

BYLAWS OF  
MAINE COMMUNITY MEDIA ASSOCIATION

Dated: January 19, 2022

ARTICLE I

GENERAL

Section 1.1. Name and Location. The name of this Corporation is Maine Community Media Association (the “Corporation”) or such other name as shall be as set forth in the Articles of Incorporation as the same may be amended from time to time. The registered office shall be that office specified in the Articles of Incorporation. The principal office and place of business of the Corporation shall be at such place as the Board of Directors shall fix, and the Corporation may have such other offices and places of business, both within and without the State of Maine, as the Board of Directors may from time to time fix, or as the business of the Corporation may require.

Section 1.2. Registered Agent. The Registered Agent of the Corporation shall be the person designated in the Articles of Incorporation, provided that the Directors shall have the power to change the identity of the Registered Agent from time to time through an appropriate filing with the Maine Secretary of State.

ARTICLE II

PURPOSES

Section 2.1. General Purposes. The purposes of this Corporation shall be as set forth in the Articles of Incorporation as the same may be amended from time to time. As of the date of adoption of these bylaws (the “Bylaws”), the Corporation's purposes are as follows:

This charitable institution has been organized and is incorporated as a public benefit corporation with members pursuant to the Maine Nonprofit Corporation Act (Title 13-B M.R.S. §§101 et. seq.) (the “Act”) and shall be operated for the promotion of social welfare within the meaning of Section 501(c)(4) of the U.S. Internal Revenue Code of 1986, as amended, (hereinafter the “Code”). In furtherance thereof, but not by way of limitation, the primary purpose of the Corporation shall be to promote policies and programs in support of Maine community media, to facilitate the achievement of common goals among its Members, and to advocate and lobby for

community media. The Corporation shall be organized and empowered to do everything necessary, proper, advisable or convenient for the accomplishment of the foregoing purposes, and to do all other things incidental to them, or connected with them, that are not forbidden by law, these Articles of Incorporation, or the Corporation's Bylaws.

**Section 2.2. Powers.** This Corporation shall have all such powers as are authorized under the Act or as otherwise limited by the Corporation's Articles of Incorporation, these Bylaws, and the Board of Directors; provided, however, that the Corporation shall not engage in any transaction, or do or permit any act or omission, which shall operate to deprive the Corporation of status as an organization described in Section 501(c)(4) of the Code.

**Section 2.3. Prohibition of the Inurement of Assets and Income to Private Persons.** All the assets and income of the Corporation shall be used exclusively for the promotion of social welfare, and no part thereof shall inure to the benefit of any private individual; provided, however, that nothing contained herein shall be construed to prevent the payment by the Corporation of reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation.

**Section 2.4. Dissolution.** The Corporation may be dissolved by a majority vote of all of the Members in accordance with the Articles of Incorporation and the Act, upon recommendation from the Board of Directors. If this Corporation is dissolved or its legal existence terminated, either voluntarily or involuntarily, or upon final liquidation of the Corporation, none of its assets shall inure to the benefit of any Member, Director or Officer of the Corporation, except to the extent such is an exempt organization under a subsection of Section 501(c) of the Code, or to any private individual, and all of its assets remaining after payment of all of its liabilities shall be distributed to one or more organizations which the Board of Directors then determines is qualified as an exempt organization under a subsection of Section 501(c) of the Code.

**Section 2.5. Tax Exempt Status.** It is intended that the Corporation shall have and continue to have the status of a corporation which is exempt from federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(4) of the Code. The Articles of Incorporation and these Bylaws shall be construed accordingly and all powers and activities shall be limited accordingly. If the Corporation engages in activities or expenditures that consist of

directly or indirectly participating or intervening in political campaigns on behalf of or in opposition to any candidate for public office, such activities and expenditures shall be in furtherance of the Corporation's primary purpose and shall at no time constitute the primary activities of the Corporation. Further, no substantial part of the Corporation's activities shall consist of (a) operating a social club within the meaning of Section 501(c)(7) of the Code or (b) carrying on a business with the general public in a similar manner to organizations which are operated for profit. Furthermore, the Corporation shall not engage in any activities that are unlawful under applicable federal, state or local laws, including, but not limited to, activities prohibited for an exempt organization under Section 501(c)(4) of the Code and regulations thereunder as they now exist or as they may hereafter be amended.

### ARTICLE III

#### MEMBERSHIP

Section 3.1. Members. The Corporation shall have two classes of Members: membership with no voting rights (the "Non-Voting Members") and membership with voting rights (the "Voting Members") (all Non-Voting Members and Voting Members, collectively, the "Members").

Section 3.2. Non-Voting Members. Non-voting membership in the Corporation shall be open to any individual or organization actively involved with community media in the State of Maine and whose application the Board of Directors approve and, as such, Non-Voting Members shall be entitled to attend meetings, participate in discussions, and be added to the Corporation's mailing list to receive notices and correspondences.

Section 3.3. Voting Members. Voting membership in the Corporation shall be open to those Members who are in good standing with the Corporation, are current on membership fees and dues, and who meet the criteria then established by the Board of Directors for in order to be a Voting Member. Each Voting Member shall have one vote. Notwithstanding any other provision of these Bylaws, voting may be done by written proxy. Each Voting Member that is a organization will designate, in writing delivered to the Secretary of the Corporation, an individual to represent its interests on voting matters. In order to be eligible to be a Voting Member, the Member must fall into one or more of the following categories:

(a) Maine community television organizations;

(b) Active volunteers of the Corporation; or

(c) Media producers.

**Section 3.4. Election of Members.** The initial Members of the Corporation shall be those individuals and organizations elected, or otherwise appointed, by the Board of Directors to membership in a manner determined by the Board of Directors and additional individuals and organizations may become Members of the Corporation from time to time upon satisfaction of such criteria as the Board of Directors may establish at their discretion and election or appointment by, or in a manner provided by, the Board of Directors. Members shall serve for terms of one year, renewable annually upon satisfaction of any criteria for continued membership as a Member, either as a Non-Voting Member or as a Voting Member, as the Board of Directors may determine and the Secretary of the Corporation shall maintain a roster of the current Members of the Corporation. No Member shall be renewed as a Voting Member if such Member has fees or dues then owing to the Corporation. The membership year shall begin July 1 and end June 30. An individual or organization that becomes a Member after the beginning a membership year shall serve until the end of the membership year during which it became a Member, even though such shall be less than a year term.

**Section 3.5. Annual Meetings of Voting Members.** An Annual Meeting of the Voting Members (the "Member Annual Meeting") shall be held in April of each year, or as otherwise scheduled by vote of the Board of Directors, at a time and place to be selected by the President of the Corporation after consulting with the Board of Directors. At the Member Annual Meeting, the Members shall transact such business as may be brought before the meeting. At each Member Annual Meeting, the Board of Directors shall present a report on the Corporation's activities during the preceding year and shall propose a plan and budget for the upcoming year to be voted on by the Members.

**Section 3.6. Special Meetings of the Voting Members.** Special meetings of the Voting Members may be called by a vote of the Board of Directors for the proper transaction of business at a time and place determined by the Board of Directors and shall coincide with Board of Director meetings.

**Section 3.7. Member Participation via Telephone.** Any meeting of the Members may be held by telephone conference or similar communications equipment by means of which all persons

participating in the meeting can hear each other, and such participation in a meeting shall constitute presence of the Member at such meeting. Notice of such meeting shall give each Voting Member the telephone number at which, or other manner in which, he or she may participate in the meeting.

**Section 3.8. Notice.** Written notice stating the place, day and hour thereof, and the purposes of such meeting (if required by statute), shall be delivered not less than five (5) days nor more than fifty (50) days before the date of the meeting by or at the direction of the President or the Secretary, or the officers or person calling the meeting, to each Voting Member, provided, however, that written notice of a Member Annual Meeting shall be delivered not less than fifteen (15) days nor more than fifty (50) days before the date of the meeting. Notice may be provided either in person, by mail or other method of delivery, or by telephone, voice mail, email or other electronic means. Notice sent by mail shall be effective when deposited in the United States mail with required postage, correctly addressed to the Member at his, her or its address as it appears in the records of the Corporation. It shall be sufficient notice to a Member if meeting notice is given by email or other electronic communication. Oral notice is effective when communicated, if communicated in a comprehensive manner.

**Section 3.9. Waiver.** Whenever under the provisions of the Act, the Articles of Incorporation or these Bylaws notice is required to be given to any Member, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance of a Member at any meeting shall constitute a waiver of notice of such meeting, except where a Member attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Voting Members need be specified in the notice or waiver of notice of such meeting unless required by law or these Bylaws.

**Section 3.10. Quorum; Voting.** A quorum shall exist if a majority of Voting Members are present and voting, in person or by proxy, so long as a majority of the members of the Board of Directors are present. Each Voting Member of record as of the date notice is given and present, in person or by proxy, shall be entitled to one (1) vote in person or by proxy. A vote of a majority of those present and voting, in person or by proxy, shall be sufficient to act on all matters.

**Section 3.11. Proxies.** At all meetings of Members, a Voting Member may vote by proxy

executed in writing by the Voting Member or by his, her or its duly authorized attorney in fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. In the case of any Voting Member which is not a natural person, a proxy may be established by a resolution of such Voting Member, certified by the Secretary or other authorized agent of such Voting Member, and filed with the Secretary of the Corporation. If such resolution so provides, such proxy shall remain in full force and effect for all meetings of Members until withdrawn or amended by a like resolution of such Voting Member filed with the Secretary of the Corporation.

Section 3.12. Actions Taken Without a Meeting. Any action required or permitted to be taken at a meeting of the Voting Members may be taken without a meeting if all of the Members entitled to vote on such action sign a written consent describing the action taken, and such consent is filed with the minutes of the proceedings of the Corporation. Any such written consent shall have the same effect as a unanimous vote of the Voting Members and may be stated as such in any certificate or document required or permitted to be filed with the Secretary of State and in any certificate or document prepared or certified by any Officer for any purpose. Such written consents may be executed by facsimile or other electronic signature, which facsimile or other electronic signature shall be considered an original signature for all purposes, and in counterpart originals, provided all counterparts are maintained in the corporate record book by the Secretary.

## ARTICLE IV

### BOARD OF DIRECTORS

Section 4.1. Management by Board. The affairs of the Corporation shall be managed by its Board of Directors, which may exercise all powers of the Corporation and do all lawful acts and things necessary or appropriate to carry out the purposes of the Corporation.

Section 4.2. Number of Directors; Eligibility; Election. The number of Directors shall be fixed by the Board of Directors within the range set forth in the Articles of Incorporation, provided that no diminution in number of Directors shall serve to reduce an incumbent Director's term. As of the date of adoption of these Bylaws, the number of Directors shall not be less than three (3) or more than fifteen (15). Each Director shall be selected for his or her ability to participate effectively in fulfillment of the responsibilities of the Board. Only Voting Members then in good standing, or representatives thereof, may be elected as a Director. As of the date of adoption of

these Bylaws, the Board of Directors shall consist of three (3) officer Directors (the “Officer Directors”) and, at the first Member Annual Meeting, between five (5) and nine (9) Voting Members, or representatives thereof, shall be elected to serve as at-large Directors (the “At-Large Directors”, together with the Officer Directors, the “Directors” or “Board of Directors”). Directors shall be elected at the Member Annual Meeting. Only Voting Members then in good standing, or representatives thereof, may be elected as a Director. Each Director shall serve for one year, provided however, that an At-Large Director may be earlier removed from the position by a vote of the majority of Officer Directors if it, or the Member that it represents, is no longer in good standing as a Voting Member.

Section 4.3. Vacancies. Any vacancy occurring on the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors. A person appointed to fill a vacancy shall serve until expiration of the term that would have been served had the vacancy not occurred, which appointment shall not require confirmation by the Members. An individual shall automatically be removed from the position of President, Treasurer, or Secretary, if applicable, upon removal from the position as Director.

Section 4.4. Resignation. Any Director may resign at any time by giving written notice to the President of the Corporation. A Director that is the President may resign at any time by giving written notice to the Secretary of the Corporation. Such resignation shall take effect on the date of receipt or at any later time specified in such notice.

Section 4.5. Activities of the Board of Directors. The Directors are responsible for the strategic management of the Corporation in order to further its purpose. To that end, and in addition to the duties set forth below, the Directors shall be responsible for the following activities:

- (a) Ensuring the Board meets its regulatory responsibilities such as filing paperwork with the State of Maine;
- (b) Providing financial oversight – approving monthly reports submitted by the Treasurer and President;
- (c) Ensuring adequate resources are available for success of the Corporation – assisting with membership recruitment and sponsorships to sustain the Corporation and its efforts;
- (d) Ensuring legal and ethical integrity – maintaining accountability – making sure the Corporation operates with the laws that govern at the local, state, and national level; and

(e) Enhancing the Corporation's public standing – Attending events when available, writing letters, giving statements, and the like.

Section 4.6. Duties of the Board of Directors. Except as otherwise specifically stated

herein, the duties and powers of the Directors shall, within the budgetary limits and procedures set forth in the Bylaws, be the following:

- (a) to supervise, direct and control the operations of the Corporation;
- (b) to employ, or contract with, individuals, independent contractors and organizations to carry out the purposes of the organization;
- (c) to purchase insurance to protect the Directors of the Corporation;
- (d) to approve or reject applications for Membership;
- (e) to elect Directors to fill a vacancy and remove At-Large Directors not in good standing;
- (f) to elect and remove Officers;
- (g) to recommend, for approval by the Members, to dissolve the Corporation;
- (h) to recommend, for adoption by the Members, changes in the Articles of Incorporation or these Bylaws;
- (i) to engage in any activity consistent with the purposes of the Corporation.

Section 4.7. Compensation. Directors as such shall not receive any stated salaries for their services, but, by resolution of the Board of Directors, the expense of attendance, if any, may be allowed for attendance at any meeting of the Board; but nothing herein shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

Section 4.8. Loans to Directors and Officers Prohibited. The Corporation shall make no loans to any Director or Officer.

## ARTICLE V

### DIRECTOR MEETINGS

Section 5.1. Regular Meetings. Regular meetings of the Board of Directors may be held at such time and at such place as may from time to time be determined by the Board of Directors, including monthly meetings to review finances and fulfill their duties and activities. The Board of Directors shall hold an annual meeting (the "Annual Director Meeting") on the same date as, and immediately following the conclusion of, the Annual Member Meeting.

Section 5.2. Special Meetings of Directors. Special Meetings of the Board of Directors



may be called by the President on his or her own motion or upon written request of a majority of the Directors, and held not less than twenty-four (24) hours after nor more than twenty-eight (28) days after such notice is given to each Director.

**Section 5.3. Waiver.** Whenever under the provisions of the Act, the Articles of Incorporation or these Bylaws notice is required to be given to any Director, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting unless required by law or these Bylaws.

**Section 5.4. Directors' Participation by Telephone.** The Directors or any committee of the Board of Directors may hold a meeting by telephone conference or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence of the Director or committee member at such meeting. Notice of such meeting shall give each Director or committee member the telephone number at which, or other manner in which, he or she may participate in the meeting.

**Section 5.5. Manner of Acting.** Except as specified by law or these Bylaws, the Board of Directors shall act by a majority vote of the Directors present at any duly called and noticed meeting at which a quorum is present. Each Director shall have one (1) vote and Directors may vote by proxy, executed in writing by the Director or by his or her duly authorized attorney in fact, which shall be filed with the Secretary of the Corporation before or at the time of the meeting. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

**Section 5.6. Quorum; Adjournment.** A majority of the Directors then in office shall constitute a quorum for the transaction of business.

**Section 5.7. Conduct of Meeting; Record of Meetings.** The President of the Corporation, or in his or her absence, any Director chosen by the Directors present, shall call meetings of the Board of Directors to order and shall act as the presiding officer for the meeting. The rules of

parliamentary procedure contained in any standard authority shall govern the conduct of all meetings, unless inconsistent with these Bylaws. Minutes of all meetings of the Board of Directors shall be recorded and maintained at the office of the Corporation. The Secretary, or if he or she does not participate in the meeting, one of the Directors designated by the Board participating in the meeting, shall keep a record of the meeting.

Section 5.8. Board Action by Unanimous Consent. Any action required or permitted to be taken at a meeting of the Board of Directors, or at a meeting of a committee of the Directors, may be taken without a meeting if all of the Directors, or all of the members of the committee, as the case may be, sign written consents describing the action taken, at any time before or after the intended effective date of such action, and the writing is filed with the minutes of the meetings of the Board of Directors. Such written consents shall have the same effect as a unanimous vote.

Section 5.9. Informal Action by Directors. Action of the Directors may be taken in accordance with the provisions of § 708 of the Maine Nonprofit Corporation Act, Title 13-B M.R.S. In amplification of, and not in limitation of the foregoing, action taken by agreement of a majority of Directors shall be deemed action of the Board of Directors if all Directors know of the action taken and no Director makes prompt objection to such action. Objection by a Director shall be effective if written objection to any specific action so taken is filed with the Secretary of this Corporation within twenty-one (21) days of such specific action.

Section 5.10. Notice. Whenever under the provisions of the statutes, Articles of Incorporation or these Bylaws notice is required to be given to any Director, such notice must be given in writing by personal delivery, email, U.S. mail, reputable commercial mail carrier, or telephone, at the address, email address, or phone number last supplied to the Corporation by such Director, with postage or other delivery fees prepaid. Notice by regular mail shall be deemed to be given at the time it is deposited in the United States Mail.

## ARTICLE VI

### OFFICERS AND AGENTS

Section 6.1. Officers. The Officers of the Corporation shall be a President, a Treasurer, a Secretary, and such other officers as the Board of Directors may from time to time designate. At the Annual Board Meeting, the Board shall select three (3) Directors to act as Officer Directors and shall elect those Officer Directors to the positions of President, Treasurer, and Secretary for a

one (1) year term.

**Section 6.2. Other Officers and Agents.** The Board of Directors may appoint additional officers and agents, as it shall deem necessary. Such officers and agents shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

**Section 6.3. Compensation.** The compensation, if any, of the Officers and any additional officers and agents of the Corporation shall be fixed by the Board of Directors.

**Section 6.4. President.** The President of the Corporation shall, when present, chair all meetings of the Board of Directors, present the Board of Directors' report to the Member meetings, and perform such other duties designated within the Bylaws. He or she shall inform himself or herself concerning all affairs of the Corporation and see that the duties of the Officers and employees are properly discharged, that the Bylaws of the Corporation are observed; and that all statements and returns required by law are made, and he or she shall assume such share in the management of the Corporation's business as the Directors may determine. The President shall perform all duties incident to the office of the President.

**Section 6.5. Treasurer.** The Treasurer shall have charge and custody of and be responsible for all corporate funds and securities, keep full and accurate accounts of receipts and disbursements and books belonging to the Corporation, and deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. He or she shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors at its regular meetings or when the Directors shall require, an account of his or her transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall provide a bond or secure insurance in such sum and with such surety or sureties as the Board of Directors shall determine; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her.

**Section 6.6. Secretary.** The Secretary shall keep written records of all meetings of the Corporation and the Board of Directors. The Secretary shall be responsible for keeping all additional documentation necessary for the administration and management of the Corporation and shall be responsible for providing required notice of meetings to the Directors and Members.

The Secretary shall provide all written records of the Corporation to his/her successor.

## ARTICLE VII

### COMMITTEES

Section 7.1. Committees. The Board of Directors may designate such committees as the Board of Directors deems necessary, and may delegate, to the extent permitted by law, to such committee or committees such authority as it deems appropriate to assist in the management of the Corporation. The President shall appoint the members of each such committee. Each such committee shall consist of at least one (1) Director, one of whom shall be appointed by the President to serve as the Chairperson of such committee.

## ARTICLE VIII

### FINANCES

Section 8.1. Financing. Funds to support the Corporation are anticipated to come from membership dues, voluntary contributions, sponsorships and grants. Membership dues shall be determined by the Board of Directors with the approval of the majority of the Voting Members at the Annual Member Meeting.

Section 8.2. Checks. All checks or demands for money and notes of the Corporation shall be signed by the Treasurer or President or such other officers or persons as the Board of Directors may from time to time designate.

Section 8.3. Financial Commitments. No person shall financially commit the Corporation without the express authorization of the Board of Directors.

Section 8.4. Fiscal Year. The fiscal year of the Corporation shall end on June 30th unless otherwise fixed by resolution of the Board of Directors.

## ARTICLE IX

### LIABILITY; INDEMNIFICATION

Section 9.1. Indemnification. The Corporation shall in all cases, to the fullest extent permitted by the Maine Nonprofit Corporation Act, Title 13-B M.R.S., indemnify any person who was or is involved in any manner (including, without limitation, as a party or a witness) in any threatened, pending or completed investigation, claim, action, suit, or proceeding, whether civil, criminal, administrative, or investigative (including, without limitation, any action, suit, or

proceeding brought by or in the right of the Corporation to procure a judgment in its favor) by reason of the fact that that person is or was a Director or Officer of the Corporation, against all liabilities and expenses actually and reasonably incurred by the person in connection with such actions, suits or proceedings including but not limited to attorneys' fees, judgments, fines and amounts paid in settlement. This Section is subject to the limitations set forth in Section 9.2.

**Section 9.2. Limitations on Indemnification.** 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 that 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 that 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 his action was in the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

**Section 9.3. Requirement of Indemnification.** Any provision of Sections 9.1, 9.2 or 9.4 to the contrary notwithstanding, to the extent that a Director or Officer has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 9.1, or in defense of any claim, issue or matter therein, that person shall be indemnified against all expenses and liabilities, including attorneys' fees, actually and reasonably incurred by that person in connection therewith. The right to indemnification granted by this Section 9.3 may be enforced by a separate action against the Corporation, if an order for indemnification is not entered by a court in the action, suit or proceeding wherein that person was successful on the merits or otherwise.

**Section 9.4. Procedure.** Any indemnification under Section 9.1, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director or Officer is proper in the circumstances because that person has met the applicable standard of conduct set forth in Sections 9.1 and 9.2. That determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or if such a quorum is not obtainable, or even

if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion. Such a determination, once made by the Board of Directors, may not be revoked by the Board of Directors and upon the making of such determination by the Board of Directors, the Director or Officer may enforce the indemnification against the Corporation by a separate action notwithstanding any attempted or actual subsequent action by the Board of Directors.

Section 9.5. Expenses. Expenses incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding may be authorized and paid by the Corporation in advance of the final disposition of that action, suit or proceeding upon a determination made in accordance with the procedure established in Section 9.4 that, based solely on the facts then known to those making the determination and without further investigation, the person seeking indemnification satisfied the standard of conduct prescribed by Sections 9.1 and 9.2. Those persons making such determination may, in their discretion, require such person to provide the following to the Corporation:

(a) A written undertaking by or on behalf of the Officer or Director to repay that amount if that person is finally adjudicated:

(i) Not to have acted honestly or in the reasonable belief that the person's action was in or not opposed to the best interests of the Corporation;

(ii) With respect to any criminal action or proceeding, to have had reasonable cause to believe that the person's conduct was unlawful; and

(b) A written affirmation by the Officer or Director that the person has met the standard of conduct necessary for indemnification by the Corporation as authorized in this Section.

The undertaking required by Paragraph (a) shall be an unlimited general obligation of the person seeking the advance, but need not be secured and may be accepted without reference to financial ability to make the repayment.

Section 9.6. Enforceability. The indemnification and entitlement to advances of expenses provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of disinterested Directors or otherwise, both as to action in that person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director or

Officer and shall inure to the benefit of the heirs, executors and administrators of such a person. A right to indemnification may be enforced by a separate action against the Corporation, if an order for indemnification has not been entered by a court in any action, suit or proceeding in respect to which indemnification is sought.

Section 9.7. Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director or Officer against any liability asserted against that person and incurred by that person in any such capacity, or arising out of that person's status as such, whether or not the Corporation would have the power to indemnify that person against such liability under this Article.

## ARTICLE X

### CONFLICTS OF INTEREST

Section 10.1. General. In the exercise of its powers under the provisions of any statute, the Articles of Incorporation, or these Bylaws, the Corporation and its Directors and Officers shall act in accordance with the Conflict of Interest Policy appended hereto as Exhibit A.

## ARTICLE XI

### MISCELLANEOUS

Section 11.1. Accounts and Passwords. All logins and passwords of the Corporation will be saved and shared with the Officer Directors. The Officer Directors may decide to have another Member handle one of the accounts (i.e. Facebook, Instagram, Vimeo, or Twitter) for archiving or posting only upon approval by the majority of the Board of Directors.

Section 11.2. Amendments. Amendments to these Bylaws or the Articles of Incorporation may be acted upon at any Annual Member Meeting or special member meeting. The Board of Directors must recommend proposed amendments to the Voting Members. All proposed amendments must be circulated, either personally, by mail, or by electronic mail, to the Members at least fifteen (15) days prior to any vote.

Section 11.3. Effective Date. These Bylaws shall take effect from the time of their adoption.

# MAINE COMMUNITY MEDIA ASSOCIATION

## CONFLICT OF INTEREST POLICY

**Section 1. General.** As set forth in this Conflict of Interest Policy, a transaction may be approved by the Board of Directors (or a committee thereof) notwithstanding a conflict of interest if the transaction is fair at the time it is entered into, and if the material facts of the transaction and the Director's or Officer's interest are disclosed or known to the Directors (or members of a committee thereof) when they approve the transaction.

**Section 2. "Conflict-of-Interest Transaction" Defined.** A conflict-of-interest transaction is a transaction in which a Director or Officer of the Corporation has a direct or indirect financial interest. For the purposes of this section, a Director or Officer has an indirect interest in a transaction if:

(a) Another entity in which the Director or Officer has a material interest or in which the Director or Officer is a general partner is a party to the transaction; or

(b) Another entity of which the Director or Officer is a director, officer or trustee is a party to the transaction.

**Section 3. Procedure for Approval.** A transaction in which a Director or Officer of the Corporation has a conflict of interest may be approved before or after consummation of the transaction by the Board of Directors, or a committee of the Board of Directors, only if the transaction is fair and equitable to the Corporation as of the date the transaction is authorized, approved or ratified. The Board of Directors or committee of the Board of Directors may authorize, approve or ratify a transaction if the material facts of the transaction and the Director's or Officer's interest are disclosed or known to the Board of Directors or committee of the Board of Directors.

A Conflict-of-Interest Transaction is approved if it receives the affirmative vote of a majority of those Directors who do not have a conflict of interest with respect to the transaction (hereafter the "Disinterested Directors"), but such a transaction shall not be approved by a single Director. If a majority of the Disinterested Directors of the Corporation then in office vote to approve the transaction, then a quorum shall be deemed to be present.

**Section 4. Disclosure; Manner of Acting.** The Directors shall guide their conduct with respect to Conflict-of-Interest Transactions through implementation of the following procedural



safeguards:

(a) Prior to taking his or her position on the Board of Directors and annually thereafter, each Director shall submit in writing to the President a list of all businesses and other organizations of which the Director is an officer, director, trustee, member, owner (either as a sole proprietor or partner), shareholder with at least 5% interest in all outstanding voting shares, employee or agent with which the Corporation has, or might be expected to have, a relationship or a transaction in which the Director might have a conflicting interest. Each written statement will be resubmitted with any necessary changes annually. The President shall become familiar with the statements of all Directors in order to guide his or her conduct should a conflict arise. The Treasurer of the Corporation shall be familiar with the statement filed by the President.

(b) At such time as any matter comes before the Board of Directors in such a way as to give rise to a conflict of interest, the affected Director shall make known the potential conflict, whether disclosed by the Director's written statement or not, and after answering any questions that might be asked of him or her, shall withdraw from the meeting for so long as the matter shall continue under discussion. Should the matter be brought to a vote, the affected Director shall not vote thereon. In the event that such Director fails to withdraw voluntarily, the President is empowered to and shall require that the affected Director remove himself or herself from the room during both the discussion and vote on the matter. In the event the conflict of interest affects the President, the Treasurer is empowered to and shall require that the President remove himself or herself in the same manner, and for the duration of discussion and action on the matter, the Treasurer shall preside.

(c) If the matter is the item of business for which a special meeting of the Board of Directors was called, the affected Director shall not be counted to establish a quorum, nor shall he or she participate in the deliberations or vote thereon.

Section 5. Compensation. A Director (or voting member of any committee whose jurisdiction includes compensation matters) who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that Director's (or member's) compensation. No voting member of the Board of Directors or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or

indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

**Section 6. Violations.** If the Board of Directors or committee has reasonable cause to believe a Director or member has failed to disclose actual or possible conflicts of interest, it shall inform the Director or member of the basis for such belief and afford the Director or member an opportunity to explain the alleged failure to disclose. If, after hearing the Director or member's response and after making further investigation as warranted by the circumstances, the Board of Directors or committee determines the Director or member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**Section 7. Records of Proceedings.** The minutes of the Board of Directors and all committees with powers delegated by the Board of Directors shall contain:

(a) The names of the persons who disclosed or otherwise were found to have a possible conflict of interest, the nature of the possible conflict of interest, any action taken to determine whether a conflict of interest was present, and the Board of Director's or committee's decision as to whether a conflict of interest in fact existed.

(b) The names of the persons who were present for discussion and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

**Section 8. Review Procedure.** To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

(a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

(b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

**Section 9. Use of Outside Experts.** When conducting the periodic reviews as provided for

in (b), the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of Directors of its responsibility for ensuring periodic reviews are conducted.