

**By-Laws**  
**Of**  
**Bar Harbor Historical Society**  
**As Amended 10/XX/2020**

**Article I: Name and Location**

Section 1: Name

The name of this non-profit Organization is Bar Harbor Historical Society, Inc.

Section 2: Location

Said Corporation and its principle office is located at 127 West Street, in Bar Harbor, in the County of Hancock, State of Maine. The Corporation may have other offices and places of business in the State of Maine.

**Article II: Purpose**

The Bar Harbor Historical Society's purpose is to display and preserve Bar Harbor's rich past through our unique collection, to properly interpret the design, content and history of LaRochelle and to assure access, enjoyment and educational opportunities for all.

**Article III: Board of Directors**

The Board of Directors shall have the power and authority over management, policies, properties and financial matters of the corporation

Section 1: Composition of the Board

The Board of Director shall consist of not more than sixteen (16) nor less than eight (8) voting Directors. The number of Directors may be increased or decreased, within the limits prescribed above at any meeting of the Directors of the Corporation.

Section 2: Duties and Expectation of Directors

Members of the Board of Directors shall be expected to support the organization financially to the extent possible, attend and participate in meetings in a constructive manner, devote time and effort to the successful operation of the organization in addition to attending Board meetings and be positive, proactive ambassadors for the organization both internally and externally.

Section 3: Nominating Committee and Nomination of Directors

Prior to the annual meeting, the President shall appoint a Nominating Committee consisting of 5 members, 3 of whom shall be from the Board of Directors and 2 from the general membership. It shall be the Nominating Committee's responsibility to:

- A. Evaluate the performance of existing directors whose term is expiring, based upon their fulfillment of the Duties and Expectations of Directors as outlined in Article 3, Section 2 of these By-Laws and nominate for re-election as deemed appropriate.

- B. Search for and recruit new board members who wish to promote the purpose of the Bar Harbor Historical Society and who are capable of and committed to fulfilling the Duties and Expectations of Directors as described herein.
- C. Where appropriate, nominate any person to become an Ex-Officio member of the Board who shall be elected by the Board of Directors.
- D. Nominate in conjunction with the President, the Officers of the Corporation who shall be elected by the Board of Directors.

#### Section 4: Election of Directors

Directors who have been nominated by the Nominating Committee shall be elected at the Company's Annual Meeting. However, in the event a vacancy occurs on the Board between annual meetings or it is the desire of the Board to add Director(s) as defined in Article III Section 1 herein the Board has the power and authority to elect a person(s), by majority vote. Such person's term shall terminate at the next annual meeting when they may be re-nominated by the Nominating Committee according to Article 3, Section 2 of these By-Laws, and elected by the members in order to serve a full term.

#### Section 5: Term and Term Limits of Directors

Directors shall be elected for a term of one year. They may be re-elected according to Article III, Section 3 of these By-Laws. The number of terms that a director may serve is not limited.

#### Section 6: Officers

Officers of the Organization shall consist of the President, Vice President, Secretary, and Treasurer.

- A. The President shall serve as Chief Executive Officer of the Corporation and shall exercise general supervision over its interests and welfare, shall preside at all meetings of the Corporation and the Board of Directors and shall present the annual reports at the Annual Meeting of the Bar Harbor Historical Society. He/She shall appoint all committee chairpersons and committee members as authorized by the By-Laws or by the Board of Directors.
- B. In the absence of the President, the Vice President shall perform the duties of the office. The Vice President shall have such additional duties from time to time assigned by the President or Board of Directors.
- C. The Secretary shall keep a record of proceedings of the meetings of the Corporation and Board of Directors. He/She shall be responsible for assuring that the names and addresses of members of the Corporation are kept up to date which may be delegated. He/She shall give notice of meetings and shall conduct such other correspondence as the Corporation and the Board of Directors may direct.
- D. The Treasurer shall receive the funds of the Corporation and deposit them in such bank or banks as the Board of Directors may select in a timely manner. He/She is responsible for collecting the annual dues of members which may be delegated to the Development Director. He/She may draw upon the bank accounts for payment of bills for all expenses and/or capital items. Authority limitations may be set by the Board of Directors. All accounts and expenditures shall be reviewed as part of the annual audit.

The Board of Directors may elect or appoint such other officers of the Corporation; such officers will have the authority and perform the duties prescribed by the Board of Directors. The Board of Directors may elect, appoint or hire employees and of the Corporation. The Board of Directors may also appoint or hire consultants as deemed necessary to support fulfillment of the Organization's purpose.

## Section 6: Election and Terms of Officers

Officers shall be elected by the Board of Directors and shall serve a term of 1 year or until their successors are elected. Officers and Directors shall take office immediately following their election.

## Section 7: Compensation

Directors shall not receive any stated compensation for their services, but by resolution of the Board of Directors, a fixed reimbursement for actual expenses, if any, incurred by attendance at any regular or special meeting of the Board may be allowed.

## Section 8: Resignations and Removals

- A. A Director may resign at any time by giving written notice to the President or to the Secretary. Such resignation 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.
- B. Any Director may be removed, either with or without cause at any time by a majority vote of all Directors.

## Section 7: Powers

The Board of Directors shall manage the affairs of the Corporation.

No action shall be taken by the Board on any item that is not included on the Board Agenda for that meeting, unless a majority consisting of 2/3 of the Board members vote in favor to do so, (not just those present). Board agendas shall be forwarded to the members no later than 1 day prior to the meeting

## **Article IV: Committees of the Board:**

The President of the Board of Directors may from time to time organize the Board by committees. Among those committees may be standing committees, including a Finance Committee, LaRochelle Committee, Media Committee, Exhibits Committee and Collections Committee. Chairs and membership shall be appointed by the President, except that the Treasurer shall serve as Chairman of the Finance Committee. The President shall appoint members to serve on such committees for particular purposes as may be in the best interests of the Corporation. The President may serve as an ex officio member on all committees. Committee membership may include individuals from the community at large as deemed necessary by the Chairs of such Committees with the concurrence of the President.

## **Article V: Contracts, Checks, and Deposits and Funds**

### Section 1: Contracts

The Board of Directors may authorize any Officer or Officers, agent or agents of the Corporation, in addition to the Officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or may be confined to specific instances.

### Section 2: Checks, Drafts or Orders

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 or Officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the board of Directors, such instruments shall be signed by the President, Treasurer or Secretary.

## **Article VI: Members and Members Rights**

Any person desiring to promote the purpose of the Bar Harbor Historical Society, Inc. shall be eligible for membership in the Corporation. Classes of membership and related dues shall be approved by the Board of Directors. Members in good standing shall have paid dues in accordance with policies established by the Board of Directors.

Members shall have the right to vote at any Annual or Special Members meetings. They shall have the right to request to view or copy, at a mutually agreeable time, the Corporaiton's Articles of Incorporation, its By-Laws, minutes from Annual Meeting and its Annual Report.

## **Article VII: Meetings**

### Section 1: Annual Meetings

There shall be an Annual Meeting of the Corporation at a time and date determined by the Secretary or President each year. The location shall be at the principal location unless a different place is designated by the Secretary or President. Members shall be notified no less than ten (10) days prior to the annual meeting of time and place. In no instance shall the time lapse between Annual Meetings exceed 13 months unless in the case of Force Majeure as determined by the Board of Directors. The Annual Meeting may be held telephonically. If held telephonically any business conducted and any votes taken shall have the same force and effect as though the Members and Director were physically present. Ten Members shall constitute a quorum at the Annual Meeting.

### Section 2: Regular Meetings

The Board of Directors may provide, by resolution, the time and place for holding additional regular meetings without other notice than such resolution. Additional regular meetings shall be held at the principal office of the Corporation unless otherwise specified in the agenda forwarded by the Secretary. Directors may attend the regular meetings telephonically and in that event, any business conducted and any votes taken shall have the same force and effect as though the director were physically present.

### Section 3: Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the Secretary or the President or any two Directors, and shall be held either telephonically or at the principal office of the Corporation or at such other place as the Directors may determine. If held telephonically any business conducted and any votes taken

shall have the same force and effect as though the Director were physically present. Directors shall receive five (5) days' notice of a special meeting. Directors may waive the five (5) day notice period.

#### Section 4: Quorum

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at any meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. For meetings authorized to be held telephonically a member attending by way of telephone shall count toward the required number of Directors to constitute a quorum.

#### Section 5: Decisions

The act of the Directors present at a meeting in which a quorum is present shall be the act of the Board of Directors, unless a greater number is required by law or by these bylaws.

#### Section 3: Gifts

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for any purpose of the Corporation as may be further defined by a Gift Acceptance Policy that may be in effect and have been approved by the Board. The Collections Committee may determine whether any gift other than cash is consistent with the mission and purpose of the organization and make a recommendation to the Board of Directors as to acceptance.

### **Article VIII: Books and Records**

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and Committees having and exercising any of the authority of the Board. The Corporation shall keep a record containing the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by a Director or their agent or attorney for a specified purpose at any reasonable time. All Committees shall maintain minutes of all meetings conducted for Committee business and provide copies to the Secretary for inclusion in the corporate records.

### **Article IX: Corporate Policy**

Attached hereto, marked EXHIBITS A, B and C and made a part hereof, are the corporate policies of the Corporation with respect to "Harassment Prohibition," "Conflict of Interest," and "Non-Discrimination," respectfully.

### **Article X: Waiver of Notice**

Whenever any notice is required to be given under the provision of Title 13-B M.R.S.A. or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by the person, persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **Article XI: Audit**

There shall be an annual audit of the books of account of the Corporation by an auditor appointed by the Board of Directors, who shall not be a member of the Board of Directors. The fiscal year for the Corporation shall be: January 1 -December 31.

## **Article XII: Liability Indemnification and Insurance**

### Section 1: Liability

To the extent permitted by the laws of the State of Maine, neither the Board nor any of its Directors individually shall be liable for the negligent acts or omissions of an employee, agent or representative selected with reasonable care, nor for anything the Board may do or refrain from doing in good faith, including errors in judgment, acts done or committed on advice of counsel, or mistakes of fact or law.

### Section 2: Right to Indemnification

The Corporation may 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 proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Director, Officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as Director, Officer, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgment, fines and amounts paid in settlement actually and reasonably incurred by them 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 they shall have been finally adjudicated in any action, suit or proceeding not to have acted in good faith in the reasonable belief that his action was in the best interest 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 judgment, order or conviction adverse to such person or by settlement or by plea of nolo contendere or its equivalent, shall not of itself create a presumption that such person did not act in good faith and the reasonable belief that his action was in the best interests of the corporation, and with respect to any criminal action or proceeding, has reasonable cause to believe that his action was unlawful.

### Section 3: Indemnification against Expenses

Any provisions of these bylaws to the contrary notwithstanding, to the extent that a Director, Officer, employee, or agent of the Corporation has been successful on the merits of otherwise in the defense of any action, suit or proceeding referred to above, or in the defense of any claim, issue or matter therein, they shall be indemnified against expenses, including attorneys' fees, actually and reasonable incurred by them in connection therewith.

### Section 4: Insurance

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 is or was serving at the request of the Corporation as a Director, Officer, employee, or agent of another Corporation, domestic or foreign, non-profit, partnership, joint venture, trust or other enterprise.

## **Article XIII: Amendment of Bylaws**

These By-Laws may be altered, amended, or repealed, and new By-Laws may be adopted by a 2/3 vote of the Board of Directors at any of their regular or special meetings.

#### **Article XIV: Dissolution**

Upon 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 assets of the corporation exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the United States Code (or the corresponding provision of any future United States Revenue law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of competent jurisdiction in the county in which the principle office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purpose

#### **Article XV: Compliance with State Law**

These By-Laws are intended to be in full compliance with the State of Maine's Title 13-B: Maine Nonprofit Corporation Act. In the event of any discrepancy between the two, or if the Act is modified, it shall take precedence.

#### **Exhibit A: Harassment Prohibition Policy**

##### **Harassment:**

Harassment of an employee, consultant, volunteer, member, visitor or any such other type person based upon any protected characteristic is prohibited. Verbal or physical conduct that is not respectful or displays of hostility towards an employee based upon race, color, sex, disability, religion, ancestry, or national origin, age, sexual orientations, veteran status, or employee's assertion of rights under the Workers Compensation Act, or the Whistleblowers Protection Act is prohibited. This list would also include any other characteristic that is protected under federal, state or local laws. The Corporation also prohibits any form of retaliation for making a good faith complaint of harassment or for participating in the investigatory process related to the claim.

Harassment of employees of the Corporation by persons dealing with the Corporation is inappropriate and should be reported by the employee to his or her supervisor. The Corporation will not tolerate any form of unlawful harassment.

Harassment includes, but is not limited to jokes, slurs, negative stereotyping, threatening, intimidating or hostile acts, display or circulation in the workplace of written graphic material that denigrates an individual or group.

The following behaviors are examples of the type of behaviors which a reasonable person would consider harassing and would be grounds for corrective action.

1. Abusing the dignity of an employee through insulting or degrading remarks or conduct, including, but not limited to:

- a. Telling of offensive and unwelcome racial or sexual jokes; offensive and unwelcome kidding that is sexually, racially or in other ways discriminatory and considered unacceptable by another reasonable individual
  - b. Unwelcome sexual advances or physical contact which is unwelcome by a reasonable person or which has been identified by the person as unwelcome
  - c. Unwelcome requests or demands for sexual favors.
2. Threats, demands or suggestions that an employee's work status or any terms or conditions of his or her employment is contingent upon the employee's tolerance of or acquiescence to unwelcome verbal or physical harassment of any type.
  3. Retaliation against employees for complaining about any of the above activities.

The Corporation encourages any person who feels offended by any particular actions or statements to inform the person exhibiting the behavior that he or she considers the actions or statements offensive. If the conduct continues and/or if an employee believes that he or she has been subjected to unlawful harassment, the Corporation's procedure on reporting and investigating the complaint follows:

All supervisory or managerial personnel at the Corporation are responsible for enforcing this policy. Failure to do so will be considered a failure to fulfill all the responsibilities and duties of the position.

If an employee believes that he or she is being harassed, the employee should notify his or her supervisor immediately. If the employee cannot do so or does not want to do so the employee must notify an Officer of the Corporation immediately. The Corporation's Director of Human Resources is the person in our organization designated to handle personnel problems, issues and complaints. We, as an organization, believe in promptly investigating all such complaints and we are committed to taking prompt and effective action in response to any complaint. Any employee who is determined, after investigation, to have engaged in harassment violation of this policy will be subject to appropriate disciplinary action up to and including termination of employment.

If an employee is unhappy with the Corporation's investigation, action and response, Maine law also provides an employee with the opportunity to file a complaint with the Maine Human Rights Commission [State House Station 51, Augusta, Maine 04333, (207-289-2326)] within six (6) months of the unlawful act or discrimination. Once a complaint is filed, the Maine Human Rights Commission will initially provide the parties with an opportunity to resolve the matter. If the matter cannot be resolved, the Human Rights Commission will initiate its own investigatory process. Employees who have suffered harassment in the workplace may be eligible for recovery of civil penal damages and other damages, through the courts, the Commissions, or the Workers Compensation Commission.

#### **Exhibit B: Conflict of Interest Policy**

**Definition:** A conflict of interest exists whenever a Director (including the spouse, siblings, parents or children of a Director) has a material financial or personal interest in a transaction or project under consideration by the Board of Directors of the Corporation.

**Director's Obligations:** Each member of the Board of Directors has the following responsibilities and obligations:

1. To disclose to the Board the existence of any real or apparent conflict of interest. Every Director shall sign a Conflict of Interest statement annually either disclosing the existence of a conflict of



interest or that none exists. If events occur during the year that give rise to a conflict, Director shall so disclose.

2. To abstain from discussing any issue involving a conflict of interest, unless requested by the Board or a Committee thereof, to participate.
3. To absent himself (or herself) from Board or Committee discussions on any such project or transactions involving a conflict of interest, unless requested by the Board or Committee to participate.
4. To abstain from voting on any such issue.
5. If requested by the Board, to take a temporary leave or absence from the Board of Directors until such a time as the matter, giving rise to the conflict of interest has been resolved.

**Board's Obligation:** If a transaction or project of the Corporation involved a conflict of interest, whether real or apparent, by a Director of the Board of Directors, the Board shall do the following.

1. Approve of such project or transaction only if the Board makes specific findings that (a) the transaction or project (i) is fair and benefits the Corporation and its objectives; and (ii) is approved with full knowledge of the economic benefit to the Director involved in the conflict of interest; and (b) that the affected Director has not participated in the vote approving the transaction or project and was, in fact, absent both during the discussion of the transaction or project, and at the time the Board voted thereon.
2. If the Board determines that the nature and magnitude of the conflict of interest warrants the same, the Board shall request that the affected Director take a leave of absence from the Board of Directors.

#### **Exhibit C: Non-Discrimination Policy**

The Corporation recruits, hires and promotes qualified people to fill its positions. We do so without regard to race, religion, color, national origin, physical/mental disability- real or perceived, age, Veteran status, or sex, except when it is permitted by Federal, State or municipal law and necessary bona fide occupational qualification. As part of this commitment, the Corporation recruits, promotes and trains from protected groups.