutes of the Board and all committees with Board-delegated powers shall contain:

- a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present and the Board or committee decision as to whether a conflict of interest in fact existed.
- b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement and a record of any votes taken in connection with the proceedings.

**Compensation.**

- a) No officer or director shall receive any pay, compensation or benefit from the Corporation directly or indirectly, for performing such duties. This requirement shall not prohibit the reimbursement of incidental expenses necessarily incurred in the business of the Corporation by any officer or director duly authorized.
- b) A voting member of the Board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- c) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- d) Any voting member of the Board or a Board committee whose jurisdiction includes

compensation matters and who receives compensation directly or indirectly from the Corporation, either individually or collectively, is allowed to provide information to any committee regarding compensation.

- e) Notwithstanding any other provisions of these bylaws to the contrary, no director, officer, or other person associated with the Corporation shall take any action or carry on any activity by or on behalf of the Corporation which is not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or are hereafter amended. No director or officer shall receive any net earnings or pecuniary profit from the operations of the Corporation.
- f) As specified in Article V, the Board may hire and pay persons or businesses for the management of the Corporation.

**Annual Statements.** Each member of the Board of Directors shall annually sign a statement which affirms such member:

- a) Has received a copy of these bylaws which includes this conflict-of-interest policy;
- b) Has read and understands the policy;
- c) Has agreed to comply with the policy; and
- d) Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

**Periodic Reviews.** To ensure the Corporation operates in a manner consistent with tax-exempt purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following:

- a) Whether there are any compensation arrangements Board members.
- b) Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- c) Whether partnerships, joint ventures and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further tax-exempt purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

**Use of Outside Experts.** When conducting the periodic reviews, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not

relieve the Board of its responsibility for ensuring periodic reviews are conducted.

**Article XI Dissolution**

In the event of dissolution of the Corporation, none of its assets shall inure to the benefit of any officer or director and all assets remaining after satisfaction of claims shall be disposed of by distribution to an organization or organizations having purposes compatible with and similar to those of the Friends of Hog Island and which then qualify for tax exempt status in accordance with the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954.

**Article XII Parliamentary Authority**

In all matters not covered by these by-laws, the Parliamentary Authority shall be the most recent edition of Robert's Rules of Order.

**Article XIII Amendments**

The Board of Directors shall have power to make, alter, amend, and repeal the Articles of Incorporation or the Bylaws of the Corporation by vote of a majority of all of the Board of Directors at any regular or special meeting.

---

I certify that the foregoing Bylaws of "Friends of Hog Island" were approved and adopted for the organization by its Board of Directors by unanimous consent on November 8, 2024, and that they currently are in effect.

Revised and approved on November 8, 2024.

Signed by:

*Lena Gallitano*

---

Lena Gallitano, Secretary



**DOMESTIC  
NONPROFIT CORPORATION**

**STATE OF MAINE**

**ARTICLES OF INCORPORATION**

**Filing Fee \$40.00**

File No. 20110158ND Pages 4  
 Fee Paid \$ 40  
 DCN 2102801900025 ARTI  
 -----FILED-----  
 10/07/2010

*Johanna L. Dwyer*  
 Deputy Secretary of State

---

**A True Copy When Attested By Signature**

*Johanna L. Dwyer*  
 Deputy Secretary of State

Pursuant to 13-B MRSA §403, the undersigned incorporator(s) execute(s) and deliver(s) the following Articles of Incorporation:

**FIRST:** The name of the corporation is Friends of Hog Island

**SECOND:** ("X" one box only. Attach additional page(s) if necessary.)

The corporation is organized as a public benefit corporation for the following purpose or purposes:  
 For one or more of the purposes as specified in 501(c)(3) of the Internal Revenue Code of 1954 and any successor codes, laws, or amendments.

The corporation is organized as a mutual benefit corporation for all purposes permitted under Title 13-B or, if not for all such purposes, then for the following purpose or purposes:

**THIRD:** The Registered Agent is a: (select either a Commercial or Noncommercial Registered Agent)

Commercial Registered Agent CRA Public Number: \_\_\_\_\_

\_\_\_\_\_  
 (name of commercial registered agent)

Noncommercial Registered Agent

Juanita Roushdy  
 (name of noncommercial registered agent)

47 Keene Neck Road, Bremen, ME 04551  
 (physical location, not P.O. Box – street, city, state and zip code)

P.O. Box 242, Bremen, ME 04551  
 (mailing address if different from above)

**FOURTH:** Pursuant to 5 MRSA §108.3, the registered agent as listed above has consented to serve as the registered agent for this nonprofit corporation.

**FIFTH:** The number of directors (not less than 3) constituting the initial board of directors of the corporation, if the number has been designated or if the initial directors have been chosen, is three

The minimum number of directors (not less than 3) shall be three and the maximum number of directors shall be fifteen

**SIXTH:** Members: ("X" one box only.)

- There shall be no members.
- There shall be one or more classes of members and the information required by 13-B MRSA §402 is attached.

**SEVENTH:** (Optional)  (Check if this article is to apply.)

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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

**EIGHTH:** (Optional)  (Check if this article is to apply.)

Other provisions of these articles including provisions for the regulation of the internal affairs of the corporation, distribution of assets on dissolution or final liquidation and the requirements of the Internal Revenue Code section 501(c) are set out in Exhibit 1 attached hereto and made a part hereof.

**Incorporators\***

Dated October 7, 2010

x Barbara E. Hansen  
(signature)

Street 36 Keene Neck Rd. Bremen 04551  
(residence address)

Barbara E. Hansen  
(type or print name)

(city, state and zip code)

x Sandra Weinrich  
(signature)

Street 25 Linsell Lane Newcastle, Me. 04553  
(residence address)

Sandra Weinrich  
(type or print name)

P.O. Box 724, Hamariscotta, Me 04543  
(city, state and zip code)

x Jay Collier  
(signature)

Street 35 Winter Street  
(residence address)

Jay F. Collier  
(type or print name)

Topsham ME 04086  
(city, state and zip code)