



ISLAND HERITAGE TRUST

BY-LAWS OF ISLAND HERITAGE TRUST, INC.

Adopted August 17, 1988

(As amended September 25, 1991, July 21, 1993, July 20, 1994, July 18, 2007, July 14, 2010, February 11, 2013, July 25, 2018, July 11, 2019, July 16, 2020, and July 15, 2026)

Article 1: Name, Purpose and Location

The name of this non-profit corporation is ISLAND HERITAGE TRUST, INC (“IHT”). IHT’s purpose shall be as specified in its Articles of Incorporation. IHT’s principal place of business shall be Deer Isle, Hancock County, Maine.

Article 2: Membership

Section 1. Membership. The Corporation shall have one class of membership with equal voting rights. The members shall be any individual or organization which makes an annual monetary or in-kind contribution. Each member has one vote at Annual and Special Meetings of members for election of Trustees and for voting on amendments to By-Laws. Members are equally entitled to all benefits and privileges voted by Trustees.

Any member of IHT (or their agent or attorney), after giving a notice of five (5) business days, may inspect the books and records of IHT for any proper purpose at any reasonable time during the normal course of business.

Section 2. Termination of Membership. Each membership shall terminate 12 months after its creation or upon written notice to IHT by the relevant member (if earlier).

Section 3. Renewal of Membership. The membership of an individual or organization shall be renewed by making or pledging to IHT a further cash or in-kind contribution.

Article 3: Meetings of Members of IHT

Section 1. Annual Meeting. The annual meeting of the members shall be held each year at a time and place determined by the Board of Trustees or the Chair for the purpose of electing Trustees and transacting any other business which may properly come before the meeting.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the Chair, the Board of Trustees, or by petition in writing signed by not fewer than ten members of IHT. At such special meetings no business shall be transacted which is not specified in the relevant notice to members of such meeting.

Section 3. Quorum. At any meeting of the members of IHT, fifteen (15) members present shall constitute a quorum for the transaction of business; and in the event no quorum is present, the members present shall have the power to adjourn from time to time until such quorum appears. The Board of Trustees may authorize members to participate in a meeting of



ISLAND HERITAGE TRUST

members by remote communication equipment through which all persons participating in the meeting may hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

Section 4. Voting. At any meeting of the members of IHT, each member present shall be entitled to one vote or, in the sole discretion of the Board of Trustees, such additional number of votes of members for which such person holds a duly authorized proxy. A simple majority vote of members present or represented and voting shall prevail on all issues, except as otherwise required under Maine law, IHT's Articles of Incorporation, or these By-Laws.

Section 5. Notice. Not fewer than ten (10) days prior to any meeting of the members of IHT, notice shall be transmitted to all members setting forth the date, time and place of such meeting and indicating the nature of the business to be transacted. Each such notice shall be transmitted electronically to the email address of each member most recently advised to the Secretary or by writing mailed to the last known mailing address of such member. No notice of the time, place or purpose of any meeting need be given to any member who attends the meeting or who files a written waiver of such notice with the Secretary before or after such meeting.

Article 4: Board of Trustees

Section 1. General Powers. The property, affairs, and activities of IHT shall be managed by a Board of Trustees consisting of at least seven (7), but not more than nineteen (19) persons, each of whom shall be a member of IHT. The Board of Trustees shall have and may exercise all the powers allowed to non-profit corporations under the laws of the State of Maine except as may otherwise be limited by the provisions of these By-Laws and IHT's Articles of Incorporation. The Board of Trustees may establish policies and procedures from time-to-time, and such policies and procedures shall be adhered to by all Trustees, officers, and staff of IHT.

Section 2. Election. The Board of Trustees shall be elected at the annual meeting of IHT by the members. Candidates for election shall be put forward by the Board of Trustees.

Section 3. Term. The term of each Trustee shall be three years commencing at the annual meeting. Trustees in office may be re-elected for two additional three-year terms and, thereafter, shall be ineligible to serve as a Trustee for a period of one year.

Section 4. Resignation & Removal. A Trustee may resign from the Board upon written notice to the Secretary, such resignation to take effect on the date of receipt of such notice or at any later time specified by said notice. Any Trustee may be removed from the Board at any time, with or without cause, by the affirmative vote of two-thirds of the Board of Trustees of IHT present at any meeting of the Board of IHT.

Section 5. Vacancies. A vacancy occurring in the Board of Trustees (other than a vacancy resulting from the normal expiration of a term of office) may be filled by a majority vote of the Board of Trustees at any regular or special meeting of the Board of Trustees. A Trustee elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.



ISLAND HERITAGE TRUST

Section 6. Meetings & Notice. The Board of Trustees shall meet at least three (3) times per year. A meeting of the Board of Trustees may be called by the Chair or on written request filed with the Secretary by four or more Trustees.

Section 7. Quorum and Voting. A quorum consisting of a majority in number of the current Trustees unless otherwise specified under Maine law, IHT's Articles of Incorporation, or these By-Laws, will prevail on all matters to be voted on by the current Trustees. Trustees may not vote by proxy. The following decisions shall require an affirmative vote of two-thirds of Trustees present and voting at any meeting of the Board of Trustees: the approval of the annual budget of IHT.

Section 8. Unanimous Action by Trustees Without a Meeting. Any action required to be taken at a meeting of the Board of Trustees or any action which may be taken at a meeting of the Board of Trustees may be taken without a meeting if all of the Trustees 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 Trustees' meetings and shall have the same effect as a unanimous vote.

Section 9. Remote Participation. A Trustee may participate in a meeting of Trustees by remote communication equipment through which all persons participating in the meeting may hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

Section 10. Responsibilities. It shall be the duty of every Trustee to take an active part in the work of IHT.

Article 5: Officers

Section 1. Officers. The officers of the Corporation shall be a Chair, Vice-Chair, Secretary, and Treasurer. The officers shall be Trustees of the Board and shall be elected by the Board within thirty (30) days of the annual meeting of IHT or when a vacancy occurs. Unless otherwise noted in these By-Laws, the term for each office shall be three years or until a successor to the office is duly elected and qualified. The Board of Trustees may, from time-to-time, create such other offices and elect persons to fill such positions as it deems necessary. A vacancy in any office for any reason shall be filled in the manner described by these By-Laws for regular appointment to the office.

Section 2. Responsibilities.

a) **Chair:** The Chair shall preside at all meetings of the members of the Corporation and the Board of Trustees and shall be responsible, in consultation with the Board, for the overall governance of IHT. The Chair shall do and perform such other duties from time to time as may be assigned to them by the Board of Trustees. In the event of absence or disability of the Chair, the Vice-Chair or in the event of the Vice-Chair's absence or disability, the Secretary, may exercise all of the powers of the Chair.

b) **Vice-Chair:** The Vice-Chair shall assist and cooperate with the Chair in the exercise of the powers and duties of the Chair as the Chair may request from time to time and shall act in place of and for the Chair in the event of the Chair's absence or disability.

c) **Secretary:** The Secretary shall keep minutes of all meetings of the Board of Trustees and members of IHT. The Secretary shall also act in place of and for the Chair in the



ISLAND HERITAGE TRUST

event that, by reason of absence or disability, both the Chair and the Vice-Chair are unable to perform their duties. The Secretary shall serve as the Clerk and Registered Agent of the Corporation unless and until the Board of Trustees shall designate a different Clerk or Registered Agent. The Secretary shall ensure that a record consisting of at least the following information is maintained: a current list of IHT membership, each member's last known mailing address and address for receipt of electronic transmissions, and the amount and date of each member's contributions to IHT.

The Board of Trustees may delegate any of the Secretary's duties to the Executive Director or other employee or agent of IHT.

d) **Treasurer:** The Treasurer shall oversee the keeping of correct and suitable books of account. The Treasurer shall ensure the proper custody of title deeds, papers, securities, bank statements, passbooks, and other valuable documents and instruments belonging to the Corporation. The Treasurer shall ensure the keeping and accounting for all monies, funds, and other properties of IHT which shall come into their hands and shall ensure the collection of all contributions and all properties of IHT. The Treasurer shall make a written report to the Trustees from time-to-time and to the members of IHT at the annual meeting and at such other times as the Trustees or the Chair may, from time-to-time, request.

The Board of Trustees may delegate any of the Treasurer's duties to the Executive Director or other employee or agent of IHT.

Article 6: Committees

Section 1. Executive Committee. The Board of Trustees shall appoint an Executive Committee comprised of the Board's officers and interested Trustees. The Executive Committee may act for the Board during the period between Board meetings and may exercise all of the powers of the Board, except that it shall have no power to: (i) fill vacancies on the Board; (ii) amend, repeal or replace a policy adopted by the Board; (iii) amend or repeal any resolution of the Board; or (iv) exercise any authority prohibited to executive committees by the Maine Nonprofit Corporation Act, as amended from time to time. A majority of the Executive Committee shall constitute a quorum at its meetings and any action shall require the affirmative vote of a majority of those present but in no case may such majority be less than three (3) persons. Reasonable notice shall be given to each member of the Executive Committee of the time, date and place for each Meeting.

Section 2. Other Committees. The Board of Trustees may establish and appoint other committees with such composition, duties and powers as the Board may prescribe. Special committees or advisory boards may be appointed by the Chair with the consent of the Board and shall have only those powers specifically delegated to them by the Board. Any committee, other than the Executive Committee, and any special committee or advisory board, may include members who are not Trustees of the Corporation.

Section 3. Minutes. Each committee shall keep regular minutes of its proceedings and report the same to the Board.

Article 7: Operating Personnel

The Board may appoint an Executive Director who shall generally supervise the business of the Corporation and shall have such powers and responsibilities as the Board may direct. They shall act as an advisor to the Board and its committees and shall attend Board and



ISLAND HERITAGE TRUST

committee meetings but shall have no vote. The Executive Director, in consultation with the Board, shall be responsible for hiring, directing and, when necessary, terminating other members of the staff. All employees and agents of the Corporation shall serve at the pleasure of the Board and each shall receive such reasonable compensation as the Board may determine from time to time.

Article 8: Financial Affairs

Section 1. Fiscal Year. The fiscal year of the Corporation shall commence on the first day of November and end on the thirty-first day of October the following year.

Section 2. Bank Accounts and Contracts.

a) The funds of the Corporation shall be deposited in one or more banks or financial institutions as shall be approved from time to time by the Board of Trustees. All contracts and other documents to be executed by IHT including deeds, mortgages, leases, promissory notes, invoices, or other instruments shall be approved and executed by the Chair, the Vice Chair, the Treasurer, or the Executive Director on behalf of the Corporation according to the Financial Policies and Procedures of IHT approved by the Board from time to time.

b) Unless expressly authorized by the Articles of Incorporation, these By-Laws, or the affirmative vote of the Board of Trustees, no officer, agent, employee or member of the Corporation shall have any power of authority to act for the Corporation or to render it liable for any contract or other undertaking for the payment of money for any other obligation, whether actual or contingent.

Article 9: Protection of Officers and Trustees

Section 1. Limitation of Liability. No Trustee or officer shall be personally liable to IHT except in the case of his or her gross negligence, willful misconduct, or bad faith. No Trustee shall be personally liable to IHT or to any third party for any obligation or liability incurred by IHT, or IHT's officers, Trustees, or employees. IHT alone shall be liable for the payment or satisfaction of all obligations and liabilities incurred in carrying on the affairs of IHT.

Section 2. Indemnification. Each member of the Board of Trustees and each officer of IHT shall be indemnified and held harmless by IHT from and against all losses, costs, damages, expenses and charges (including reasonable attorney's fees) incurred or suffered by them in connection with the defense or payment of any reasonable settlement of any civil, criminal or administrative action, suit or proceeding to which they may be, or be made, a party by reason of their having been an officer of IHT or a member of the Board of Trustees or any committee of IHT. The foregoing rights shall apply whether or not said Trustee or officer continues to be a member of the Board of Trustees or an officer of IHT at the time of incurring or suffering such losses, costs, damages, expenses or charges. The foregoing rights shall not be exclusive of other rights or remedies to which present or former officers or members of the Board of Trustees of IHT may be entitled by law. Any officer or member of the Board of Trustees of IHT who has been adjudged, by a final non-appealable judgment by a court of competent jurisdiction, to have incurred such losses, costs, damages, expenses or charges by reason of their gross negligence, willful misconduct or by reason of their action or omission in bad faith without a reasonable belief that their action was in the best interests of IHT or, in the case of a criminal action or proceeding, without a reasonable belief that their action or omission was lawful, shall not be entitled to indemnification hereunder.



ISLAND HERITAGE TRUST

Section 3. Insurance. The Corporation shall have the power to purchase and maintain insurance to indemnify the Corporation for any expense it incurs as a result of the obligation to indemnify the Directors, Officers, and employees of the Corporation pursuant to the Sections above.

Article 10: Transfer of Holdings

No interest of the Corporation in any real estate may be transferred, exchanged, encumbered or in any other way alienated, unless authorized by vote of at least two thirds (2/3) of the entire Board.

Article 11: Prohibition Against Private Gain

No officer or Trustee of IHT shall receive any pay, compensation, or benefit from IHT directly or indirectly, for performing their duties as such officer or Trustee. No member of the Corporation shall receive any pay, compensation, or benefits from IHT for being a member. These By-Laws shall not prohibit the reimbursement of reasonable incidental expenses necessarily incurred in the business of IHT by any officer or Trustee duly authorized. Neither the Chair nor the Treasurer may be compensated for providing professional services to the Corporation. In the event the Corporation compensates any Trustee for professional services that would otherwise be contracted out, the Corporation shall document the circumstances surrounding the decision to do so and how the Corporation uses appropriate comparability data to determine the amount to be paid and to confirm that there is no private inurement. These By-Laws shall not otherwise prohibit the employment of persons, including members, to perform duties for IHT and receive compensation therefore, upon proper authorization of the Board of Trustees. The Corporation shall not provide loans to any officer or Trustee.

Article 12: Dissolution

In the event IHT shall be dissolved, none of its assets shall inure to the benefit of any officer, Trustee, member, employee, or other person. Any corporation succeeding to title to property or interest in property of IHT shall be required to conform to those restrictions or limitations of use applicable thereto, and shall administer such properties in a manner compatible with the general purposes of IHT insofar as this may be accomplished. Such corporation must qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder.

Article 13: Amendment

The Board of Trustees, any member, or any officer of IHT may propose amendments to the Articles of Incorporation or the By-Laws of IHT at any meeting of the Board of Trustees. Written notice setting forth any proposed amendment, or a summary of the changes to be effected thereby, shall be sent to all members of the Corporation with the notice of the meeting of IHT at which the proposed amendment is to be considered. Any such amendment shall be adopted only by the affirmative vote of two-thirds of the members present.