

**Bylaws of the
Regional School Unit #34 Education Foundation
Version Date: April 17, 2012**

**ARTICLE I
Name, Purposes, and Location**

The name of this Corporation shall be the “Regional School Unit #34 Education Foundation” (hereinafter the “Corporation”). The Corporation’s initial principal place of business shall be Old Town, Maine. The Corporation is organized as a public benefit corporation under the Maine Nonprofit Corporation Act, Title 13-B M.R.S., as amended, and shall carry on business and operate anywhere within the State of Maine or in any state where it has a legal authority to carry on business and operate.

The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. The specific purposes to be promoted or carried out by the Corporation, are as follows:

It is the mission of the Regional School Unit #34 Education Foundation to enhance the quality of education and educational opportunities for the students, staff and citizens of Regional School Unit # 34 serving the communities of Alton, Bradley and Old Town. The Foundation will generate and distribute financial and other resources to and for the benefit of students for the purposes of program enrichment and other worthwhile projects.

The Foundation will carry out its mission by focusing its effort in these ways:

- Facilitate Student Development
 - Provide funds for learning activities which supplement, complement and augment the basic education program
 - Provide equipment and facilities not funded through other means
- Encourage Excellence Through Creative Learning
 - Support professional growth for staff
 - Provide venture capital for creative ideas and programs
- Promote Community/School Partnerships
 - Promote community awareness of educational challenges and solutions
 - Develop enrichment programs to address the needs of RSU #34 and the communities it serves
 - Foster the development of alumni relations
 - Provide a vehicle for individuals, businesses, and organizations to share resources and gifts with RSU #34

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.

The foregoing enumeration of specific purposes and activities shall not be deemed to be exclusive, and in general the Corporation shall have the power to do all things incidental, necessary or convenient to the carrying out of its general aims and as permitted by the laws of the State of Maine as amended from time to time and Section 501(c)(3) of the Internal Revenue Code, as amended.

ARTICLE II Officers and Directors

Section 1 General Powers. The property, affairs and activities of the Corporation shall be managed by a Board of Directors. The Board of Directors 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 and the Articles of Incorporation.

Section 2 Composition. The Board of Directors shall consist of a minimum of three (3) and a maximum of twenty-one (21) members and shall include the Officers. The Superintendent of Regional School Unit #34, or his or her designee, shall serve as an *ex officio*, non-voting member of the Board of Directors.

Section 3 Election of Directors. The Board of Directors shall be elected by Directors at the Annual Meeting or any regular meeting of the Directors and each Director shall serve for a term of three years (such term to end at the third next Annual Meeting after said Director's election) or until his or her successor is elected. However, at the organizational meeting of the Corporation the initial Board of Directors shall be appointed by the Incorporator(s) to staggered terms so that one third (1/3) of the Directors shall serve for a term of the three (3) years, one third (1/3) of the Directors shall serve for a term of two (2) years, and one third (1/3) of the Directors shall serve for a term of one (1) year. These initial terms shall begin on the date of the organizational meeting and shall end on the date of the Annual Meeting in the year in which the term expires. At each Annual Meeting thereafter the Directors shall elect successor Directors for a term of three (3) years.

Section 4 Vacancies. Vacancies in the Board of Directors or in any of the officer positions due to a resignation, removal or death of a Director may be filled at any time by a majority vote of the existing Board, and the Director elected to fill a vacancy shall serve for the period remaining in the former Director's term.

Section 5 Resignations. Any Director may resign at any time by giving written notice to the President, or if the President wishes to resign, to the Secretary. Such resignations shall take effect at the time specified therein, and, unless required by the terms thereof, the

acceptance of such resignation shall not be necessary to make it effective.

Section 6 Removal. A Director or Officer may be removed if s/he has committed or engaged in any act or omission or practice which, in the sole discretion of the Board of Directors, has been or would be detrimental to the best interests of the Corporation. Said removal shall occur at any meeting of the Board of Directors, and upon a two-thirds (2/3) vote of those disinterested Directors present in person. The Director or Officer considered for removal shall be given at least five days written notice of the proposed removal, as well as an opportunity to be present and to be heard at said meeting. Each member of the Board of Directors is expected to regularly attend scheduled meetings; failure to attend meetings may constitute cause for removal. Notwithstanding the foregoing, a Director shall be automatically removed if s/he is or has been adjudged mentally incompetent.

Section 7 Board of Directors Meetings.

7.1 The Board of Directors shall meet a minimum of four (4) times per year, including one Annual Meeting of the Directors.

7.2 Directors may participate in a meeting of the Board of Directors by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and such participation in a meeting pursuant to this subsection shall constitute the presence in person at such meeting.

7.3 Notice of all meetings of the Board of Directors shall be sent at least fifteen (15) days previously thereto (except for Special Meetings, in which case at least five (5) days previously thereto) by written notice delivered by first class mail, fax, personal delivery, or electronic mail. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these Bylaws.

7.4 A majority of the Directors shall constitute a quorum for the transaction of business, but the Directors present in person at any meeting may adjourn such meeting from time to time until such quorum is present.

7.5 Unless provided otherwise in these Bylaws or by law, a majority of the votes entitled to be cast on a matter to be voted upon by the Directors present in person at a meeting at which a quorum is present shall be necessary for the adoption thereof. There shall be no proxy voting.

7.6 At any meeting of the Board of Directors, an Executive Session at which only Directors and/or certain employees shall be present may be called for discussion of sensitive or confidential issues such as personnel, legal matters, or transaction negotiations. The results of

said Executive Session shall, without violation of confidentiality and as appropriate, be recorded in the general minutes of the meeting.

7.8 Meetings of the Board of the Directors shall not be required to be open to the public, although the Board may choose, in its sole discretion, to invite guests to all or portions of such meetings. Minutes of meetings shall not be required to be made available to the public, although the Board may choose, in its sole discretion, to share all or portions of minutes with specific third parties or with the public.

7.9 Meetings of the Board of Directors shall be conducted in accordance with the Guidelines for Meetings, attached hereto and incorporated herein as Exhibit A.

Section 8 Special Meetings of the Board of Directors. Special Meetings of the Board of Directors shall be held at the call of the President or at the call of the Secretary upon the written request of at least one-third of the Board of Directors. The person or persons calling the Special Meeting shall fix the date, time and place thereof, although such date, time and place shall be reasonable and convenient for the other Directors.

Section 9 Board or Committee Action Without a Meeting. Any action which might be taken at a meeting of the Board of Directors or of a committee may also be taken without a meeting if (a) all Directors or committee members are notified in writing of the proposed action, (b) three quarters (75%) of the total number of Directors or of the committee members send written consents to the action taken or to be taken, at any time before or after the intended effective date of such action, and (c) the Secretary, committee chair, or his/her designee, receives no written objection to such action from a Director or committee member within forty-eight (48) hours of the notification to the Directors and committee members. Such notifications, consents, and objections shall be filed with the minutes of next Directors' meeting or committee meeting, and shall have the same effect as a regular meeting vote. For the purposes of this section, notifications, consents, and objections may be communicated by regular mail, personal delivery, fax, or electronic mail.

Section 10 Officers. The Officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer, all of whom shall be elected by the Board of Directors to serve for two-year terms beginning and ending on the date of the Annual Meeting of the Directors. However, the initial Officers shall be elected at the organizational meeting of the Corporation and the initial terms shall begin as of the date of the organizational meeting and end on the date of the next Annual Meeting.

a) The President shall be the Chief Executive Officer of the Corporation. The President shall preside at all meetings of the Board of Directors and shall exercise general supervision over the management of the property and affairs of the Corporation. The President shall do and perform such other duties from time to time as may be assigned by the Board of Directors.

b) The Vice President, in the absence or inability to act of the President, shall exercise the powers and perform the duties of the President. The Vice President shall also generally assist

the President and shall have such other powers and perform such other duties as may from time to time be designated by the President or by the Board of Directors.

c) The Treasurer or such other persons (including the Executive Director, Business Manager, or other Officers or employees of the Corporation) as may be designated by the Board of Directors, shall act under the supervision of the Board and shall have charge and custody of, and be responsible for, all the funds of the Corporation and shall keep or cause to be kept, and shall be responsible for the keeping of, accurate and adequate records of the assets, liabilities and transactions and membership contributions of the Corporation. He or she shall deposit, or cause to be deposited, all monies and other valuable effects of the Corporation in the name of and to the credit of the Corporation in such banks, trust companies, or other depositories as may be designated from time to time by the Board of Directors. He or she shall disburse, or cause to be disbursed, the funds of the Corporation based upon proper vouchers of such disbursement. In general, he or she shall perform all the duties incident to the office of Treasurer and such other duties as may from time to time be assigned to him or her by the President or the Board.

d) The Secretary, shall keep, or cause to be kept, the minutes of all meetings of the Board and the Executive Committee in one or more books provided for that purpose and shall see that the minutes of meetings of the Board and of the Executive Committee are distributed promptly to all members of the Board of Directors. He or she shall see that all notices are duly given in accordance with these bylaws and as required by law. He or she shall have charge of all of the books, records, and papers of the Corporation relating to its organization as a corporation and shall see that all reports, statements, and other documents required by law are properly kept or filed, except to the extent that the same are to be kept or filed by the Treasurer. In general, he or she shall perform or cause to be performed all duties incident to the office of the Secretary and such other duties as may from time to time be assigned to him or her by the President or the Board of Directors.

ARTICLE III **Committees**

Section 1 **Executive Committee.** Those Directors who are Officers, as well as the Superintendent, are designated as and shall constitute the Executive Committee of the Board of Directors. The Executive Committee may exercise all of the powers of the Board of Directors in the interim between Board of Directors' meetings except to: (a) amend or repeal the Articles of Incorporation or these Bylaws, or adopt new Bylaws; (b) approve any merger, consolidation, sale or lease of substantially all of the assets of the Corporation, dissolution, or distribution of assets; (c) elect Officers, Directors and Executive Committee members; (d) adopt the Corporation's budget; (e) fix compensation of any Directors or Officers for serving on the Board or any committee; and (f) amend, repeal, or act contrary to any resolution or direction of the Board of Directors. The Executive Committee shall submit reports to the Board of Directors on any actions taken. Any member of the Executive Committee may call meetings of the Committee. Seven days written notice as to the time and place of meetings shall be given to each officer.

Any officer may waive written notice of meetings in which case verbal notice shall suffice. A majority of the members of the Executive Committee present in person shall constitute a quorum permitting the transaction of business at such meetings. In the absence of a quorum, a meeting may adjourn until a quorum can be present.

Section 2 Committees. The Board of Directors may, from time to time and for terms as they may see fit, establish committees other than the Executive Committee, as necessary for the smooth functioning of the Corporation. The President shall appoint committee members from among the members of the Board of Director, supporters of the Corporation and members of the community. Such committees shall be chaired by a Director of the Corporation. The chair of such committee shall fill any vacancies in committees. A majority of the members of such committee present in person shall constitute a quorum for the transaction of business, and the vote of a majority of all the members of the committee shall be the act of the committee. Committee meetings shall be conducted in accordance with the Guidelines for Meetings (Exhibit A).

ARTICLE IV No Members

The Corporation shall have no members. Notwithstanding the foregoing, the Corporation may from time to time refer to financial supporters as “members,” but such individuals or entities shall not be formal members within the meaning of the Maine Nonprofit Corporation Act and shall have no membership rights under said Act.

ARTICLE V Financial Affairs

Section 1 Fiscal Year. The fiscal year of the Corporation shall commence on the first day of July and end on the last day of June.

Section 2. Internal Controls. The Board of Directors shall ensure that customary financial internal controls are established and followed. The funds of the Corporation shall be deposited in one or more banks or other investment institutions as designated by the Board of Directors. All checks, drafts or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer(s) or agent(s) of the Corporation and in such manner as shall from time to time be determined by a resolution of the Board of Directors.

Section 3 Execution of Documents. All contractual documents to be executed by the Corporation including deeds, mortgages, leases, promissory notes or other instruments, except checks, shall be executed by the President, Treasurer or the Executive Director on behalf of the Corporation, or as stated by specific resolution of the Board of Directors.

Section 4 Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the

board of directors. Such authority may be general or confined to specific instances. In accordance with 13-B M.R.S. §712, in no event shall a loan be issued to a director or officer of the Corporation.

Section 5. **Budget.** The Board of Directors shall periodically (at least bi-annually) approve a budget. Any material expenditures beyond the scope of the approved budget shall require the approval of the Board of Directors.

Section 6. **Compensation.** The Board of Directors shall be responsible for setting compensation levels and for determining that any compensation amounts paid to employees or contractors are “reasonable” for the purposes of Internal Revenue Code Section 4958 and accompanying regulations.

ARTICLE VI

Executive Director and Other Employees

The Board of Directors shall determine the staffing needs of the Corporation, if any, and may select, evaluate, and supervise an Executive Director. The Executive Director shall be in charge of and shall exercise general management of the business of the Corporation with such powers and functions as the Board of Directors may direct. The Executive Director shall act as technical advisor to the Board and its committees and shall attend Board meetings but shall not be a Director and shall have no vote. The Executive Director shall be responsible for hiring, terminating, and determining the terms and duties of all other employees and consultants, in consultation with the Board of Directors.

ARTICLE VII

Liability Protection and Indemnification

The Corporation shall have the power to indemnify and, without formal action by the Directors or other persons, shall indemnify any Officer or Director, in respect of any and all matters or actions for which indemnification is permitted by the laws of the State of Maine, including, without limitation, liability for expenses incurred in any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative. Indemnification under the preceding sentence with respect to persons other than Officers and Directors, such as employees, agents, or other persons acting for or on behalf of the Corporation may be made only upon the affirmative vote of the Board of Directors in specific instances. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any of the above-stated capacities, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person.

ARTICLE VIII
Prohibition Against Private Inurement and Private Benefit

No part of the net earnings of the Corporation shall inure to the benefit of any Director or Officer of the Corporation, or any private individual, excepting solely such reasonable compensation that the Corporation shall pay for services actually rendered to the Corporation, or allowed by the Corporation as a reasonable allowance for authorized expenditures incurred on behalf of the Corporation, and no Director or Officer of the Corporation, and no private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation (except that a Director or Officer may receive property of the Corporation in exchange for fair market value compensation to the Corporation).

These Bylaws shall not prohibit the reimbursement of incidental expenses necessarily incurred in the business of the Corporation by any Director duly authorized and also shall not prohibit the employment of persons, including Directors and Officers, to perform duties for the Corporation and receive compensation therefor, upon proper authorization of the Board of Directors.

ARTICLE IX
Dissolution

The Corporation is intended to exist in perpetuity, but in the event of 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 an 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, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE X
Amendments

These Bylaws may be amended by a two-thirds (2/3) affirmative vote of the Directors present in person at any Regular or Special Meeting of the Board of Directors, provided that the subject matter of any such proposed amendment shall have been provided to each Director at least ten (10) days prior to said meeting.

CERTIFICATION

I, the undersigned, do hereby certify that the above and foregoing bylaws were duly adopted on April 17, 2012 by the Regional School Unit #34 Education Foundation at a regular meeting of the Board of Directors held on due notice and in compliance with its Articles of Incorporation at which time a quorum was present.


Secretary

Date: 10/16/2012



(Print Name) Secretary

Exhibit A to Bylaws
Guidelines for Meetings
Regional School Unit #34 Education Foundation

Guideline 1: Use of Guidelines

(a) These Guidelines for Meetings (the “Guidelines”) are to be used as the regular meeting method for the Board of Directors and committees, teams, or task forces and other decision-making groups of the Regional School Unit #34 Education Foundation (the “Corporation”). The Guidelines are subordinate to (1) the Corporation’s bylaws, (2) the Articles of Incorporation and any applicable Restated Articles of Incorporation or Amended Articles of Incorporation, and (3) current state and federal laws for nonprofit public benefit corporations.

(b) These Guidelines may be further modified by a two-thirds majority of the Board of Directors. This voting threshold does not prevent striving for consensus.

(c) In the case of committees, teams, task forces, or other decision-making groups, the role of President will be assumed by the Chair of the group, and any reference to Directors shall be read as a reference to the members of the group.

Guideline 2: Meeting Roles

(a) The President (or Chair, where applicable) of the Board or a Director that she or he appoints, will preside at the meeting. The President is responsible for conducting a focused and fair meeting, and may appoint a Facilitator to assist with this role. The President will make final decisions regarding the meeting content and Agenda after gathering input.

(b) The Secretary, or a person designated by the Secretary, shall be the Minutes Taker.

(c) The President will appoint a Timekeeper. The Timekeeper will keep the President and the group aware of time. If the group has agreed upon a specified time limit for any individual to speak, the Timekeeper will give the speaker a one-minute warning. At the end of the time, the speaker will be asked to stop. This person cannot speak again until all the other Directors have had an opportunity to speak.

(d) All participants in meetings are expected to conduct themselves courteously. Courtesy is demonstrated by, among other practices, active listening, waiting until others are finished before speaking, and being punctual. Whenever possible, Directors who cannot attend a meeting are expected to communicate their absence in advance to the President.

Guideline 3: Agenda

(a) The President, with suggestions from the other Directors, will draft an Agenda. It will include the meeting purpose (if other than a regular meeting), and the meeting outcomes or intended results. The Agenda will focus on accomplishing the current major strategies or goals of the Corporation.

(b) The Agenda will state expected start and end times, topics in order of priority, estimated time limits in minutes for each topic, and the name of the person leading the presentation and dialogue on each topic.

(c) Whenever possible the Agenda and other pertinent material will be distributed in advance by e-mail or regular mail.

Guideline 4: Starting the Meeting

(a) The tone of the meeting will be informal and friendly. [Optional: Directors will be given a chance to relax, with social time and food preceding the meeting to allow a 15- to 30-minute transition period.]

(b) [Optional: There will be an opportunity in the beginning for everyone to “check in” briefly, update the group on any personal news, or make announcements of interest to the group.]

(c) Anyone visiting a meeting at the discretion of the Board or committee will be introduced to everyone, and the group members to the visitor, with every attempt to include the visitor quickly.

(d) If desired there may be an invocation, spiritual practice, or moment of meditation or reflection to set a positive tone.

(e) Directors will be given a chance to read and modify the Agenda at the beginning of the meeting.

Guideline 5: Routine Reports and Consent Agenda

(a) The minutes of the previous meeting and routine reports not requiring individual consideration will be placed on the Agenda at the beginning in a Consent Agenda section. This information will be provided to participants ahead of time or before the start of the meeting.

(b) The Consent Agenda items will not be discussed individually unless any member requests that an item be removed from this section and placed on the regular Agenda as a separate item for discussion. The President will check with the Board for agreement to file route reports as part of the Corporation’s records.

Guideline 6: Discussion of Issues

- (a) Any item may be discussed that is on or added to the Agenda prior to or at the beginning of the meeting. A motion or a second is not required.
- (b) The Director(s) who presents an issue for consideration should present it in the form of a Simple (verbal) or Structured (written) Proposal. Proposals are encouraged to address the problem and its causes before the solution.
- (c) When possible, Structured Proposals will be available for Directors to read in advance of the meeting.
- (d) All Directors will be given an opportunity to speak or ask questions. No one member may speak a second time until all wanting to speak have spoken once.
- (e) When discussing a Proposal, the President or Facilitator will structure the discussion to proceed from opening (idea generation) to narrowing (evaluating ideas) to closing (making decisions).
- (f) The President or Facilitator will ensure that the discussion is balanced between pros and cons and that all points of views are encouraged. Directors understand that respectful disagreement is a mark of a healthy Board.
- (g) Any Director can suggest changes to a Proposal. The Proposal can be modified by Board agreement.

Guideline 7: Decision Making

- (a) All Directors will be given an opportunity to speak at least once and not more than twice on each Proposal.
- (b) After a Proposal has been presented and thoroughly discussed, the President will ask if the Board is ready to vote on the Proposal. No one Director or a minority may block a decision.
- (c) If the Board is not ready to vote, the President may call for a nonbinding simple straw poll (show of hands) and further discussion. As a result of the discussion, the President may suggest or request modifications and check again for agreement on whether to vote.
- (d) Votes shall be by a show of hands. If the Board agrees, however, votes can be held by written ballot.

Guideline 8: Ending the Meeting

- (a) There will be time on the Agenda at the end of the meeting for the President to summarize the progress made at the meeting.

(b) The Minute Taker will summarize agreements made and the follow-up action steps agreed to by the Board, clarifying the tasks, the person(s) responsible, and the task time limits.

(c) The Directors will remark on their personal experience (meaning, learning, or impressions) during the meeting and make suggestions on what to continue doing and what to change to improve future meetings. The President and Facilitator will implement feasible ideas at the next meeting.

(d) When the Agenda is complete, or the time established for the end of the meeting is reached, the President will close the meeting. However, the meeting can continue after the established time limit if there is at least two-third majority agreement to extend the meeting for a specified time period.