



*Waterboro Association
of Businesses, Inc.*

**BY-LAWS OF
WATERBORO ASSOCIATION OF BUSINESSES, INC.**

ARTICLE ONE: NAME

The name of the corporation shall be: WATERBORO ASSOCIATION OF BUSINESSES, INC.

ARTICLE TWO: OFFICES

The principal office of the Corporation shall be in the State of Maine. The Corporation shall designate a registered office in accordance with Maine law and shall maintain it continuously. The Corporation may have offices at such other places within and without the State of Maine as the Board of Directors may from time to time determine.

ARTICLE THREE: NOT FOR PROFIT

The Corporation is a corporation not for profit as defined in the laws of Maine. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors or Officers, without full consideration. No Member, Director or Officer has any vested right, interest or privilege in or to the assets, property, functions or activities of the Corporation.

ARTICLE FOUR: PURPOSES

The Corporation is organized for the purpose of:

1. Promoting and encouraging new and existing business enterprises in Waterboro and the surrounding area.
2. Doing such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE FIVE: MEMBERS

Section 1. Qualification. Membership is open to all persons over the age of eighteen (18) years who are interested in furtherance of the purposes of the Corporation.

Section 1 a. One Class Membership. There shall be one class of members which shall be voting members. Voting Membership shall consist of a business or organization. An individual may also be a voting member if he/she is not affiliated with a business or organization.

Section 1 b. Dues. Membership shall require an annual dues payment as determined by the board of directors at the annual meeting.

Section 2. Manner of Admission. Each application for Voting Member must be approved by a majority of the board of Directors.

Section 3. Annual Meetings. The purpose of the annual meeting of Board of Directors is to nominate Officers and to transact such other matters as may properly come before the Board of Directors. The annual meeting of the Board of Directors of the Corporation shall be held at the times and places designated by the Board of Directors of the Corporation. The annual meeting of Board of Directors for any year shall be held no later than thirteen (13) months after the last annual meeting of Board of Directors. If there shall be a failure, for whatever reason, to hold the annual meeting for a period of 30 days after the date for such meeting specified in the bylaws or articles of incorporation, or if no date has been specified, for a period of 13 months after the organization of the corporation or after its last annual meeting, a substitute annual meeting may be called by any person or persons entitled to call a special meeting of the Board of Directors. However, failure to hold an annual meeting timely shall in no way affect the terms of Officers or the validity of actions of the Corporations.

Section 4. Special meetings. Special meetings of Members may be called by the Board of Directors or by Voting Members holding one-fourth (1/4) or more of the outstanding votes of the Corporation. The purpose of each special meeting shall be stated in the notice and may only include purposes which are lawful and proper for Members to consider.

Section 5. Place of Meeting. The Board of Directors may designate any place, either within or without the State of Maine, as the place of meeting for any meeting of Members. If no designation is made, then the place of meeting shall be the principal office of the Corporation, in the State of Maine.

Section 6. Notice of Meeting. Written or printed notice stating the place, day and hour of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered personally or by mail not less than ten (10) days nor more than sixty (60) days before the date of the meeting. Notice shall be given by or at the direction of the Board of Directors or the Secretary or the persons calling the meeting to each Member of record entitled to vote at the meeting. If mailed, such notice shall be deemed to have been delivered when deposited in the U.S. mail addressed to the Member at his address as it appears on the records of the Corporation with postage thereon prepaid.

Section 7. Waiver of Notice. A written waiver of notice signed by a Member, whether before or after a meeting, shall be equivalent to the giving of such notice. Attendance of a Member at a meeting shall constitute a waiver of notice of such meeting, except when the Member attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Section 8. Action Without Meeting. Any action of the Voting Members may be taken without a meeting, without prior notice and without a vote, if a consent in writing setting forth the action taken is signed by a majority of the Voting Members of the Corporation entitled to vote. Any certificate to be filed as a result of the Voting Members' action under this section shall state that written consent was given in accordance with 13-B M.R.S.A §606.

Section 9. Voting Record. If the Corporation has ten (10) or more Voting Members of record, the officers having charge of the Voting Membership records of the Corporation shall make, at least ten (10) days before each meeting of Members, a complete list of the Voting Members entitled to vote at such meeting or any adjournment thereof. The list shall be kept on file at the registered office of the Corporation or at the principal place of business of the Corporation, and any Member shall be entitled to inspect the list at any time during usual business hours. The list

shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any Member at any time during the meeting. If the requirements of this section have not been substantially complied with, then upon demand of any Member in person or by proxy, the meeting shall be adjourned until the requirements are complied with. If no such demand is made, failure to comply with the requirements of this section shall not affect the validity of any action taken at such meeting.

Section 10. Voting. The affirmative vote of a majority of the Voting Members at the meeting entitled to vote on the subject matter shall be the act of the Members.

Section 11. Votes. Each Voting Member shall be entitled to one vote on each matter submitted to a vote at a meeting of Members.

Section 12. Proxies. Every Member entitled to vote at a meeting of Members or to express consent or dissent without a meeting may authorize another person or persons to act for him by proxy. Every proxy shall be in writing and shall be signed by the member or his otherwise duly authorized attorney-in-fact. No proxy shall be valid after the expiration of eleven (11) months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the Member executing it, except as otherwise provided by law.

ARTICLE SIX: BOARD OF DIRECTORS

Section 1. General Powers. Subject to the limitations of the Articles of Incorporation, these Bylaws, and the Maine Nonprofit Corporation Acts at 13-A M.R.S.A. §102, et seq., concerning corporate action that must be authorized or approved by the Members of the Corporation, all corporate powers shall be exercised by or under the authority of the Board of Directors, and the management and affairs of the Corporation shall be controlled by the Board of Directors.

Section 2. Number, Qualification, Election and Tenure. The number of Directors shall be the number of Directors elected from time to time in accordance with these Bylaws, but shall never be less than three (3) nor more than five (5). The number of Directors may be increased or decreased from time to time by election in accordance with these Bylaws. The Directors need not be residents of Maine, but must be at least eighteen (18) years old. The Directors shall be elected by majority vote of the Voting Members present at the annual meeting. Each Director shall hold office until the next annual meeting and until his or her successor is elected and qualified, or until removal from office, or death.

Section 3. Duties. The duties of the Board of Directors shall be:

- a) To create or discontinue standing committees;
- b) To approve the plans of work and reports of the standing committees;
- c) To present a program report at the annual meeting;
- d) To prepare and approve a budget for the fiscal year;
- e) To hire personnel;
- f) To transact any other necessary business of the corporation;
- g) To vote on new voting membership applications.

Section 4. Annual Meetings. The Board of Directors shall hold its annual meeting at the same place as and immediately following each annual meeting of the Members. The annual meeting shall be for the purpose of the election of Officers and the transaction of such other business as may come before the meeting.

Section 5. Regular Meetings. Regular meetings of the Board of Directors shall be held at least every two months at such time and at such place as shall be determined from time to time by

the Chairman of the Board of Directors, or in his or her absence, by the Vice Chairman.

Section 6. Special Meetings. Special meetings of the Board of Directors may be called by the Chairman of the Board or any two (2) Directors. The person or persons authorized to call special meetings of the Board of Directors may fix a reasonable time and place for holding them.

Section 7. Telephone Meetings. Directors may participate in meetings of the Board of Directors by means of a conference telephone or similar communications equipment by which all person participating can hear each other at the same time, and participation by such means shall constitute presence in person at such a meeting.

Section 8. Action Without Meeting. Any action of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action so taken signed by all of the Directors is filed in the minutes of the Board of Directors. Such consent shall have the same effect as a unanimous vote.

Section 9. Notice and Waiver. Notice of any regular meeting shall be given to each Director at least ten (10) days prior thereto by written notice delivered personally, by mail or by telegram to each Director. Notice of any special meeting of the Board of Directors shall be given by mail, telegram or telephone to each Director at least three (3) days prior to the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the U.S. mail with postage prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of any meeting, either before, at, or after such meeting by signing a written waiver of notice. The attendance of a Director at a meeting shall constitute a waiver or notice of such meeting and a waiver of any and all objections to the place of such meeting or the manner in which it has been called or convened, except when a Director states at the beginning of the meeting any objection to the transaction of business because the meeting is not lawfully called or convened.

Section 10. Quorum and Voting. A majority of Directors in office shall constitute a quorum for the transaction of business. The vote of a majority of Directors present at a meeting at which a quorum is present shall constitute the action of the Board of Directors. If less than a quorum is present, then a majority of those Directors present may adjourn the meeting from time to time without notice until a quorum is present. Board members are expected and required to attend all board meetings. Absence shall be excused in advance by the Chairman of the Board or Secretary. Directors may be granted a leave of absence by a majority of the Board of Directors, and when such a leave has been granted, the requirements for a quorum shall be adjusted by not counting that Director as a Director in establishing the number required for a quorum.

Section 11. Vacancies. Any vacancy occurring in the Board of Directors may be filled by appointment by a majority of the Directors, and such appointee shall serve for the unexpired term of the vacancy.

Section 12. Removal. Any Director may be removed from office, with or without cause, by vote of a majority of the Voting Members present at the annual or special duly-called meeting. The vacancy shall be filled in accordance with the provisions in these Bylaws for vacancies. Unexcused absence of a Director from four meetings of the Board of Directors in any period of twelve months (except where leaves of absence have been granted) shall result in mandatory review of the Director by the Committee on Directors, who shall make a recommendation to the Voting Members for or against removal from the Board; the decision shall be conveyed in writing to the Director.

Section 13. Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to

have assented to the action taken unless he or she votes against such action or abstains from voting because of an asserted conflict of interest.

Section 14. Director Emeritus. The Board of Directors may, from time to time, by unanimous vote, elect any former Director who has provided exceptional and distinguished service to the Corporation to the permanent honorary title of Director Emeritus. No Director Emeritus shall be a Member of the Corporation, nor shall he or she have a vote on the Board of Directors or be counted in determining a quorum.

ARTICLE SEVEN: OFFICERS

Section 1. Officers. The Officers of this Corporation shall be a President, Vice President, Secretary and Treasurer, each of whom shall be elected from the members by the voting membership at the annual meeting. Only one office may be held by the same person. A failure to elect any Officer shall not affect the existence of the Corporation. All Officers must be Members of the Corporation.

Section 2. Term of Office. Each Officer shall hold office from the end of the meeting at which the Officer is elected until the next annual meeting, and until his or her successor is elected and qualified, or until his or her earlier resignation, removal from office, or death.

Section 3. Removal. Any Officer may be removed from office at any time, with or without cause, on the affirmative vote of a majority of the Voting Members whenever, in its judgment, the best interests of the Corporation will be served thereby. Removal shall be without prejudice to any contract rights of the person so removed, but election of an Officer shall not of itself create contract rights.

Section 4. Vacancies. Vacancies in Offices, however occasioned, shall be filled by election by majority vote of the Board of Directors at a special meeting or at the next regular meeting of such Officers.

Section 5. Duties. The President shall preside at all meetings and shall cause to be called regular and special meetings in accordance with these Bylaws. The President shall see that the books of the corporation, reports, statements, and any other documents required by State law are properly kept, made, and filed according to law. The President shall be the chief executive officer of the Corporation.

The Vice President shall preside in the absence of the President. The Vice President shall perform the duties of the President in the absence or disability of the President to act. The Secretary shall keep full and accurate minutes of all meetings.

The Secretary shall conduct the correspondence of the Corporation and perform other such clerical and recording duties ordered by the Board.

The Treasurer shall keep, or cause to be kept, full and accurate records and accounts of all receipts and disbursements authorized by Members. The Treasurer shall present a financial statement at each annual meeting of the Members and shall make a full report at the annual meeting.

Subject to the foregoing, the Officers of the Corporation shall have such powers and duties as usually pertain to their respective offices and such additional powers and duties specifically conferred by law, by the Articles of Incorporation, by these Bylaws, or as may be assigned to them from time to time by Members. All off the officers shall deliver to their successors all official material not later than ten days following the election of their successors.

Section 6. Salaries. Officers shall serve without compensation.

Section 7. Delegation of Duties. In the absence or disability of any Officer of the Corporation or for any other reason deemed sufficient by the Members, the Voting Members may delegate his powers or duties to any other Officer or to any other Member.

ARTICLE EIGHT: EXECUTIVE AND OTHER COMMITTEES

Section 1. Creation of Committees. The Board of Directors may designate an Executive Committee and one or more other committees.

Section 2. Executive Committee. The Executive Committee (if there is one) shall consult with and advise the Officers of the Corporation in the management of its affairs and shall have and may exercise, to the extent provided in the resolution of the Board of Directors creating such Executive Committee, such powers as can be lawfully delegated by the President.

Section 3. Other Committees. Such other committees shall have such functions and may exercise such power of the Board of Directors as can be lawfully delegated.

Section 4. Meetings. Regular meetings of the Executive Committee and other committees may be held without notice at such time and at such place as shall from time to time be determined by the Executive Committee or such other committees, and special meetings of the Executive Committee or such other committees may be called by any member thereof upon two (2) days notice to the other members of such committee, or on such shorter notice as may be agreed to in writing by each of the other members of such committee, given either personally or in the manner provided in these Bylaws pertaining to notice for meetings.

Section 5. Quorum. At all meetings of the Executive Committee or other committees, a majority of the committee's members then in office shall constitute a quorum for the transaction of business.

Section 6. Manner of Acting. The acts of a majority of the members or the Executive Committee or other committees present at any meeting at which there is a quorum shall be the act of such committee.

Section 7. Minutes. The Executive Committee (if there is one) and the other committees shall keep regular minutes of their proceedings and report the same to the President when required.

ARTICLE NINE: BOOKS, RECORDS AND REPORTS

Section 1. Minutes, Books and Records. The Corporation shall keep correct and complete minutes of the proceedings of its Members and committees, and shall keep correct and complete books and records of account.

Section 2. Inspection of Corporate Records. Any person who is a Member of the Corporation shall have the right, for any proper purpose and at any reasonable time, on written demand stating the purpose thereof, to examine and make copies from the relevant books and records of accounts, minutes, and records of Members of the Corporation. Upon the written request of any Member, the Corporation shall mail to such Member a copy of the most recent balance sheet and revenue and disbursement statement. If such request is received by the Corporation before such financial statements are available for its last fiscal year, the Corporation shall mail such financial statements as soon as they become available. In any event, the financial statements must be mailed within four months after the close of the last fiscal year. Additionally,

balance sheets and revenue and disbursement statements shall be filed in the registered office of the Corporation in Waterboro, Maine. They shall be kept for at least five years, and shall be subject to inspection during business hours by any Member, in person or by agent.

ARTICLE TEN: FISCAL YEAR

The fiscal year of the Corporation shall be the period from the first day of January through the last day of December.

ARTICLE ELEVEN: INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the Maine Nonprofit Corporation Acts at 13-A M.R.S.A. §102, et seq.,

ARTICLE TWELVE: AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Voting Members at any meeting; provided however, that notice of the proposed action shall have been given to all Members.

ARTICLE THIRTEEN

Section 1. Parliamentary Procedure. The current edition of Roberts Rules of Order (newly Revised) shall apply to meetings of Members, Directors, and committees to the extent that such rules are consistent with these Bylaws and with the rules and policies of the Board of Directors.

Section 2. Dissolution. Upon the dissolution of the Corporation or the termination of its activities, the assets of the Corporation remaining after the payment of all its liabilities shall be distributed exclusively to one or more organizations organized and operated exclusively for such purposes as shall then qualify as a exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, and as a charitable, religious, eleemosynary, benevolent or educational corporation within the meaning of Title 13-B, of the Maine Revised Statutes as amended.

No part of the net earnings of the Corporation shall inure to the benefit of any member, director, or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in carrying out one or more of its purposes), and no member, director, or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

Adopted by the Incorporator(s) on August 21, 2003.