

BYLAWS OF THE FRIENDS OF ISLE AU HAUT LIGHTHOUSE

ADOPTED JULY 25, 2017

THE FRIENDS OF ISLE AU HAUT LIGHTHOUSE ("FRIENDS" OR "FOIAHL") DOES HEREBY ADOPT THE FOLLOWING BYLAWS.

ARTICLE I: General Provisions

1. The name of this incorporated association shall be: Friends of Isle au Haut Lighthouse.
- 2, The Friends (also known as "FOIAHL") shall be a charitable and educational non-profit organization.
3. The Friends shall have the right to take and hold property by purchase, gift, or bequest, and to use and dispose of the same for any of the purposes of its mission, although the ownership of the lighthouse itself is by and for the Town of Isle au Haut or their appointed Lighthouse Committee.
4. The fiscal year of the Friends shall end on December 31, or such date as determined by the Directors.

Article II: Purpose

The mission of the Friends of Isle au Haut Lighthouse is to raise funds to support the lighthouse owned by the Town of Isle au Haut, Maine. The organization exists exclusively for charitable (restoring and maintaining the lighthouse and lessening the burden of the municipal obligations for the lighthouse) and educational purposes (such as docent guided tours and historical presentations) under section 501c3 of the U.S. Internal Revenue Code.

Article III: Membership

1. The organization shall not have members. All corporate powers shall be exercised by or under the board of directors as prescribed by these bylaws.

Article IV: Meetings

1. The annual meeting shall be held once each year in July or August at Isle au Haut, Maine, for the purpose of the election of officers and directors, the presentation of reports, and the transaction of such other business as may properly come before the meetings.
2. Additional meetings may be convened by the officers or directors for the purpose of advancing the work of the Friends.
3. Special meetings may be called by the president or by any officer for stated purposes of advancing the work of the Friends.
4. Written notice of the day, place and hour of any meeting, including the purpose of any special meeting, shall be sent to each director entitled to vote at such meeting not less than ten days prior to the date of the meeting.
5. A quorum for the transaction of business at any meeting shall consist of not less than four current directors.
6. Decisions at all meetings of the Friends shall be made by a majority vote of directors present in person except as otherwise provided in the bylaws.
7. Electronic mail and U.S. Postal mail shall be acceptable means of sending notices, including notices of meetings.

Article V: Election of Officers and Directors

1. The president will appoint a nominating committee not later than 30 days before the annual meeting.
2. Any interested supporter of the Friends may propose to the nominating committee candidates for nomination as Officers and Directors.
3. The Committee will propose a slate to be voted on by the directors at the annual meeting.
4. The slate shall be circulated to directors with notice of that meeting.
5. Petitions for the inclusion of additional candidates will be accepted prior to five days in advance of the meeting.
6. Nominations from the floor at the annual meeting will not be considered.

Article VI: Officers and Directors

1. The officers and directors of the Friends shall serve without financial compensation.
2. The officers shall consist of a president, secretary, and treasurer and other offices as the board may approve. (See Article VI, Section 4 regarding a clerk.)
3. The board of directors shall consist of these officers. The minimum number of directors shall be five and the maximum number of directors shall be eleven.
4. The directors shall appoint a clerk. The clerk must be a resident of the State of Maine. The clerk shall be the agent of the Friends registered with the State of Maine. The clerk may be but shall not necessarily be a member of the board of directors.
5. Terms of the officers and directors will last for one year.
6. Any vacancy in an unexpired term may be filled by appointment by the president, and approved by the board of directors. The term of such appointee shall expire when the vacant position would have expired.
7. The board of directors shall have the powers and responsibilities associated with management and control of the property and affairs of the Friends. They may delegate some of the powers as necessary. They alone may exercise the powers set forth in Article I, Section 3 above.
8. The board of directors shall meet at least once annually. Special meetings of the Friends may be called by the president or by any three or more directors, provided all members of the board are notified. Half or more of the board of directors shall constitute a quorum for the transaction of business, and action by a majority of those present at the meeting shall be the action of the board.
9. Written notice of directors' meetings shall be sent to all directors not less than ten days prior to the proposed meeting date.

Article VII: Duties of Officers

1. The president shall preside at all meetings except on an emergency basis and perform such other duties as may pertain to the office. The president shall appoint members of all committees and their chairs. The president shall be considered an ex-officio member of all committees. The president shall report to the Friends at their annual and special meetings, and may at any time make such recommendations to the directors as may be advisable.

2. The treasurer shall take the place of the president as necessary, assist the president as needed, and accept further assignments as determined by the directors. The treasurer shall also keep records on all donations.

3. The secretary shall keep true and accurate accounts of all meetings of the board of directors, shall issue notices of all meetings, and shall be responsible for occasional correspondence as requested by the board of directors or the president.

4. The treasurer shall be responsible for the custody and care of all money and securities belonging to Friends. The treasurer shall keep a regular, compete and correct record of all receipts and expenditures, and shall report such record at the annual meeting and upon request at any special meeting. The treasurer will ensure access to this record by any director upon request. The treasurer will promptly attend to the payment of all bills owed by the Friends. Disbursements in excess of \$500 require the approval of the president of the board of directors. The treasurer shall serve on any committee related to finance as a voting member.

Article VIII: Committees

1. The board of directors exclusively may establish and discharge standing committees and charge them with appropriate powers to carry out the programs and purposes of the Friends.

2. The president shall appoint members and chairs of all standing committees, subject to the approval of the board of directors.

3. The president of the board of directors may appoint any necessary ad hoc committees.

Article IX: Prohibited Activities

The Friends shall not be operated for profit or propaganda. The Friends shall not act for the private benefit of any person or entity apart from the mission of the organization.

Article X: Conflict of Interest

The Friends shall not enter into any contract relating to or incidental to the operations conducted by the Friends in which and officer or director may be interested directly or indirectly, unless such interest has been disclosed in writing to the board and approved by the directors.

Article XI: Dissolution

Upon the dissolution of the Friends, the board of directors shall, after paying or making provision for the payment of all the liabilities of the Friends, dispose of all of the assets of the Friends by distributing them to the Town of Isle au Haut.

Article XII: Amendment of Bylaws

These bylaws may be amended at any meeting of the Friends by an affirmative vote of at least two-thirds of those voting, provided written notice of the proposed amendment shall have been given for said meeting.

BYLAWS OF THE FRIENDS OF ISLE AU HAUT LIGHTHOUSE, above

Adopted July 25, 2017