



State of Maine Harbor Master's Association

Bylaws

ARTICLE I

Name, Seal And Offices

1. Name

The name of this Corporation is MAINE HARBOR MASTER'S ASSOCIATION. For the purposes of this document only, the Corporation shall from hereon be referred to as the Association.

2. Seal

The Association shall have a seal of such design as the Board of Directors may adopt. Such seal shall normally be kept in the custody of the Secretary, and the Directors may order such additional seals as may be necessary.

3. Offices

The Association may have offices at places as the purposes of the Association may require.

ARTICLE II

1. Purpose

- To encourage effective and uniform harbor management.
- To advance the profession of Harbor Master.
- To advance the knowledge and capability of Harbor Masters.
- To inform and educate the general public concerning the role and responsibility of the Harbor Master.
- To promote and sponsor regulation intended to enhance more effective management of Maine's harbors.
- To coordinate and encourage communication among and between Harbor Masters and local, State, and Federal agencies, as well as organizations with an interest in or responsibility for the management or regulation of harbor activities.

Article III

Membership

1. Qualifications

Member - Membership shall be open to all State of Maine Harbor Masters and their deputies or designees.

Associate Members - Associate membership shall be open to all persons with interest in the purposes and missions of the Association. Associate members shall not hold office in the Association nor shall they hold a vote at meetings.

Life Members - Life Members shall be admitted to membership, upon nomination by a regular member of the Association and approval by the Board, on the basis of their extraordinary qualifications and past contributions to the Association, as well as their continuing willingness to assume the responsibilities of membership.

Election - Members and Associate Members shall be elected by a majority vote of the Board of Directors at the time of initial application for membership. Once elected, membership shall continue so long as all dues are paid annually, and a person remains dedicated to the Association.

Life members must be nominated by a regular Member of the Association and shall be elected by a majority of the Board of Directors.

2. Dues

Members shall be required to pay dues in such amounts with respect to their class of membership as are from time to time established by the Board of Directors. Only those who have paid dues shall be entitled to membership benefits. Dues shall not be collected from lifetime members.

3. Voting Rights

Each member in good standing shall be entitled to one vote unless there is more than one member representing any single city or town. Where a city or town or port authority is represented by more than one member, only one such member designated by the Harbor Master shall be entitled one vote. Associate members shall not vote.

Article IV

Membership Meetings

1. Annual Meeting

Members of the Association shall be invited to meet annually at a time and a place within or without the state of Maine as set by the Board of Directors.

At this meeting, members shall elect directors; the President shall present the annual report of the Association; members shall be invited to discuss corporate matters and problems; and members will be entitled to examine the books of the Association.

2. Special Meetings

Special meetings of the members may be called by the President or Board of Directors. Special meetings of the members may also be called by members having 1/20th the votes entitled to be cast at such meetings.

3. Notice of Meetings

Notice of time, place and purpose or purposes of said annual meeting or special meetings shall be sent to each member entitled to vote at such meeting not less than (10) days nor more than (50) days prior to the date of the meeting. When a meeting is adjourned for whatever reason, for thirty (30) days or more, notice of the adjourned meeting shall be given as provided in this section. Notice of a meeting adjourned for less than thirty (30) days need not be given, if the time and place of the adjourned meeting is announced at the meeting at which the adjournment is taken.

4. Quorum

At all membership meetings, any number of members present shall be sufficient to constitute a quorum for the transaction of business and the act of a majority of the members present at any meeting at which there is a quorum present shall be the act of the membership, except that the act of two-thirds (2/3) of the members present and voting shall be required to modify or amend the Articles of Incorporation or any provision of these bylaws.

5. Rules

Membership meetings shall be conducted in accordance with Roberts Rules of Order or such other rules as the membership shall adopt, but no rule change will be effective until the next subsequent meeting after passage of the change.

ARTICLE V

Directors

1. Elections, Terms of Office

The business and property of the Association shall be managed and controlled by a Board of Directors, who shall be elected annually by the then existing membership at its annual meeting to hold office until the next annual meeting of the membership or until the election and qualification of their respective successors. The Board shall select from among those elected by the general membership a Chairman who shall serve as the head of the Board of Directors.

2. Allowable Number

The number of directors of the Association shall not be less than five (5) nor more than nine (9). The number of directors for any annual period shall be fixed within these limits

by resolution of the Board of Directors adopted at least thirty (30) days prior to the next annual membership meeting. In the event the number of directors is reduced by any means, each director shall serve until their term expires, or until their resignation or removal as herein provided.

3. Resignation

Any director may resign at any time by giving ten (10) days written notice of such resignation to the Board of Directors.

4. Filling of Vacancies

Any vacancy in the Board of Directors occurring during the year, other than a vacancy created by an increase in the number of directors may be filled for the unexpired portion of the term by the directors then serving, even if less than a quorum, by affirmative vote of a majority thereof. Any vacancy created by an increase in the number of directors, shall be filled by vote of the membership at its next annual or special meeting.

5. Annual Meeting

As soon as practicable after each annual meeting of the membership, the newly elected directors shall meet for the purpose of transacting any business which may come before the Board, including the election of officers.

6. Regular Meetings

The Board of Directors shall hold regular meetings at such times and places as it shall determine.

7. Special Meetings

Special meetings of the Board of Directors may be called by the President or Vice President and must be called by either of them on the written request of any three (3) members of the board.

8. Notice of Meetings

Except as otherwise provided herein, notice of all Director's meetings shall be given by mailing or e-mailing the same at least three days before or by telephoning the same at least one day before the meeting. Such notices may be waived by any director. The annual meeting and regular meetings of the Board of Directors may be held without notice at such time and place as shall have been previously determined by the Board. Any business may be transacted at any directors' meeting. At any meeting at which every director shall be present, even though without any notice or waiver thereof, any business may be transacted.

9. Presiding Officers

At all meetings of the Board of Directors, the President or Vice president, or in their absence a chairman chosen by the directors present shall preside.

10. Quorum

At all meetings of the Board of Directors, a majority of any of the existing directors shall be necessary and sufficient to constitute a quorum for the transaction of business and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or these Bylaws. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without further notice to any absent director.

11. Powers

All the corporate powers, except such as are otherwise provided for in these Bylaws and in the laws of the State of Maine, shall be and are hereby vested in and shall be exercised by the Board of Directors. The Board of Directors may by general resolution delegate to committees of their own number, or to officers of the Association, such powers as it may see fit.

12. Action by Unanimous Consent

Any action or vote required to be taken by the directors may be taken without a meeting by the unanimous written consent of all the directors.

13. Removal

Any director may be removed from his office by the affirmative vote of two-thirds of all the membership at any regular or special meeting called for the purpose, for conduct detrimental to the interests of the Association for lack of sympathy with its objectives or for refusal to render reasonable assistance in carrying out its purposes. Any such director proposed to be removed shall be entitled to at least five days notice in writing by mail of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting.

ARTICLE VI

Officers

1. Officers

Officers of the Corporation shall be the President, Vice President, Secretary, Treasurer, Chairman of the Board and such other officers, which shall be elected from time to time by the Board of Directors from the existing membership with such powers and duties not inconsistent with these Bylaws. Any two offices, except those of President and Treasurer, may be held by the same person.

2. Election and Terms of Office

The officers, shall be elected annually by the Board of Directors to serve until their successors are duly elected and qualified.

3. Filling of Vacancies

In case any office of the Association becomes vacant by death, resignation, retirement, disqualification, or any other cause, the majority of the directors then in office, although less than a quorum, may elect an officer to fill such vacancy, and the officer so elected shall hold office and serve until the next annual meeting of the Board of Directors and until the election and qualification of his successor.

4. President

The President shall preside at all meetings of the Board of Directors, He/She shall have and exercise general charge and supervision of the affairs of the Association and shall do and perform such other duties as may be assigned to him/her by the Board of Directors.

5. Vice President

At the request of the President, or in the event of his/her absence or disability, the Vice President shall perform the duties and possess and exercise the powers of the President and shall perform such other duties as may be assigned to him/her by the Board of Directors.

6. Secretary

The Secretary shall have charge of such books, documents, and papers as the Board of Directors may determine and shall have the custody of the corporate seal unless otherwise provided. He/She shall attend and keep all the minutes of all the meetings of the membership and the Board of Directors of the Association. He/She shall, in general, perform all the duties incident to the office of Secretary, subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned to him/her by the Board of Directors.

7. Treasurer

The Treasurer shall have the custody of all funds, property and securities of the Association, subject to such regulations as may be imposed by the Board of Directors. He/she may be required to give bond for the faithful performance of his/her duties, in such sum and with such sureties as the Board of Directors may require. He/She shall maintain the financial records of the Association and exhibit such records at all reasonable times to any director or member of the Association upon reasonable request at the offices of the Association. He/She shall, in general, perform all the duties incident to the office of Treasurer, subject to the control of the Board of Directors.

8. Chairman of the Board of Directors

The chairman of the Board of Directors shall chair meetings in the absence of the President or Vice President.

9. Removal

Any officer may be removed from office by the affirmative vote of two-thirds of all the Board of Directors at any regular or special meeting called for the purpose, for nonfeasance, malfeasance or misfeasance, for conduct detrimental to the interests of the corporation, for lack of sympathy with its objects, or for refusal to render reasonable

assistance in carrying out its purposes. Any officer proposed to be removed shall be entitled to at least five days notice in writing by mail of the meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the directors at such meeting.

ARTICLE VII

Directors' and Officers' Compensation

1. Interests in Contracts

The directors and officers of the Association may be interested directly or indirectly in any contract relating to or incidental to the operations conducted by the Association, and may freely make contracts, enter transactions, or otherwise act for and on behalf of the Association, notwithstanding that they may also be acting as individuals, or as trustees or trusts, or as agents for other persons or corporations, or may be interested in the same matters as members, directors, or otherwise; provided, however, that any contract transaction or act on behalf of the corporation in a matter in which the director or officers are personally interested as shareholders, or otherwise, shall be at arm's length and not violative of the proscriptions in the Articles of Incorporation if such contract, transaction, or act is a prohibited transaction or would result in the denial or loss of the Association tax exempt status under applicable sections of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended. In no event, however, shall any person or other entity dealing with the directors or officers be obligated to inquire into the authority of the directors and officers to enter into and consummate any contract, transaction, or action.

2. Director's and Officer's Salaries

The directors and officers shall not receive any stated salary for their services as such, but by resolution of the Board, a fixed reasonable sum or expenses of attendance, or both, may be allowed for attendance at corporate meetings. The Board of Directors shall have power in its discretion to contract for and to pay to directors and officers rendering unusual or exception services to the Association special compensation appropriate to the value of such services, provided they are not compensated by their Town or Municipality for those services.

ARTICLE VIII

Agents Representatives and Contracts

The Board of Directors may appoint such agents and representatives of the Association with such powers and to perform such acts or duties on behalf of the Association. as the Board of Directors may see fit, so far as may be consistent with these Bylaws, to the extent authorized or permitted by law.

The Board of Directors, except as in these Bylaws otherwise provided, may authorize

any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Directors, no officer, agent, or, employee shall have any power or authority to bind the Association. by any contract or engagement, or to pledge its credit, or render it liable pecuniary for any purpose or to any amount.

ARTICLE IX

Committees

1. Advisory and Standing Committees

The Board of Directors may appoint from its number, or from among such persons as the Board may see fit, one or more advisory or standing committees, and at any time may appoint additional members thereto. The members of any such committees shall serve during the pleasure of the Board of Directors.

Such committees shall advise and aid the officers of the Association in all matters designated by the Board of Directors. Each such committee may, subject to the approval of the Board of Directors, prescribe rules and regulations for the call and conduct of meetings of the committee and other matters relating to its procedure.

2. Executive Committee

The Board of Directors may appoint from its number an Executive Committee. The members of any such committee shall serve during the pleasure of the Board of Directors. Each such committee may, subject to the approval of the Board of Directors, prescribe rules and regulations for the call and conduct of meetings of the committee and other matters relating to its procedure. The Executive Committee, if any, shall have full authority to act on behalf of the Board of Directors, except that it shall have no power to elect officers or to enter into any transactions or engage in activities which it knows to be contrary to the wishes of a majority of the Board of Directors.

ARTICLE X

Voting Upon Shares of Other Corporations

Unless otherwise ordered by the Board of Directors, the President shall have full power and authority on behalf of the Association to vote either in person or by proxy at any meeting of shareholders of any corporation in which this Association may hold shares, and at any such meeting may possess and exercise all of the rights and powers incident to the ownership of such shares which, as the owner thereof, this Association. might have possessed and exercised if present. The Board of Directors may confer like powers upon any other person and may revoke any such powers as granted at its pleasure.

ARTICLE XI

Fiscal Year

The fiscal year of the corporation shall be as established by the Board of Directors.

ARTICLE XII

Prohibition Against Sharing in Corporate Earnings

No director, officer or employee of or member of a committee of or person connected with the Association, or any other private individual shall receive, at any time, any of the net earnings or pecuniary profit from the operations of the Association, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Association in effecting any of its purposes as shall be fixed by the Board of Directors, and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Association. All directors of the Association shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Association, whether voluntary or involuntary, the assets of the Association after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE XIII

Investments

The Association shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors without being restricted to the class of investments which a director is or might hereafter be permitted by law to make or any similar restriction; provided, however, that no action shall be taken by or on behalf of the Association if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 507 of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

ARTICLE XIV

Amendments

1. Bylaws

The membership shall have power to make, alter, amend and repeal the Bylaws of the Association by affirmative vote of two-thirds (2/3) of the members, provided however, that the action is proposed at an annual or special meeting of the Board of Directors or membership and adopted at subsequent membership meeting and that written notice setting forth the proposed amendment or a summary of the changes be sent to each member entitled to vote thereon at least ten (10) days but not more than fifty (50) days prior to the meeting at which said change is to be voted upon.

2. Articles of Incorporation

The membership shall have power to amend the Articles of incorporation of the Association by affirmative vote of two-thirds (2/3) of its members, provided, however, that the Board of Directors shall adopt a resolution setting forth the proposed amendment and direct that it be submitted to a vote at a Subsequent membership meeting, which may be an annual or special meeting. Written notice setting forth the proposed amendment or a summary of the changes shall be given to each member entitled to vote nor less than ten (10) days nor more than fifty (50) days prior to the date of the said membership meeting.

ARTICLE XV

Exempt Activities

Notwithstanding any other provision of these Bylaws, no director, officer, employee, committee member or representative of the Association shall take any action or carry on any activity by or on behalf of this Association not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they may hereafter be amended, or by an organization, contributions, to which are deductible under Section 170(c)(2) of such Code Regulations as they now exist or as they may hereafter be amended.