



## UNITED MAINE CRAFTSMEN, INC.

### *By-Laws*

All portions of these By-Laws as printed shall be effective as of January 1, 2003.

#### **PREAMBLE**

We, the members of United Maine Craftsmen, Inc., a non-profit organization, to ensure the effective execution of the aims and objectives of our organization, do ordain and establish these By-Laws for the government of the organization.

#### **ARTICLE I:**

The name of this organization shall be UNITED MAINE CRAFTSMEN, INC.

#### **ARTICLE II:**

The purpose of United Maine Craftsmen, Inc. shall be:

- A. To provide a self-governing, nonprofit society for craftsmen through which:
  1. Their talents may be enriched through educational programs and;
  2. Their crafts may find wider distribution through statewide shows and other marketing opportunities.
- B. To work for the recognition of high standards of craftsmanship by means of general, open and specific shows.
- C. To stimulate public interest in fine craftsmanship.
- D. To work with other organization in the advancement of fine craftsmanship.

#### **ARTICLE III: MEMBERS**

Membership in United Maine Craftsmen, Inc., shall be open to all Legal Year Round Residents. The annual dues shall be set by the Board of Directors. Such paid up membership entitles the member to:

1. A membership card for identification purposes.
2. The right to cast one vote at any meeting of the membership, or by absentee ballot, if unable to attend the meeting.
3. All publications of United Maine Craftsmen, Inc.
4. The opportunity to participate in any United Maine Craftsmen, Inc., sponsored show, program or activity subject to the rules, regulations, and requirements of the same.

#### **ARTICLE IV: MEETING OF MEMBERS**

1. **Annual Meeting.** The Annual Meeting of the members shall be held each year at such time and place as the President may designate, for the purposes of receiving the reports of officers and committees; installing new officers and directors and for such other business as may properly come before the meeting.

2. **Special Meeting.** Special meetings of the members may be called by the President at any time and shall be called upon the request in writing of a majority of the Board of Directors or twenty-five (25) primary members, by giving to the Administrator signed notice of the time and place of such meeting and the purposes for which it is called. It shall be the duty of the Administrator when so notified, to see that notice of said meetings is given to the primary members of United Maine Craftsmen, Inc. in the manner prescribed by these By-Laws.

3. **Notice.** Notice of the Annual Meeting of Members shall be given by the Administrator via the Craft Tradesman and/or other publications of United Maine Craftsmen, Inc. and for special meetings by mailing to each member, at least ten calendar days before such meeting, a notice specifying the time, place and purpose of the meeting.

4. **Quorum.** A Quorum shall consist of 25 primary member votes, including mail in ballots. No business shall be conducted in the absence of a Quorum.

#### **ARTICLE V: DIRECTORS**

1. **Composition.** The Board of Directors shall be composed of nine (9) Directors, elected from the membership.

2. **Terms.** The terms of the Directors shall be three years and they shall be elected by the voting members of United Maine Craftsmen, Inc. No Director shall serve more than two consecutive terms. For purposes of the number of consecutive terms permitted to any Director, the filling of a vacancy shall be considered a term only if the unexpired portion of the term is more than one-half of the ordinary term.

3. **Resignation and Removal.** Any Director may resign by filing with the President, the Secretary or the Board, a written resignation which shall take effect on being so filed or at such later time as may be specified therein. To the extent permitted by law, any Director may, upon the recommendation of the Executive Committee, be removed with or without cause, from the post of Director by a two-thirds vote of those present and voting at a special meeting for such purpose. Any Director may be removed for cause by the Board of Directors in a manner provided by law. Absence from two regular or special meetings of the Board, may be considered cause for removal.

4. **Vacancies.** Vacancies on the Board of Directors shall be filled by the President with approval of a majority of the remaining Directors even absent a quorum, at any duly called regular or special Board Meeting, and any person so appointed shall serve the unexpired balance of the term vacated.

5. **Meetings.** Meetings of the Board of Directors shall be held at such time and place as the Board of Directors shall from time to time determine, but in any event not less often than four times each year. All meetings may be called by the President or, if he is absent or is unable to act, by the Vice President or by any two Directors. A majority of the number of Directors fixed in these By-Laws shall constitute a quorum for the transaction of business. Action by a majority of those present and voting at any duly called meeting at which a quorum is present shall be the action of the Board. The Directors present at a duly called or held meeting at which a quorum was once present may continue to do business at the meeting notwithstanding the withdrawal of enough Directors to leave less than a quorum.

6. **Notice.** Notice of regular meetings shall be given by the Administrator via mail sent at least 4(four) days prior to the meeting. The President shall prepare the agenda, which will be mailed with the meeting notice.

7. **Action by Consent.** Any action required or permitted to be taken at a meeting of the Directors, or of a committee of the Directors, may be taken without a meeting if all of the Directors, or all of the members of the committee, as the case may be, sign written consents setting forth the action taken or to be taken, at any time before or after the intended effective date of such action. Such consents shall be filed with the minutes of Directors' meetings or committee meetings, as the case may be, and shall have, and may be stated by any officer of United Maine Craftsmen, Inc. to have the same effect as a unanimous vote or resolution of the Board of Directors at a legal meeting thereof. Any such action taken by unanimous written consents may, but need not, be set forth in such consents in the form of resolutions or votes.

#### **ARTICLE VI: OFFICERS**

1. **Composition; Terms; Vacancies:** The Officers of United Maine Craftsmen, Inc. shall consist of a President, a Vice-President, a Secretary and a Treasurer. The Officers shall be elected from among the membership by the voting members of the corporation, They shall hold office for two years. The President and Vice President shall serve no more than two consecutive terms in any one office. A vacancy in any office may be filled for the unexpired term by the Board of Directors at any duly called regular or special Board Meeting. For purposes of the number of consecutive terms permitted to any officer, the filling of a vacancy shall be considered a term only if the unexpired portion of the term is more than one-half of the ordinary term. Officers shall serve as 'ex-officio' members of the Board of Directors fixed by these By-Laws. They are entitled to vote except the President who shall vote only to break a tie vote. They are not counted for a quorum of the Board.

2. **Resignation and Removal.** Any officer may resign by filing with the President, the Secretary or the Board a

written resignation which shall take effect on being so filed or at such later time as may be specified therein. To the extent permitted by law, any officer may be removed with or without cause by a two-thirds vote of those present and voting at any duly called regular or special meeting of the members. Absence from two meetings of the Board, regular or special, may be considered as cause for removal.

#### **ARTICLE VII: ELECTION OF DIRECTORS AND OFFICERS**

At the Annual Meeting of United Maine Craftsmen, Inc., the date to be set by the President and Board of Directors, the Nominating Committee will present its slate. Nominations from the floor by the membership will be accepted. Elections shall be by balloting that will take place at the Annual Meeting.

A meeting of the previous and newly elected officers and directors shall take place in the month following the annual meeting, at which time the gavel will be presented to the newly elected President.

#### **ARTICLE VIII: POWER AND DUTIES OF DIRECTORS AND OFFICERS**

1. **Directors.** The Board of Directors shall have the entire control and management of the corporation, its property and affairs and the carrying out of all or any of its purposes and may exercise all of its powers, subject only to the provisions of law, and these By-Laws as from time to time amended. It may also, subject as aforesaid.

(1) appoint such professional staff as it from time to time thinks fit, determine their duties, and at its discretion remove or suspend the same; designate the officers to whom professional staff members shall report and receive assignments;

(2) fix and as it sees fit change their salaries and other compensation;

(3) appoint any officer, temporarily as it sees fit, to have powers and perform duties of any other officer;

(4) appoint any persons to be agents of the corporation and upon such terms as it sees fit;

(5) make grants and authorize contracts and otherwise determine the manner and extent of use of the funds and other property, real and/or personal of United Maine Craftsmen, Inc.

2. **President.** The President shall serve as the executive head of United Maine Craftsmen, Inc., and shall preside at all meetings of the membership, the Board of Directors, and the Executive Committee. He shall be a member ex-officio of all committees except the Nominating Committee.

3. **Vice-President.** The Vice-President shall exercise the powers and authority and perform the duties of the President in the absence of, or resignation of the latter.

He shall be the other authorized signatory in case of the unavailability of the Treasurer.

4. **Treasurer.** The Treasurer shall collect and receive all monies due or belonging to the corporation and shall be responsible for their safekeeping and proper disbursement. Such funds shall be kept on deposit in financial institutions approved by the Board of Directors. The Treasurer shall cause a financial report to be made to the Board at each Board Meeting. His books shall at all times be open to inspection by the Directors or members. At the annual meeting he shall render an account to the members of all monies received and expended during the previous fiscal year.

5. **Secretary.** The Secretary shall serve as Secretary of the Board of Directors and of the Executive Committee and as Clerk of the Corporation. The Secretary shall have such duties as generally associated with the office.

6. **Executive Committee.** The Executive Committee shall meet in order to recommend policies and programs to the Board of Directors. It shall be composed of the elected officers of the corporation and one Director appointed by the President and confirmed by the Board of Directors. The Executive Committee shall superintend the investments of the corporation. It shall recommend such purchases or sales of securities for the corporation as it deems desirable. It shall report to the Board at least semiannually and as often as the Board may require, the status of the United Maine Craftsmen, Inc. funds and changes in values and investments. A copy of the vote of the Board of Directors shall be valid evidence for any broker or transfer agent in the purchase and sale of securities for the corporation that such purchase or sale is the will of the corporation. The Executive Committee may examine the acts of the Treasurer at any time and at the close of each fiscal year shall perform an examination and every four years procure an audit by a certified public accountant.

#### **ARTICLEIX: COMMITTEES**

1. **Appointment and Discharge.** Except for the Executive Committee, the President, subject to the approval of the Board of Directors shall appoint the chairman of all committees hereinafter described in this Article. Members of the committees shall be nominated by the said Chairman for appointment by the President. All committee members and their chairman appointed under this provision shall hold office until the next annual meeting or until their successors are duly appointed.

2. **Ad Hoc Committees.** In addition to those committees referred to by name in this Article, the President, subject to the approval of the Board of Directors shall appoint such ad hoc committees as are deemed necessary to carry out the programs and purposes of the corporation. Any such ad hoc committee shall be discharged by the President when its work has been completed and its report accepted, or when in the opinion of the Board of Directors, it is deemed wise to discontinue the committee.

3. **Show Committee.** The Show Committee shall:

- (a) develop shows and other marketing opportunities;
- (b) prepare basic show rules common to all United Maine Craftsmen, Inc. shows.

4. **Nominating Committee.** The Nominating Committee shall consist of at least one member of United Maine Craftsmen, Inc., who is not an officer. The Nominating Committee shall prepare a list of proposed officers and directors to fill vacancies for the coming year.

5. **Education Committee.** The Educational Committee shall:

- (a) Develop educational programs for United Maine Craftsmen, Inc. members.
- (b) Develop and supervise Public Relation programs.

#### **ARTICLEX: FINANCES**

1. **Calendar Year.** The calendar year of the corporation shall be from January 1 to December 31 unless the Board of Directors determines otherwise.

2. **Prohibited Activities.** No part of the net earnings of United Maine Craftsmen, Inc., shall inure to the benefit of or be distributable to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

#### **ARTICLEXI: LIABILITY**

1. **Exculpation.** No member, director, or officer of the corporation shall be liable for acts or defaults of any other member, director or officer or for any loss sustained by the corporation or any member thereof, unless the same has resulted from his or her own willful misconduct or gross negligence.

2. **Basic Indemnification.** Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a Director, officer, employee or agent of United Maine Craftsmen, Inc., or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the corporation against expenses, including attorney's fees, judgement, fines and amounts paid in settlement actually and reasonably incurred by him 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 shall have been finally adjudicated in any action, suit or proceeding not to have acted in good faith in the reasonable belief that his actions was in the best interests of the corporation or, with respect to any criminal action or

proceeding, had reasonable cause to believe that his conduct was unlawful. The termination of any action, suit or proceeding by judgement, order or conviction adverse to such person, or by settlement or a plea of nolo contendere or its equivalent, shall not of itself create a presumption that such person did not act in good faith in the reasonable belief that his action was in the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

**3. Other Indemnification Provisions.** Any provision of these By-Laws to the contrary notwithstanding, to the extent that a Director, officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 2 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him in connection therewith. Any such person may enforce the right of indemnification granted by these By-Laws by a separate action against the corporation, if an order for indemnification is not entered by a court in the action, suit or proceeding in which he was successful on the merits or otherwise.

Any indemnification under Section 2 hereof, 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 Director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 2. Such determination shall be made by the Board of Directors who were not parties to such action, suit or proceeding, or if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion. Any such determination, once made by the Board of Directors may not be revoked by the Board of Directors, and upon the making of such determination by the Board of Directors, the director, officer, employee or agent may enforce the indemnification against this corporation by a separate action notwithstanding any attempted or actual subsequent action by the Board of Directors.

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 authorized by the Board of Directors in the manner herein before provided, upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he 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 By-Law, agreement, vote of disinterested Directors or by the Maine Non-Profit Corporation Act or otherwise, both as to action

in his official capacity and as to action in another capacity while holding such office, and shall continue as any such person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

**4. Conflict of Interest.** A Director or Officer shall refrain from voting on matters on which he has a conflict of interest but, to the extent permitted by law, no contract or other transaction into which the corporation may enter shall be affected by the presence of a conflict of interest on the part of a Director or Officer.

**5.** The Board of Directors are authorized to purchase liability insurance for the directors and officers.

#### **ARTICLE XII: PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order the organization may adopt.

#### **ARTICLE XIII: DISSOLUTION**

Upon the dissolution of the corporation, the Board of Directors 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 or scientific purposes, as shall at the time qualify as an exempt organization or organizations under current IRS code, as the Board of Directors shall determine.

#### **ARTICLE XIV: AMENDMENTS**

The By-Laws may be amended at any time by a majority vote of those United Maine Craftsmen present and voting at a duly called regular or special meeting of the members, providing notice of the substance of the proposed amendment has been sent to the members in advance of the meeting.