

**BYLAWS OF THE
MAINE STATE BAR ASSOCIATION**

ARTICLE I

Name

The name of this Association shall be the “Maine State Bar Association.”

ARTICLE II

Mission, Purposes and Limitations

Section 1. Mission. The mission of this Association is to promote the honor, dignity and professionalism of lawyers; advance the knowledge, skills and interests of its Members; and support the public interest in a fair and effective system of justice.

Section 2. Purposes. The purpose for which the Maine State Bar Association is formed is exclusively as a business league, not organized for profit, as contemplated by Section 501(c)(6) of the Internal Revenue Code of 1986 or any other successor provision. Any references herein to any provision of such Code shall be deemed to mean such provision as is now, or hereafter existing, amended, supplemented or superseded as the case may be. The Association shall have all the powers necessary to carry out the foregoing purposes and all of the powers of non-profit corporations organized under the laws of the State of Maine.

Section 3. Limitations.

- (a) The Association shall be an equal opportunity and affirmative action employer, and it shall not discriminate on the basis of race or color, sex, sexual orientation (including gender expression or gender identity), physical or mental disability, religion, age, ancestry or national origin, or other prohibited basis:
 - i. in the persons served, or in the manner of service;
 - ii. in the hiring, assignment, promotion, salary determination or other conditions of staff employment; or
 - iii. in the membership of its Board of Governors.
- (b) The Association shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status

as a corporation which is exempt from federal income taxation as an organization described in §501(c)(6) of the Internal Revenue Code of 1986, or any successor provision, or as a corporation to which contributions are deductible under the Internal Revenue Code of 1986, or any successor provision.

- (c) The Association is not organized for pecuniary profit and shall not have any capital stock. No part of its net earnings or of its principal shall inure to the benefit of any Officer or Governor of the Association, or any other individual, partnership or corporation, but reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of earnings or principal.
- (d) On dissolution, after provision is made for payment of debts, all property of the Association, from whatever source arising, shall be distributed only to such organizations as are then exempt from tax by virtue of §501(c)(6) of the Internal Revenue Code of 1986, or any successor provision, and as the Board of Governors of the Association shall determine, unless otherwise provided in the instrument from which the funds to be distributed derive.

ARTICLE III

Board of Governors

- Section 1. The business of the Association shall be conducted by a Board of Governors (“Governors”) of twenty-three (23) Members of the Association, consisting of the President, the Immediate Past President, the President Elect, the Vice President, the Treasurer, and eighteen (18) Members of the Association elected as Governors pursuant to this Article.
- Section 2. The Vice President shall be elected at large annually by the voting Members of the Association. The Vice President shall, at the conclusion of the President Elect’s term, automatically succeed to the office of the President Elect. The President Elect shall, at the conclusion of the President’s term, automatically succeed to the office of President. The Treasurer shall be nominated by the President Elect and elected annually by the Board of Governors. No officer may serve more than one term in each office, except that there shall be no limit on the term of the Treasurer.
- Section 3. Thirteen Governors shall each represent a District (the “District Governors”) of the State of Maine, and shall be respectively elected by the eligible voting Members of each District. The respective Districts shall be composed of the territories of the several counties as follows:

Governor District One, York County

Governor	District Two, Oxford and Franklin Counties
Governor(s)	District Three, Cumberland County (three (3) seats)
Governor	District Four, Sagadahoc and Lincoln Counties
Governor	District Five, Androscoggin County
Governor	District Six, Kennebec County
Governor	District Seven, Somerset and Piscataquis Counties
Governor	District Eight, Waldo and Knox Counties
Governor	District Nine, Penobscot County
Governor	District Ten, Hancock and Washington Counties
Governor	District Eleven, Aroostook County

- Section 4. The terms of the District Governors shall be two (2) years from the first day of January of the year for which they are elected. A District Governor shall be ineligible to election to more than four (4) consecutive full terms.
- Section 5. The fourteenth Governor shall be a member of the New Lawyers Section and shall be elected by the members of that Section. The New Lawyers Governor shall serve for one (1) term of two (2) years.
- Section 6. The fifteenth Governor shall be a member of the Women’s Law Section and shall be elected by the members of that Section. The Women’s Law Governor shall be ineligible to election to more than four (4) consecutive two (2)-year terms.
- Section 7. The sixteenth Governor shall be a member of the BIPOC (Black, Indigenous and People of Color) Lawyers Section and shall be elected by the members of that Section. The BIPOC Lawyers Governor shall be ineligible to election to more than four (4) consecutive two (2)-year terms.
- Section 8. The seventeenth Governor shall be a member-at-large whose practice consists of full-time employment in the public service sector. Public service sector includes attorneys working for governmental entities (federal, state, county, municipal); legal services organizations; military; and, accredited law schools or universities. The public service Governor shall be ineligible to election to more than four (4) consecutive two (2)-year terms.
- Section 9. The eighteenth Governor shall be a member at-large whose practice is as in-house corporate counsel. The in-house corporate counsel Governor shall be ineligible to election to more than four (4) consecutive two (2)-year terms.
- Section 10. The elections in Sections 5, 6, 7, 8 and 9 shall occur at the same time as the annual elections set forth in Article IX. The at-large Governors shall be elected by MSBA Members on a statewide basis. Unexpired terms may be filled in accordance with Article IX.
- Section 11. Any Governor who is absent from three (3) consecutive entire Board meetings without explanatory communication acceptable to the President may be

considered to have resigned and, upon approval by a majority vote of the Governors present and voting at any regular meeting of the Board of Governors, such Governor's resignation shall be accepted.

ARTICLE IV

Membership

- Section 1. Classification of Members The Board of Governors shall have the exclusive power to determine the manner of qualification and the rights of Members, and to create and make changes to membership categories (including, but not limited to, the addition and deletion of membership categories). The Board of Governors shall exercise such power in accordance with the provisions of Article VIII, Section 5. The Board of Governors shall maintain a Classification of Membership Policy. Membership shall be effective upon qualification within one of the membership categories listed in the Classification of Membership policy and upon payment of dues in accordance with Article V.
- Section 2. Application for Membership. Applications for membership in the Association shall be submitted to the Executive Director. An application shall show the professional name, professional mailing address, place of residence, age, date of admission to practice in the State of Maine and elsewhere, and any other information required by the Board of Governors. The Board of Governors shall determine the method of processing applications.
- Section 3. Rights and Privileges of Members. No Member shall have more than one vote. All Members' rights and privileges, as defined in the Classification of Membership Policy, shall be determined and/or amended by vote of the Board of Governors in accordance with Article VIII.
- Section 4. The registered address of a Member, for all purposes of these bylaws, (including the election of District Governors) shall be deemed to be the Member's professional mailing address as reported to the Association or the address of the location where the Member's practice is substantially based.
- Section 5. Voting Rights. All eligible voting Members shall be entitled to vote upon the following matters:
- (a) Contested elections of the Board of Governors.
 - (b) Amendments to these bylaws.
 - (c) Any member-initiated action.

A quorum of thirty (30) eligible voting Members shall be required at a membership meeting. A vote of the majority of the Members present at a meeting shall be required to approve a proposed vote. No proxies shall be allowed at

membership meetings. A member-initiated action shall require presentation by ten percent (10%) of the eligible voting Members in order to be called for a vote. Eligible voting Members shall vote in the manner set by the Board of Governors. The Board of Governors may permit electronic voting on any matter on which the Members are entitled to vote, subject to such restrictions as are necessary to ensure compliance with these bylaws.

Section 6. Business Meetings of the Members of the Association. An annual business meeting of the Members of the Association shall be held at a time and place designated by the Board of Governors. Special meetings of the Members of the Association may be called by the President or the Board. Any meeting may be held within or without the state of Maine.

Section 7. Meetings By Remote Communication.

- (a) Any meeting of members may be held (i) entirely through means of remote communication without a specific site for the meeting or (ii) partially through means of remote communication, with those members attending in person at the location provided in the meeting notice.
- (b) Whenever a meeting of members is held entirely or in part through means of remote communication, a member who is not physically present at a meeting of members is authorized, by means of remote communication (i) to participate in the meeting of members; and (ii) to be deemed present in person for quorum purposes and vote at the meeting of members, provided that the Association is able to verify that the person participating remotely is a member.
- (c) The Association shall maintain records of all votes or other actions taken by all members who participate by means of remote communication at any meeting of members.
- (d) In this Section, "remote communication" means communication by any medium that affords all participating individuals who are not attending in person a reasonable opportunity to hear the other participants, to participate in the meeting, and to vote on matters submitted to the members, including an opportunity to communicate and to read or hear the proceedings of the meeting, substantially concurrently with the proceedings.

Section 8. Notice. Each Member entitled to vote at a meeting shall receive notice in writing of the place and time of the meeting. Notice of the meeting shall include the purpose or purposes for which the meeting is called. Notice of the meeting shall be sent no fewer than seven (7) or more than forty (40) days prior to the meeting and for an annual meeting notice shall be sent no fewer than twelve (12) or more than forty (40) days prior to the annual meeting. In lieu of a separate notice, the

notice may be printed in an issue of the Maine Bar Journal or publications of the Bar Association, or by electronic notice sufficient to provide notice to Members.

- Section 9. **Agenda at Annual Business Meeting.** The agenda of the annual meeting of the Association shall be determined by the Board of Governors and may include proposed changes to these bylaws.
- Section 10. **Resignation.** A member may resign his or her membership by notifying the Maine State Bar Association in writing, or by email or telephone call.
- Section 11. **Disbarment or Suspension.** A Member who is disbarred or suspended from the practice of law in any state ceases to be a member upon his or her disbarment or suspension and his or her dues and all benefits of membership are forfeited. A Member whose membership is terminated due to disbarment or suspension may reapply for membership following his or her reinstatement to practice law. Acceptance of reapplication for membership pursuant to this Section 10 shall be reviewed and approved by the Executive Director.
- Section 12. **Misconduct.** Any Member may be censured, suspended, or expelled by the Board of Governors for misconduct in the Member's relations with the Association. The Board of Governors may refer charges to a committee of the Board or a committee of the Association for investigation, hearing and report, and may act upon the report of the committee. If the charges have been the subject of a report by any committee of the Board of Overseers, the Board of Governors may censure, suspend or expel the Member without further evidence or report. Any Member so censured, suspended, or expelled may, within ten (10) days after notice of the action taken is mailed to the Member at the Member's preferred address appearing on the records of the Association, request in writing an opportunity for a hearing before the Board of Governors on its action. If no such request is received by the Board within ten (10) days after notice is mailed as aforesaid, the Member will be deemed to have waived the right to request a hearing thereon.

ARTICLE V

Dues and Funds

- Section 1. **Amount of Dues.** Honorary and Life Members are exempt from the payment of dues. The dues of other Members shall be determined and fixed by the Board of Governors, from time to time, including but not limited to classes or categories of active Members.
- Section 2. **Payment of Dues.** Dues shall be payable annually, semi-annually, quarterly, or monthly, in advance, as the Board of Governors may, from time to time, determine. Any Member who fails to pay the dues required within three (3)

months after they have become due is terminated from membership. A Member dropped for non-payment of dues may be reinstated upon such terms as the Board of Governors shall determine. Upon correspondence by any Member in good standing, the Board of Governors may forgo the payment of dues of a Member for reasons of financial hardship, illness, and the like for such period as it may, from time to time, determine.

Section 3. Fiscal Year. The fiscal year of the Association shall be from October 1st through September 30th.

Section 4. Deposit and Withdrawal of Funds. All money of the Association shall be deposited in the name of the Maine State Bar Association in such accounts and in such banks and financial institutions or invested as the Board of Governors designates and may be withdrawn in accordance with procedures established by the Board of Governors.

ARTICLE VI

Officers and their Duties

Section 1. President. The President is the Chief Executive Officer of the Association and presides at all meetings of the Association and of the Board of Governors. The President shall be responsible for communicating the policies and directives of the Board to the Executive Director, other Officers of the Association, and Committee and Section Chairpersons. The President may not serve consecutive terms.

Section 2. President Elect and Vice President. The President Elect and Vice President in that order and as shall be able to serve, shall in the absence or incapacity of the President, perform the duties of the President. The President Elect and Vice President shall also perform other duties that may be prescribed by the Board of Governors.

Section 3. Treasurer. The Treasurer shall be nominated by the President Elect and elected annually by the Board of Governors. The Treasurer shall:

- (a) Be directly responsible to the Board of Governors for the review and general oversight of the Association's financial affairs.
- (b) Perform other duties as the Board of Governors may prescribe.

ARTICLE VII

Executive Director Duties

The Executive Director shall be appointed by the Board of Governors on terms the Board shall establish. The Executive Director shall:

- (a) Be directly responsible to the Board of Governors for the administration and management of the Association subject to the policy directives, programs, and budgets adopted by the Board.
- (b) Be responsible for the employment, termination of employment, determination of compensation and supervision of all staff and supporting personnel.
- (c) Serve as Registered Agent of the Association; cause proper notice to be sent, and records to be maintained, of all meetings of the Association and the Board of Governors; and faithfully perform all duties required by statute.
- (d) Coordinate the activities of, and provide appropriate staff support to, Committees and Sections of the Association.
- (e) Prepare, at times designated by the Board, an annual budget for the next fiscal year, and such other reports as the Board of Governors may require.
- (f) Be responsible for the receipt and disbursement of Association funds and the maintenance of accurate books of account except that the Board of Governors may require the Treasurer or other officer designated by the Board to countersign checks over a designated amount.
- (g) Collect the membership dues and other obligations in favor of the Association and deposit or invest the receipts in a manner approved by the Board of Governors.
- (h) Inform the Treasurer on a regular basis of all significant financial activities of the Association, and promptly provide all information requested by the Treasurer that may relate to the Association's financial affairs.
- (i) Perform such other duties as the Board of Governors may prescribe.

ARTICLE VIII

Board of Governors Meetings

- Section 1. Place of Meeting. The Board of Governors may hold its meetings within or without the State of Maine at such places and at such times as it may determine.
- Section 2. Regular Meetings. Regular meetings of the Board of Governors may be attended by Maine State Bar Association Members in good standing. The Board may, in its discretion, call an executive session at which only the Board of Governors shall be present. Nothing herein shall restrict the Board of Governors from assuring the safety or privacy of any Member or staff of the Association.
- Section 3. Special meetings. Special meetings of the Board of Governors may be called by the President or any eight (8) Governors.
- Section 4. Notice of Regular and Special Meetings. Meetings of the Board of Governors may be held on not less than five (5) or more than thirty (30) days' notice to each member of the Board of Governors, either personally or by telephone, mail, or email. The notice need not state the purpose of the meeting or the business to be transacted. Notice may be waived in writing before or after the meeting. Attendance of a Governor at any meeting is a waiver of notice of the meeting unless the Governor attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
- Section 5. Quorum and Voting. Twelve (12) Governors constitute a quorum. A simple majority vote of the members present shall be required to pass any action of the Board of Governors, except as limited by policy adopted by the Board of Governors.
- Section 6. Advisory Board Members. Past Presidents of the Association and current Presidents of County Bar Associations shall have the right to attend any meeting of the Board of Governors and participate in discussions, but may not vote unless they are current elected members of the Board of Governors.
- Section 7. Executive Committee. The Board of Governors shall have an Executive Committee composed of the President, President Elect, Vice President, Treasurer and Immediate Past President. The Executive Director or a designee, may be invited to meetings and may participate, but shall not have a vote. Three (3) members of the Executive Committee may take any action that the Board of Governors is authorized to take, as necessary between Board of Governors meetings except as specifically limited by the Board of Governors. Meetings of the Executive Committee shall be called by the President, or in his or her absence, another member of the Executive Committee. Any action taken by the Executive Committee shall be reported to the Board of Governors within fourteen (14) days

of the meeting. When a meeting is called, the Board of Governors is to be informed of the date, place and time of the meeting.

ARTICLE IX

Election of Officers and Board of Governors.

- Section 1. By September 1st the nominating petition shall be printed and distributed to the membership either in the Maine Bar Journal, in any publication of the Association, electronically, or by any other means authorized by the Board of Governors. A minimum of twenty (20) Members eligible to vote may nominate a candidate for officer of the Board of Governors by signing the nominating petition and filing it with the Executive Director of the Association by October 1st. A minimum of ten (10) Members eligible to vote pursuant to Article IV may nominate a candidate for a Governor by signing the nominating petition and returning it to the Executive Director of Association no later than October 1st.
- Section 2. The Nominating Committee may present a slate of officers and Governors to be elected that year. This slate, together with all nominations received by petition pursuant to Section 1 above, shall be mailed, emailed or published in the Maine Bar Journal no later than December 1st. As to such officers and Governors so nominated, in which no contest exists, they shall be duly elected as of January 1st.
- Section 3. Ballots. Whenever a contest exists, the Executive Director shall cause ballots to be produced, substantially in the form required by the ballot law of the State, appropriate to each district. Each ballot shall be labeled "Contested Ballot" and list alphabetically under each office only the contested candidates appropriate to the District for which the ballot is prepared. No ballots other than the official ballots and no write-in votes will be counted.
- Section 4. Distribution of Ballots. An appropriate contested ballot shall be mailed or sent electronically, at least fifteen (15) days before said first day of January to each voting Member of the Association whose professional address is in a district from which contesting candidates are to be elected, and to the entire voting membership if contesting candidates are to be elected at large. Each ballot so mailed shall be accompanied by a return envelope addressed to the Association, an envelope marked "For Ballot Only," and a name card or slip. Ballots may also be returned electronically.
- Section 5. Counting Votes. Votes shall be counted in the manner set by the Board of Governors. The candidate receiving a plurality of the votes shall be declared the winner. When two or more candidates receive the same number of votes, the winner shall be determined by lottery.

- Section 6. Uncontested Election. When only one (1) eligible candidate has been nominated for an office or for membership on the Board of Governors, the candidate is automatically elected.
- Section 7. Vacancies to be Filled by Board of Governors. If no eligible candidate is nominated for an office or Board membership to be filled or if there is no candidate by reason of death, declination or other cause, the Board of Governors shall fill the vacancy at its discretion, taking into consideration the input of the Nominating Committee, if any, except as otherwise provided herein.
- Section 8. Death of a Candidate. Whenever a duly nominated candidate in a contested election for an office or Board membership dies less than thirty-five (35) days before or on the first day of January, the Member's name shall nevertheless be included on the contested ballot. If the Member receives a plurality of the votes cast, a vacancy exists, which shall be filled by the Board, except as provided herein.
- Section 9. BIPOC (Black, Indigenous and People of Color) Lawyers Section, New Lawyers Section and Women's Law Section Governors. The foregoing procedures do not apply to the Governors elected by the BIPOC Lawyers Section, New Lawyers Section or the Women's Law Section, which Sections shall determine the method of electing their Governors, pursuant to bylaws approved by the Board of Governors.

ARTICLE X

Terms, Vacancies and Succession of Officers and Governors

- Section 1. Terms. The term of each officer and Governor commences on January 1st of the year for which the Member is elected, and continues until December 31st of the year in which the Member's term expires, or until the Member's successor is elected and qualified.
- Section 2. Succession of President. If a vacancy occurs in the office of President, the President Elect shall perform the duties of the President as President pro tem, without vacating the President Elect's office.
- Section 3. Other Vacancies. Vacancies in the other Offices of the Association and the Board of Governors shall be filled by the Board of Governors except for a vacancy in the position of the Governor representative of the BIPOC (Black, Indigenous and People of Color) Lawyers Section, the New Lawyers Section or the Women's Law Section, which shall be filled according to the bylaws of those sections. Vacancies of committee or section chairs shall be filled by the President except where Section bylaws provide otherwise.

- Section 4. Unexpired Terms. A person elected or appointed to fill a vacancy shall serve for the unexpired term. The unexpired term shall not count toward the consecutive full-term limit found in Article III.

ARTICLE XI

Sections

- Section 1. Generally. There shall be such sections (“Sections”) as the Board of Governors shall determine to be advisable to promote the activities of the Association.
- Section 2. Creation or Discontinuance. The Board may create a new section or discontinue a Section, which action shall become effective on the following January 1st unless otherwise specifically directed by the Board. The President shall nominate and the Board of Governors shall approve a Chair or Co-Chairs for each Section. Sections that have adopted bylaws will be asked annually by the President to recommend Members for either the Chair or Co-Chairs of the Section. The President shall consider the Section’s recommendation.
- Section 3. Section Membership Records and Meetings. The Executive Director shall maintain a list of the names and addresses of the members of each Section and either the Executive Director or the chair shall notify each section member of the meetings of the Section.
- Section 4. Association Policy. No Section may pass any resolutions expressing its views unless written notice of the proposed action is sent to each member of the Section at least five days before the action is taken and the action is approved in writing by at least a majority of the members of the Section. No action of the Section establishes a policy of the Association unless it has been submitted to and approved by the Board of Governors.
- Section 5. Minutes of Section Meetings. The Secretary or secretary pro tem of each Section shall, within twenty days (20) after any meeting thereof, file with the Executive Director a copy of the minutes of the meeting.

ARTICLE XII

Committees

- Section 1. Creation and Appointment. The Board of Governors may create or discontinue special and standing committees, which action shall become effective as specified by the Board. The numbers, qualifications, powers and duties of all committees shall be determined by the Board. The President shall nominate and the Board of Governors shall elect a chair and the members of each committee.

- Section 2. Temporary Committees. The President may appoint temporary committees as needed.
- Section 3. Association Policy. No action of a committee establishes a policy of this Association unless it has been submitted to and approved by the Board of Governors.
- Section 4. Nominating Committee. The President Elect shall appoint a Nominating Committee consisting of five (5) Association Members, three (3) of whom are members of the Board of Governors and two (2) of whom are not members of the Board of Governors. The Nominating Committee members shall serve a one (1) year term. The Nominating Committee shall recruit Association Members as potential candidates for any open seat for Governor and any seats created by the inability of any Governor to fulfill his or her term of office. The Board of Governors may assign to the Nominating Committee such other duties as it deems necessary from time to time.

ARTICLE XIII

Offices and Records

- Section 1. Offices. The Association shall maintain an office in Augusta, Kennebec County, Maine and may have other offices at such places, within or without the State of Maine, as the Board of Governors may determine.
- Section 2. Membership Records. The Association shall keep a record of the names and addresses of its Members at its principal office in Kennebec County.
- Section 3. Other Records. The Association shall also keep correct and complete books and records of account and minutes of the proceedings of its Members, Board of Governors and Committees having any of the authority of the Board.

ARTICLE XIV

Amendments

The bylaws of the Association may be amended in the following manner: The Board of Governors shall receive proposed amendments and submit them to a vote at a meeting of Members having voting rights, which may be either an annual or a special meeting. Written or printed notice, setting forth the proposed amendment or a summary of the changes to be effected thereby, shall be given to each Member entitled to vote at the meeting. The proposed amendment is adopted if it received two-thirds of the votes cast at the meeting. Proposals for amendments may be submitted by the Board of Governors on its own initiative or by ten or more Members of

the Association in writing to the Board of Governors, provided such proposal is received by the Board in time to be included in the notice of the meeting at which it is to be considered.

ARTICLE XV

Activities

- Section 1. The Maine State Bar Association, the Board of Governors, Sections, Committees or any other subdivision thereof, shall not engage in activities that contravene the mission and purposes of the Association as described in Article II.
- Section 2. The Board of Governors shall have exclusive jurisdiction to determine the nature of any activity under this article, except as herein provided.
- Section 3. Upon petition of at least ten (10) Members from each of at least five (5) counties, any activity shall be placed upon the call of any meeting of Members of the Association without approval of the Board of Governors.
- Section 4. The Board of Governors may order any Committee, Section, or other subdivision of the Association to cease any activity which violates this article.
- Section 5. The standard for deciding whether any activity is permissible hereunder shall be:
- (a) the activity must be, or must support an activity that is, material and relevant to improvements in the law, the legal system, or the administration of justice; and
 - (b) must tend, or must support an activity that tends, to promote the public interest.
- Section 6. For the purpose of illustration and not limitation:
- (a) the phrase “improvements in the law” shall include substantive and procedural law, customs, practices, traditions and usages; statutes, ordinances; and the common law; codifications; law reform; constitutions; and the like; and the interpretation, draftsmanship, and clarification thereof;
 - (b) the phrase “improvements in the legal system” shall include court organization, legal institutions, law enforcement, delivery of legal services, organizations of lawyers, qualifications of lawyers, and the like;
 - (c) the phrase “improvements in the administration of justice” shall include qualifications, selections and remuneration of judges, juries, and other court personnel, court management and facilities, and the like; and

- (d) the word “activity” as used herein shall mean the expenditure and collection of money; taking stands or positions on issues, causes or controversies; any kind of publicity; appearances before any public, private, or other type of organization; or any other like courses of action.

Section 7. In order to implement the permissible activities herein before any governmental body, the Board of Governors is authorized to appoint such agents as it deems appropriate from time to time.

Section 8. Whenever a Section, Committee or other subdivision of the Association takes a stand or position on any issue, cause or controversy, the subdivision taking the stand or position shall be identified in such manner that it will always be clear that the stand or position does not represent the stand or position of the Association or any other subdivision thereof unless the Board has specifically voted to endorse that stand or position.

ARTICLE XVI

Miscellaneous

Section 1. Indemnity and Insurance. The corporation shall, in all cases, according to the terms of 13-B M.R.S. § 714, indemnify 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 the person is or was a governor, officer, employee or agent of the corporation, 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, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by the person 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 that person shall have been finally adjudicated in any action, suit or proceeding not to have acted in good faith in the reasonable belief that the person's action was in the best interests of the corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that the person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order or conviction adverse to such person, or by settlement or 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 the person's action was in the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the person's conduct was unlawful. The corporation shall purchase and maintain adequate liability insurance to cover all persons entitled to indemnification under this provision.

Section 2. Maine Nonprofit Corporation Act. As to any matter not directly addressed in these bylaws, the provisions of the Maine Nonprofit Corporation Act, as that Act may be amended from time to time, shall control, provided that the applicable provisions of the Act are consistent with these bylaws.

Adopted: August 28, 1968

Amended:

June 29, 1970
February 6, 1971
January 18, 1974
June 17, 1974
January 30, 1975
June 28, 1977
January 26, 1979
January 26, 1980
June 24, 1980
June 23, 1981
January 22, 1983
July 23, 1984
January 26, 1985
June 24, 1985
January 23, 1987
January 19, 1990
June 18, 1990
July 14, 1995
January 26, 1996
January 17, 1997
January 23, 1998
March 18, 1999
June 24, 2000
June 28, 2003
January 29, 2004
July 1, 2006
June 23, 2012
January 22, 2015
January 21, 2016
June 21, 2018
November 15, 2018
January 27, 2022
January 10, 2024