

**MONHEGAN HISTORICAL & CULTURAL MUSEUM ASSOCIATION
MONHEGAN, MAINE
BYLAWS**

RESTATEMENT

This restatement, authorized by Article X of the original Bylaws (last amended on August 19, 2010), hereby deletes all of the provisions of the previous Bylaws and replaces those provisions as follows:

**ARTICLE I
NAME**

The official name of this Corporation is the “Monhegan Historical & Cultural Museum Association.” It shall be a non-profit, non-stock corporation organized under the laws of the State of Maine. For purposes of advertising and promotion, the corporation uses the assumed name of “Monhegan Museum of Art & History;” however, the official name shall remain the binding corporate name to transact its official business. Hereinafter, the Corporation will be referred to as “the Museum”).

**ARTICLE II
MISSION**

The mission of the Monhegan Historical & Cultural Museum Association is to preserve and display objects of historical and cultural significance to Monhegan Island, Maine, and in so doing to provide a source of information and fascination about Monhegan Island for the benefit of the residents of the island and all other interested persons.

**ARTICLE III
FISCAL YEAR**

The fiscal year shall begin on January 1 and end December 31, or may, at the discretion of the Board of Trustees (or the “Board”), be changed by amendment.

**ARTICLE IV
MEMBERSHIP**

Membership shall be open to anyone upon payment of the prescribed contribution.

Section 1. CONTRIBUTIONS. The Board of Trustees shall set the level of annual contributions that qualify individuals for membership.

Section 2. CATEGORIES OF MEMBERSHIP. The Board of Trustees may establish classes of membership with differing dues and determine from time to time the amount of annual dues payable to the by the Members. Any person whose membership is in good standing shall be a Member of the Museum. The term ‘person’ used in these Bylaws shall also include corporations, foundations, associations, unincorporated associations, trusts and partnerships. A Member

may voluntarily resign membership, but no part of such Member's dues shall be refundable by reason of such resignation.

Section 3. MEMBERSHIP CALENDAR. As the Museum's annual on-island exhibits typically run from late June to the end of September, the membership year runs from October 1 of each year to September 30 of the following year. Membership contributions made after the Museum closes for the season shall be credited toward the following exhibit season.

Section 4. ANNUAL MEMBERSHIP MEETING. The Annual Meeting of the Members for the election of Officers and Trustees and approval of any changes to the Bylaws shall be held on the Thursday immediately preceding the third Friday of August in each year. Other membership meetings may be called by the President in accordance with the provisions in Section 6 of Article V.

At least ten (10) days prior notice of the Annual Meeting shall be given by email, mail or posting on the organization's website.

ARTICLE V BOARD OF TRUSTEES

Section 1. GENERAL POWERS. The Board of Trustees shall oversee and govern the property and business of the Museum. The Board shall set the policies for operation of the Museum, ensure that its charter and bylaw provisions are followed, develop plans for the Museum's growth and development, approve its budgets, establish financial controls and ensure that appropriate resources are available to facilitate the Museum's mission in accordance with the Museum's Code of Ethics. The Board shall select and employ a Director who shall have the responsibility and authority set forth in Article IX.

Section 2. NUMBER AND TERMS OF MEMBERSHIP. There shall be a Board consisting of no fewer than three (3) Officers (see Article VI, Section 1) and no fewer than nine (9) and no more than twelve (12) Trustees.

The term of Trustees is three (3) years. No Trustee may serve more than two (2) full consecutive terms. However, if a Trustee is appointed to complete the unexpired term of a Trustee whose place has been vacated pursuant to Article V, Section 12), the limit of consecutive service may extended by the unexpired term.

Section 3. CONDUCT. Trustees shall act in their position in accordance with the laws of the State of Maine and in good faith using a degree of diligence, care and skill which ordinarily prudent persons would exercise under similar circumstances in like positions. They shall respect and maintain confidentiality of corporate information and abide by the terms of the Code of Ethics and Conflict of Interest policies of the Museum. A separate document outlines the "Roles and Responsibilities" of Trustees.

Section 4. ANNUAL MEETING. The Annual Meeting of the Board of Trustees shall be

held on the Thursday immediately preceding the third Friday of August each year, immediately following the Annual Membership Meeting. Members are welcome to attend the Annual Meeting of Trustees; however, Members are not eligible to vote at the Trustees meeting. The Annual Meeting may be virtual or in-person as circumstances warrant.

Section 5. MEETINGS. Meetings shall be held not less frequently than once per quarter or more often as determined by the Board from time to time. The Board meetings may be virtual or in-person as circumstances warrant. Meetings may be cancelled, postponed or held at such other time/or place as may be fixed by the Board of Trustees upon a majority vote of the Trustees in attendance at any duly convened meeting of the Board of Trustees.

Section 6. SPECIAL MEETINGS. Special Meetings of the Board of Trustees may be called at any time by the President and must be called upon petition of one-third of the Trustees or ten Museum Members. At least ten (10) days prior notice of special meetings shall be given by email, mail or posting on the organization's website and shall state, in reasonable detail, in addition to the time and place thereof, the purpose of such meeting. No other business shall be transacted. All such meetings may be virtual or in-person as circumstances warrant.

Section 7. QUORUM. A quorum at any meeting of the Board of Trustees, including the Annual Meeting, shall be the presence of 50% of the Trustees. Trustees shall have no power to grant voting proxies. Attendance by telephone or other electronic communication shall constitute presence at meetings of the Board of Trustees.

Section 8. VOTING. Each of the Board of Trustees shall be entitled to one (1) vote. The President may abstain from voting except in the event that their vote shall be required to break a deadlock, in which case, they shall have one (1) vote. A majority vote of the Board at a duly convened meeting shall constitute a binding act of the Board unless otherwise specified in these Bylaws.

Any action that could be taken at an in-person or virtual meeting of the Board of Trustees may also be taken without a meeting with the consent of a majority of all the Trustees of the Board, as evidenced by confirmatory emails submitted to the Secretary and copied to all Board Trustees.

Section 9. ELECTION OF OFFICERS AND TRUSTEES. Newly nominated Trustees, Trustees nominated for a second term, and a slate of officers for the upcoming fiscal year selected by the Nominating and Governance Committee shall be proposed to the Board in July for final approval at the Annual Meeting in August. The newly elected Trustees and Officers shall take office at the end of the annual meeting and before the annual meeting of Trustees.

Section 10. HONORARY AND EMERITUS TRUSTEES. The Board of Trustees may, from time to time, elect Emeritus or Honorary Trustees in accordance with the provisions of this Article. The Board may elect as an Emeritus Trustee any former

member of the Board of the Museum, upon recommendation of the Nominating and Governance Committee, to recognize exceptional work, dedication and/or financial support of the Museum. Such Emeritus Trustee shall serve at the discretion of the Board, without term and shall be invited to attend, in non-voting capacity, all meetings of the Board of Trustees.

The Board may also elect one or more Honorary Trustees. Such Honorary Trustees need not have served on the Board of Trustees of the Museum but through professional distinction, interest and accomplishment can provide significant assistance in the fulfillment of the Museum's mission. Such Honorary Trustee shall be elected and serve in the same manner as an Emeritus Trustee and may likewise participate as a non-voting member at meetings of the Board of Trustees.

Section 11. REMOVAL. Any Officer or Trustee may be removed from office for cause. The Board of Trustees also may review the term of any Trustee who has more than two (2) unexcused absences during the preceding four (4) regularly scheduled meetings of the Board of Trustees to determine if such member shall be removed from the Board of Trustees at the end of that member's current term year. The removal of a Trustee requires a majority vote of the remaining Trustees. The Board of Trustees may fill the unexpired portion of any removed member's term in accordance with the provision of Section 12 of this Article.

Section 12. VACANCIES. In the case of any vacancy in the Board of Trustees for any cause, the remaining Trustees may by an affirmative vote of a majority of those Trustees elect a successor to hold office for the unexpired portion of the term of the Trustee whose place has been vacated. Such a vote shall be taken pursuant to the terms in Section 8 of Article V.

ARTICLE VI OFFICERS OF THE BOARD OF TRUSTEES

Section 1. OFFICERS. The Officers of the Board of Trustees, all of whom shall hold office for a term of one (1) year, shall consist of a President, one or more Vice Presidents, Secretary and Treasurer and such other officers as the Board of Trustees, from time to time, may consider necessary for the proper conduct of business of the Museum. Officers shall continue in office for one year or until their successors are elected.

Section 2. PRESIDENT. The President of the Board of Trustees shall ensure that the policies and decisions of the Board are carried out. The President shall preside over all meetings of the Board, the Executive Committee and the Membership. The President shall not vote except in the case of a tie, and shall not make, second or debate any motion while presiding.

With the approval of the Board of Trustees, the President, the Director or any other officer, shall be authorized to execute deeds, leases, bills of sale, mortgages,

notes, bonds or other instruments for or on behalf of the Museum. The President shall serve as an ex officio member of all Board Committees.

Section 2. VICE PRESIDENT. One or more Vice Presidents of the Board of Trustees shall conduct the business of the Board in the absence of the President, and perform any other duties as assigned by the President.

Section 3. SECRETARY. The Secretary shall (a) keep the minutes of all meetings of the Board, the Executive Committee and the membership and see to the timely distribution thereof; and (b) see that all notices are duly given in accordance with the provisions of the Bylaws.

Section 4. TREASURER. The Treasurer is the Chair of the Finance Committee. The Treasurer holds the responsibility of overseeing the maintenance of accurate financial records. In coordination with the Director, the Treasurer is to supervise and direct Museum staff to insure that a full and accurate account of receipts and disbursements is maintained and shall coordinate and supervise the deposit and investment of all Museum assets as directed by the Board of Trustees. The Treasurer shall (a) review financial statements and provide a verbal report to the Board of Trustees during each quarterly meeting of the Board and to the membership at its Annual Meeting; and (b) oversee the keeping of regular accounts, which shall be open for inspection of any member of the Board.

Section 5. SHARING OF OFFICER DUTIES. The duties described for each officer in this Article may be reallocated from time to time based on varying priorities, workloads, projects and vacancies. Duties may be added as necessary and may be assigned to staff and outside service providers as warranted.

Section 6. VACANCIES. In the case of a vacancy in any Officer position of the Board of Trustees, the Board of Trustees may, by an affirmative vote of a majority of the Board of Trustees in attendance at a duly convened meeting of the Board of Trustees, elect a successor to hold that office for the unexpired portion of the term of that office.

ARTICLE VII THE EXECUTIVE COMMITTEE

Section 1. NUMBERS AND TERMS OF MEMBERSHIP. The Executive Committee shall consist of the officers of the Board of Trustees, the Director of the Museum and, at the option of the President, up to two (2) chairpersons from among the four (4) Standing Committees of the Board. Additional appointments to the Executive Committee, other than the officers, shall be selected by the President and approved by the Board.

Section 2. GENERAL POWERS. The responsibility of the Executive Committee is to represent the Board of Trustees in conducting the affairs of the Museum between the regularly scheduled meetings of the Board of Trustees, including overseeing the government, management, and administration of the affairs, funds, property

and activities of the Museum. The Executive Committee shall oversee the implementation of compensation and other policies, including the terms and conditions of the Director's employment.

Section 3. EXECUTIVE COMMITTEE MEETINGS. The Executive Committee shall meet as may be determined by the President and Director.

ARTICLE VIII COMMITTEES

Section 1. STANDING COMMITTEES. There shall be four (4) Standing Committees. The principal duties of the Standing Committees are as follows:

1) FINANCE

- a) To review and approve the Museum's operating budget before it is submitted to the Board for final approval;
- b) To review actual operating results against budget and to report regularly to the Board;
- c) To monitor the Museum's investment accounts and Endowment and their management;
- d) To ensure sound stewardship of funds contributed as part of any capital campaign;
- e) To ensure stewardship and use consistent with donor direction of funds contributed for any restricted purpose;
- f) To oversee the care and maintenance of the Museum's facilities and grounds; and
- g) To perform such other duties assigned by the Board from time to time.

2) NOMINATING AND GOVERNANCE COMMITTEE

- a) To identify prospective nominees for Board vacancies and officers of the Board and recommend to Board for approval before each year's Annual Meeting;
- b) To assure that the Board governs the organization consistent with the Bylaws; and
- c) To perform such other duties as may be prescribed from time to time by the President of the Board subject to Board approval.

3) MEMBERSHIP AND DEVELOPMENT

- a) To plan and oversee the Museum's fundraising efforts, including but not limited to, the Annual Appeal, Special Events and Exhibition sponsorships;
- b) To coordinate membership solicitation of individuals and businesses;
- c) To consider and recommend to the Board policies relating to the Museum's membership program;
- d) To assist in marketing and promotion of Museum to new audiences; and
- e) To perform such other duties assigned by the Board from time to time.

4) COLLECTION

- a) To draft, review, and recommend policies regarding the accessioning and deaccessioning of all items in the Museum's collections including, but not limited to artworks, objects, ephemera, and historic structures.
- b) To ensure that proper plans and resources are in place to care for the Collection.
- c) To perform such other duties assigned by the Board from time to time.

Section 3. SPECIAL COMMITTEES AND WORKING GROUPS. The President of the Board of Trustees may from time to time appoint Special Committees or Working Groups of the Board of Trustees for such specific tasks or activities as they shall determine. Special Committees and Working Groups shall be subject to the approval of the Board of Trustees and shall work in coordination with the Director and shall report to the Board of Trustees.

ARTICLE IX DIRECTOR OF THE MUSEUM

The Director is the principal executive officer of the Museum and shall be responsible for and have the authority to manage the business and administrative affairs of the Museum, including the hiring and supervision of staff, consistent with the policies and directives of the Board of Trustees. The Director shall attend Board Meetings and shall be an ex officio member, with voting privileges, of all the Museum's committees.

ARTICLE X INDEMNIFICATION

To the maximum extent permitted by Maine law, the Museum shall indemnify each of its Trustees, officers, employees and agents (and their respective estates), past and present, against all liability and expenses, including counsel fees and amounts paid in satisfaction of judgments, fines, penalties or in compromise, reasonably incurred in connection with the defense or disposition of any civil or criminal proceeding in which they may be involved, or with which they may be threatened, by reason of their acts as a Trustee, officer, employee or agent of the Museum, except with respect to any matter as to which they shall have been adjudicated not to have acted in good faith for a purpose which they shall reasonably believe to be in, or not opposed to, the best interests of the Museum and, with respect to any criminal action or proceeding, had no reasonable cause to believe that the conduct was unlawful; provided, however, that as to any matter disposed of by compromise no indemnification shall be provided unless the Board of Trustees shall have obtained a written opinion of independent legal counsel to the effect that such Trustee, officer, employee or agent appears to have acted for a purpose which they reasonably believed to be in the best interests of the Museum. Expenses reasonably incurred by such Trustee, officer, employee or agent in connection with the defense of such action or proceeding may be paid from time to time in advance of the final disposition thereof upon receipt of an undertaking by such person to repay such advances if they shall be adjudicated to not be entitled to indemnification.

ARTICLE XI AMENDMENTS

Amendments to or revisions of these Bylaws are to be discussed at a regular or special meeting of the Board of Trustees and endorsed by a two-thirds (2/3) favorable vote of the Trustees present. A quorum must be present and written notice and text of the proposed amendments or revisions shall have been sent to the Trustees at least ten (10) days in advance of the meeting at which the matter is to be considered.

Following endorsement by the Board of Trustees, the Bylaws shall be presented at the next Annual Meeting for formal approval by Trustees and Members.